



COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Please do not
write in this
binding margin

Pursuant to section 395 of the Companies Act 1985

1156

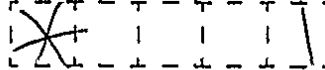
Please complete
legibly, preferably
in black type, or
bold block lettering

* Insert full name
of company

To the Registrar of Companies

For official use

Company Number



2668459

Name of Company

* MOVIE ACQUISITION CORPORATION LIMITED

Date of creation of the charge

26th January 1993

Description of the instrument (if any) creating or evidencing the charge

CHARGE OVER CREDIT BALANCES

Amount secured by the mortgage or charge

All liabilities of the Company present and future actual and/or contingent to National Westminster Bank PLC
In relation to a Guarantee in favour of Lombard North
Central PLC for £105,000

Names and addresses of the mortgagees or persons entitled to the charge

National Westminster Bank PLC

41 Lothbury

London

Postcode

EC2P 2BP

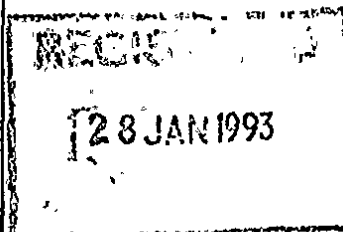
Presenter's name address and
reference (if any):

National Westminster Bank PLC
Legal Services - Securities Dept.
King's Cross House
200 Pentonville Road
London N1 9HL

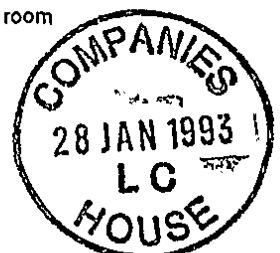
28/1
PICCADILLY CIRCUS
Presenter's Reference
and/or telephone number
071-239 8205

Time critical reference

For official use
Mortgage Section



Post room



Short particulars of all the property mortgaged or charged

The sum of £105,000 together with interest accrued now or to be held by National Westminster Bank PLC on an account numbered 31377807 and earmarked or designated by reference to the Company.

Please do not
write in this
binding margin



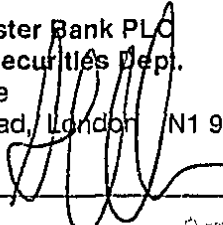
Please complete
legibly, preferably
in black type, or
bold block lettering

Particulars as to commission allowance or discount

Nil

Per pro
National Westminster Bank PLC
Legal Services - Securities Dept.
King's Cross House
200 Pentonville Road, London N1 9HL

Please see notes below.

Signed  _____
On behalf of mortgagee Authorized Signatory

Date 28 JAN 1993

Notes

- (a) A description of the instrument, eg 'Trust Deed', 'Mortgage', 'Debenture', etc. as the case may be, should be given.
- (b) The rate of interest payable under the terms of the Debentures should not be entered.



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

Pursuant to section 401(2) of the Companies Act 1985

I hereby certify that a mortgage or charge dated the 26th JANUARY 1993
and created by MOVIE ACQUISITION CORPORATION LIMITED

for securing all moneys due or to become due from the Company to NATIONAL
WESTMINSTER BANK PLC IN RELATION TO A GUARANTEE IN FAVOUR OF LOMBARD NORTH
CENTRAL PLC FOR £105,000

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 28th JANUARY 1993

Given under my hand at the Companies Registration Office,
Cardiff the 2nd FEBRUARY 1993

No. 2668459

A handwritten signature in dark ink, appearing to read 'Fiona M. Sangster'.

FIONA M. SANGSTER

an authorised officer

C.69

LC

MC

Particulars of a mortgage or charge

395

Pursuant to section 395 of the Companies Act 1985

**Please do not
write in this
binding margin**

Please complete legibly, preferably in black type, or bold block lettering

* insert full name
of company

To the Registrar of Companies

For official use

Company Number

2668459

Name of Company

* MOVIE ACQUISITION CORPORATION LIMITED

Date of creation of the charge

29 January 1993

Description of the instrument (if any) creating or evidencing the charge

Charge over Credit Balances

Amount secured by the mortgage or charge

All liabilities of the Company present and future actual and/or contingent to National Westminster Bank PLC
In relation to a Documentary Credit in favour of
Franklin Waterman II for US\$3,240,000

Names and addresses of the mortgagees or persons entitled to the charge

National Westminster Bank PLC

41 Lothbury

London

Postcode

EC2P 2BP

**Presenter's name address and
reference (if any):**

National Westminster Bank PLC
Legal Services - Securities Dept.
King's Cross House
200 Pentonville Road
London N1 9HL

Presenter's Reference
and/or telephone number

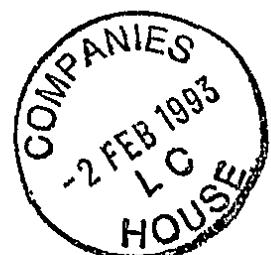
071-239 8205

Time critical reference

For official use
Mortgage Section

Post room

2 FEB 1993



Short particulars of all the property mortgaged or charged

The sum of US\$3,240,000 together with interest accrued now or to be held by National Westminster Bank PLC on an account numbered 0503339 and earmarked or designated by reference to the Company.

Please do not
write in this
binding margin



Please complete
legibly, preferably
in black type, or
bold block lettering

Particulars as to commission allowance or discount

Nil

Per pro
National Westminster Bank PLC
Legal Services - Securities Dept.
King's Cross House
200 Pentonville Road, London N1 9HL

Please see notes below.

- 2 FEB 1993

Signed _____ Date _____

On behalf of mortgagee Authorized Signatory

Notes

- (a) A description of the instrument, eg 'Trust Deed', 'Mortgage', 'Debenture', etc. as the case may be, should be given.
- (b) The rate of interest payable under the terms of the Debentures should not be entered.

FILE COPY



CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

I hereby certify that a mortgage or charge dated the 29th JANUARY 1993
and created by MOVIE ACQUISITION CORPORATION LIMITED

for securing all moneys due or to become due from the Company to NATIONAL
WESTMINSTER BANK PLC IN RELATION TO A DOCUMENTARY CREDIT IN FAVOUR OF
FRANKLIN WATERMAN II FOR US\$ 3,240,000

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 2nd FEBRUARY 1993

Given under my hand at the Companies Registration Office,
Cardiff the 5th FEBRUARY 1993

No. 2668459

Fiona M. S. [Signature]

FIONA M. S. [Name]
an authorised officer

C.69

LC
mc



Particulars of a mortgage or charge

30/3-

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

Please complete
legibly, preferably
in black type or
bold black
lettering

*Insert full name
of company

To the Registrar of Companies *M205c* For official use Company number

61-3

2668459

Name of company

* MOVIE ACQUISITION CORPORATION LIMITED

Date of creation of the charge

19th March 1993

Description of the instrument (if any) creating or evidencing the charge (note 2)

DEBENTURE DATED 19TH MARCH 1993 ("the Debenture")

Amount secured by the mortgage or charge

All debts and liabilities, which may be or become due to Caisse des Depots et Consignations and Banque Industrielle et Mobiliere Prive ("the Banks") under the terms of a loan agreement ("the Loan Agreement") made on 14th February 1992 between Movie Acquisition Corporation Limited ("the Company"), the Banks, Caisse des Depots et Consignations (as agent for the Banks) ("the Security Trustee") and Investissements en Droits Audiovisuels SA in accordance with the terms of such agreement and on a full indemnity basis all costs and expenses incurred by the Banks and the Security Trustee in connection with any such debts and liabilities or in connection with the Debenture.

Names and addresses of the mortgagees or persons entitled to the charge

Caisse de Depots et Consignations of 56 Rue de Lille,
75007 Paris, France

Postcode

Presenter's name, address and
reference (if any): KDS

MARRIOTT HARRISON, Solicitors
12 Great James Street
LONDON, WC1N 3DR

For official use
Mortgage section

REGISTERED

27 MAR 1993

Post room

COMPANIES HOUSE

27 MAR 1993

M

80

Time critical reference

Short particulars of all the property mortgaged or charged

- (a) by way of fixed charge all stocks, shares and/or other securities (together "the Shares") now or at any time during the continuance of this security belonging to the Company in the capital of MAC Entertainment (Rights) Limited ("MERL") and all rights in respect of or incidental to the shares;
- (b) by way of fixed charge all the rights title and interest presently subsisting throughout the world in and to the following in relation to those films listed in the schedule attached ("the Films");
- (i) all preprint elements capable of producing prints or additional preprint elements, including master negatives, duplicate negatives, colour reversal intermediates, colour separations, matrices, interpositives and internegatives;
- (ii) all positive prints, films, video tapes, discs, cut-outs, and trims and all other physical properties of or relating to such Films whether now or hereafter in existence and wherever located;

Please do not
write in
this margin

Please complete
legibly, preferably
in black type or
bold block
lettering

Particulars as to commission allowance or discount (note 3)

Nil

Signed *Mervolt Harris*

Date *26th March 1993*

On behalf of [company] [mortgagee/chargee]*

*Delete as
appropriate

Notes

1. The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could take due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
2. A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.
3. In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his;
 - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
4. If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.

Page 2



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoff Street, London SE1 6TS

1985 Edition
11 85 F5620
6010503

Companies M395

Please do not
write in this
margin

Particulars of a mortgage or charge (continued)

Continuation sheet No. 1
to Forms Nos 395 and 410 (Scot)

Company number

2668459

Please complete
legibly, preferably
in black type, or
bold block lettering

Name of company

MOVIE ACQUISITION CORPORATION LIMITED

Limited*

*Delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

Amount due or owing on the mortgage or charge (continued)

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legibly, preferably
in black type, or
bold block lettering

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write in this
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legibly, preferably
in black type, or
bold block lettering

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

- (iii) all soundtrack elements including master magnetic tracks or other optical sound track recording and music cue sheets;
 - (iv) all literary property and ancillary rights in relation to such Films including all present and future copyright;
 - (v) the music and musical compositions of such Films including the lyrics and all rights to exploit the same and to produce, publish, reproduce and synchronise all or any of the same;
 - (vi) all rights to distribute, lease, licence, sell, exhibit, broadcast or otherwise deal with such Films by all methods and means and in all media throughout the universe and all revenues income proceeds and other property received or to be received from the distribution, lease, licence, sale exhibition, broadcast or other dealing with such Films as aforesaid;
 - (vii) all other rights and properties acquired by the Company in connection with such Films; and
 - (viii) the benefit of all distribution agreements ("the Distribution Agreements") in respect of such Films by which the Company has granted to a third party the right to distribute the Films and all sums now due or to become due to the Company in connection with the Films pursuant to the Distribution Agreements; and
- (c) by way of floating charge, all the Company's rights, title and interest of the nature set out in paragraph (b) above in those films (other than the Films):
- (i) owned by the Company on the date hereof; or
 - (ii) acquired by the Company from MERL.

NOTE: The Company has covenanted inter alia in the Debenture that during the continuance of the Debenture it shall not create or permit to arise any mortgage, charge or lien (other than by operation of law or otherwise arising in the ordinary course of the Company's business) affecting any of the assets charged under the Debenture and ranking in priority to or pari passu with the Debenture.



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

Pursuant to section 401(2) of the Companies Act 1985

I hereby certify that a mortgage or charge dated the 19th MARCH 1993
and created by MOVIE ACQUISITION CORPORATION LIMITED

for securing all moneys due or to become due from the Company to CAISSE DE
DEPOTS ET CONSIGNATIONS under the terms of THE CHARGE

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 27th MARCH 1993

Given under my hand at the Companies Registration Office,
Cardiff the 1st APRIL 1993

No. 2668459

A handwritten signature in dark ink, appearing to read 'P. Jones'.

P. JONES

an authorised officer

C.69

Part
114
53

M

Declaration of satisfaction in full or in part of mortgage or charge

403a

Please do not
write in
this margin

Pursuant to section 403(1) of the Companies Act 1985

Please complete
legibly, preferably
in black type or,
bold block lettering

To the Registrar of Companies
(Address overleaf)

For official use

Company number

1 1 1 1 1 1 1 1 1 1

266 8459

Name of company

* LUMIERE PICTURES LIMITED

* Insert full name
of company

I, FRANK LEACH

of 11 UPTON QUARRY LANGTON GREEN TUNBRIDGE WELLS KENT

† delete as
appropriate

‡ insert a description
of the instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.

§ the date of
registration may be
confirmed from the
certificate

§ insert brief
details of
property

~~as director~~ ~~the secretary~~ ~~the administrator~~ ~~the administrative receiver~~ of the above company, do
solemnly and sincerely declare that the debt for which the charge described below was given has been
paid or satisfied in [full][part]†

Date and Description of charge‡ 21/01/93 Charge over credit balances

Date of Registration§ 02/02/93

Name and address of [chargee] ~~trustee for the debenture holders~~
NATIONAL WESTMINSTER BANK plc PO Box 400 19 Shaftesbury Avenue W1A 4QQ

Short particulars of property charged§ The sum of US \$ 3,240,000 plus interest

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.

Declared at

Declarant to sign below

OFFENBACH & CO
60 GREAT MARLBOROUGH ST
LONDON W1V 2BA
DX 89280 SOHO SQUARE
TEL: 071 434 9891 NOV 1993
FAX: 071-734 2575

the 24 one thousand nine hundred and

before me

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

OFFENBACH & CO
60 GREAT MARLBOROUGH ST
LONDON W1V 2BA
DX 89280 SOHO SQUARE
TEL: 071 434 9891
FAX: 071-734 2575

Presenter's name address and
reference (if any):

Mr F Leach
Lumiere Pictures Ltd
167/169 Wardour Street
London W1V 3TA

For official Use
Mortgage Section

REGISTERED

- 4 NOV 1993

Post room



5/11
DAVID OFFENBACH
OFFENBACH & CO.
60 GREAT MARLBOROUGH ST
LONDON W1V 2BA

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

**Please do not
write in this
binding margin**

Pursuant to section 395 Companies Act 1985

**Please complete
legibly, preferably
in black type, or
bold block lettering**

* insert full name
of company

To the Registrar of Companies

For/official use

Company Number

2668459

Name of Company

* LUMIERE PICTURES LIMITED

Date of creation of the charge

15 November 1993

Description of the instrument (if any) creating or evidencing the charge

CHARGE OVER CREDIT BALANCES

Amount secured by the mortgage or charge

All liabilities of the Company present and future actual and/or contingent to National Westminster Bank Plc

Names and addresses of the mortgagees or persons entitled to the charge

National Westminster Bank Plc

41 Lothbury

London

Postcode	EC2P 2BP
----------	----------

Presenter's name address and reference (if any):

National Westminster Bank Plc
UK Branch Business
Advances Department
Securities, Insolvency and
Litigation Section
2nd Floor, Phase II
King's Cross House
200 Pentonville Road London N1 9HL

Presentor's Reference
and/or telephone number
071-239 8205

Time critical reference

For official use
Mortgage Section

Post room

REGISTERED

17 NOV 1993

COMPANIES
17 NOV 1993
LC
HOUSE

56-00-29

Short particulars of all the property mortgaged or charged

The sum of US\$250,000 together with interest accrued now or to be held by National Westminster Bank PLC on an account numbered 0011437 and earmarked or designated by reference to the Company.

Please do not write in this margin



Please complete legibly, preferably in black type, or bold block lettering

Particulars as to commission allowance or discount

Nil

Per pro

National Westminster Bank PLC
UK Branch Business, Advances Department
Securities, Insolvency and Litigation Section
2nd Floor, Phase II, King's Cross House
200 Pentonville Road, London N1 9YL

Please see notes below.

Signed

Date 17 NOV 1995

On behalf of mortgagee

Authorized Signatory

Notes

- (a) A description of the instrument, eg 'Trust Deed', 'Mortgage', 'Debenture', etc. as the case may be, should be given.
- (b) The rate of interest payable under the terms of the Debentures should not be entered.

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

Pursuant to section 401(2) of the Companies Act 1985

I hereby certify that a mortgage or charge dated the 15th NOVEMBER 1993
and created by LUMIERE PICTURES LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to NATIONAL WESTMINSTER BANK PLC

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 17th NOVEMBER 1993

Given under my hand at the Companies Registration Office,
Cardiff the 19th NOVEMBER 1993

No. 2668459

P. Jones
P. JONES

an authorised officer

C.69a

LC
19/11/93

M

COMPANIES FORM No. 400

Particulars of a mortgage or charge subject to which property has been acquired

7/11

CG

400

Please do not write in this margin

Pursuant to section 400 of the Companies Act 1985

W88C

To the Registrar of Companies
(Address overleaf - Note 3)

For official use

Company number

Please complete legibly, preferably in black type, or bold block lettering

B I I S

2668459

Name of company

* LUMIERE PICTURES LIMITED

* insert full name of company

Date and description of the instrument (if any) creating or evidencing the mortgage or charge (note 1)

AGREEMENT and CHARGE dated 17 November 1958 between VALE FILM PRODUCTIONS LIMITED and NATIONAL FILM FINANCE CORPORATION

Amount secured by the mortgage or charge £30,149 plus interest, costs and expenses

Names and addresses of the mortgagees or persons entitled to the mortgage or charge

BRITISHSCREEN FINANCE LIMITED

14-17 Wells MEWS

LONDON W1P 3FL

Short particulars of the property mortgaged or charged

ALL THAT the copyright throughout the World in the film entitled "Clowns In The Clover" ("the Film") and the final shooting script by Val Guest, John Warren and Len Heath and any other cinematograph films and any sound recordings made in the course of the production of the Film or pursuant to any right acquired in connection with the said production or arising therefrom

ALL copies of the Film and of any such other cinematograph films and sound recordings as are mentioned in the preceding paragraph

and all copies of the scripts and musical scores thereof and any sketches and designs therefor

ALL other rights and properties acquired or to be acquired by Vale Film Productions Limited ("Vale") in connection with the production of the Film

Continue overleaf as necessary

Presentor's name address and reference (if any):

Lumiere Pictures Limited
167-169 Wardour Street
LONDON W1V 3TA

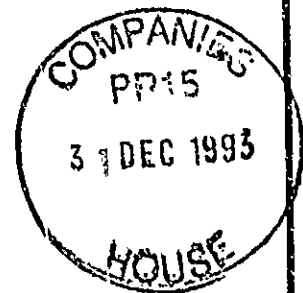
For official Use

Mortgage Section

REGISTERED

31 DEC 1993

Post room



Time critical reference

ALL Vale's rights, interests and benefits under the Distribution Agreement dated 17 November 1958 between Vale and British Lion Films LIMITED including all sums payable to Chargee to Chargee on behalf of Vale thereunder

write in this margin

Please complete legibly, preferably in black type, or bold block lettering

Date of the acquisition of the property 29 April 1993

Signed [Signature] Designation SECRETARY Date 15/12/93

Insert Director, Secretary, Administrator or Administrative Receiver as appropriate

NOTES

- 1 A description of the instrument, eg, "Trust Deed", "Debenture", etc, as the case may be, should be given.
- 2 A verified copy of the instrument must be delivered with these particulars correctly completed to the Registrar of Companies within 21 days after the date of the completion of the acquisition of the property which is subject to the charge. The copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. If the property is situated and the charge was created outside Great Britain, they must be delivered within 21 days after the date on which the copy of the instrument could in due course of post, and if despatched with due diligence have been received in the United Kingdom.
- 3 The address of the Registrar of Companies is:-

Companies House
Crown Way
Cardiff
CF4 3UZ



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 02668459

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN AGREEMENT AND CHARGE FOR £30,149 SECURED ON THE PROPERTY ACQUIRED BY LUMIERE PICTURES LIMITED ON THE 29th APRIL 1993 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 31st DECEMBER 1993.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11th JANUARY 1994.

for the Registrar of Companies



C O M P A N I E S H O U S E

HC026B

Post
11/1/94
PT.

M**Particulars of a mortgage or charge subject to which property has been acquired****400**

Please do not write in this margin

Pursuant to section 400 of the Companies Act 1985

Please complete legibly, preferably in black type, or bold black lettering

To the Registrar of Companies
(Address overleaf - Note 3)

For official use

Company number

[B] [6]

2668459

Name of company

* LUMIERE PICTURES LIMITED

* insert full name of company

Date and description of the instrument (if any) creating or evidencing the mortgage or charge (note 1)

CHARGE dated 31 October 1958 between VALE FILM PRODUCTIONS LIMITED and NATIONAL FILM FINANCE CORPORATION

Amount secured by the mortgage or charge £38,000 plus interest, cost and expenses

Names and addresses of the mortgagees or persons entitled to the mortgage or charge

BRITISH SCREEN FINANCE LIMITED

14-17 Wells Mews

LONDON W1P 3FL

Short particulars of the property mortgaged or charged

ALL VALE FILMS' rights and interests under a Distribution Agreement dated 31 October 1958 between VALE FILMS and BRITISH LION FILMS LIMITED ("Lion") relating to the film "Right, Left and Centre" ("the Film")

- Subject to the licence granted to Lion under ^{the} Distribution Agreement
- (i) ALL THAT the copyright throughout the world in the Film and the original story by Sidney Gilliat and Eric Valentine and final shooting script by the said Sidney Gilliat and Eric Valentine upon which it is based and in any other cinematograph films and any sound recordings made in the course of the production of the Film or pursuant to any right acquired in connection with the said production or arising therefrom
- (ii) ALL copies of the Film and of any such other cinematograph films or sound recordings as are mentioned in ^{Continue overleaf as necessary}

Presentor's name address and reference (if any):

Lumiere Pictures Limited
167-169 Wardour Street
LONDON W1V 3TA

Ref: JMH

Time critical reference

For official Use

Mortgage Section

REGISTERED

31 DEC 1993

Post room



Please do not
write in
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Please complete
legibly, preferably
in black type, or
bold block lettering

the preceding paragraph (i) and all copies of the scripts and musical scores thereof and any sketches and designs therefor

(iii) ALL other rights and properties acquired or to be acquired by the Company in connection with the production of the Film

Date of the acquisition of the property 29 April 1993

Signed [Signature] Designation SECRETARY Date 15/12/93

† Insert
Director,
Secretary,
Administrator
or
Administrative
Receiver as
appropriate

NOTES

1 A description of the instrument, eg, "Trust Deed", "Debenture", etc, as the case may be, should be given.

3 The address of the Registrar of Companies is:-

Companies House
Crown Way
Cardiff
CF4 3UZ

2 A verified copy of the instrument must be delivered with these particulars correctly completed to the Registrar of Companies within 21 days after the date of the completion of the acquisition of the property which is subject to the charge. The copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. If the property is situated and the charge was created outside Great Britain, they must be delivered within 21 days after the date on which the copy of the instrument could in due course of post, and if despatched with due diligence have been received in the United Kingdom.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 02668459

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE FOR £38,000 AND ALL OTHER MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BRITISH SCREEN FINANCE LIMITED SECURED ON THE PROPERTY ACQUIRED BY LUMIERE PICTURES LIMITED ON THE 29th APRIL 1993 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 31st DECEMBER 1993.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11th JANUARY 1994.

for the Registrar of Companies



C O M P A N I E S H O U S E

HC0265

Post
11/1/94
Pr.

M

COMPANIES FORM No. 400

Particulars of a mortgage or charge subject to which property has been acquired

7/1.

CC

400

Please do not write in this margin

Pursuant to section 400 of the Companies Act 1985

M 866

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies
(Address overleaf - Note 3)

For official use

Company number

[] [B] [7] []

2668459

Name of company

* LUMIERE PICTURES LIMITED

* insert full name of company

Date and description of the instrument (if any) creating or evidencing the mortgage or charge (note 1)

CHARGE dated 4 December 1969 between ASSOCIATED BRITISH PRODUCTIONS LIMITED, NATIONAL FILM FINANCE CORPORATION and BRITISH LION FILMS LIMITED and amended by a DEED dated 19 April 1973

Amount secured by the mortgage or charge £161,545 plus interest, costs and expenses

Names and addresses of the mortgagees or persons entitled to the mortgage or charge

BRITISH SCREEN FINANCE LIMITED of
14-17 Wells Mews
LONDON W1P 3FL

Short particulars of the property mortgaged or charged

- (i) ALL THAT the copyright ^{throughout} the World in the film entitled "Forbush And The PENGUINS" ("the Film") and the final shooting script and any other cinematograph films and any sound recordings made in the course of the production of the Film or pursuant to any right acquired in connection with the said production or arising therefrom
- (ii) ALL copies of the Film and of any such other cinematograph films and sound recordings as are mentioned in the preceding paragraph (i) and all copies of the scripts and musical scores thereof and any sketches and designs therefor
- (iii) ALL THOSE the rights of Associated British Productions Limited ("ABPL") in relation to the . novel by Graham Billing and all music composed and sketches and designs made for or used in the Continue overleaf as necessary

Presentor's name address and reference (if any):
Lumiere Pictures Limited
167-169 Wardour Street
LONDON W1V 3TA
Ref: JMH

For official Use
Mortgage Section

REGISTERED

31 DEC 1993

Post room

COMPANIES
PR15
31 DEC 1993
HOUSE

Time critical reference

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in black type, or
bold block lettering

production of the Film including (but not so as to limit the generality of the foregoing) the following

- (A) the right to adapt the same for the purpose of and to reproduce the same in the form of the Film and any such other cinematograph films as are mentioned in paragraph (i)
- (B) the right (except for musical performing right if the composer is a member of the Performing Right Society) to perform the same in public by the exhibition of the Film and any such other cinematograph films as aforesaid
- (C) such right as ABPL may own to broadcast the work by radio and television whether by performances of living persons or by performances of the Film

ALL other rights and properties acquired or to be acquired by ABPL in connection with the production of the Film

(iv) ALL other rights and properties acquired or to be acquired by in connection with the production of the Film

Cont.

Date of the acquisition of the property 29 April 1993

Signed [Signature] Designation SECRETARY Date 15/12/93

† Insert
Director,
Secretary,
Administrator
or
Administrative
Receiver as
appropriate

NOTES

1 A description of the instrument, eg, "Trust Deed", "Debenture", etc, as the case may be, should be given.

3 The address of the Registrar of Companies is:-

2 A verified copy of the instrument must be delivered with these particulars correctly completed to the Registrar of Companies within 21 days after the date of the completion of the acquisition of the property which is subject to the charge. The copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. If the property is situated and the charge was created outside Great Britain, they must be delivered within 21 days after the date on which the copy of the instrument could in due course of post, and if despatched with due diligence have been received in the United Kingdom.

Companies House
Crown Way
Cardiff
CF4 3UZ

Short particulars of the property mortgaged or charged (continued)

(v) ALL THOSE ABPL's rights interests and benefits under the Distribution Agreement dated 4th December 1969 between ABPL and British Lion Films Limited and any subsequent Agreement entered into by ABPL with the same or another distributor in substitution therefore including all sums payable to the Chargor or to the Chargee on behalf of ABPL§

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 02668459

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE FOR £161,545 AND ALL OTHER MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BRITISH SCREEN FINANCE LIMITED SECURED ON THE PROPERTY ACQUIRED BY LUMIERE PICTURES LIMITED ON THE 29th APRIL 1993 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 31st DECEMBER 1993.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11th JANUARY 1994.

P. Jones
P. JONES

for the Registrar of Companies



C O M P A N I E S H O U S E

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COMPANIES FORM No. 395

Particulars of a charge

395

395

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this margin

Pursuant to section 395 of the Companies Act 1985

PN

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

Name of company

11/1/1

2668459

Please complete
legibly, preferably
in black type, or
bold block lettering

* Insert full name
of company

* LUMIERE PICTURES LIMITED

Date of creation of the charge

7th December 1994

Description of the instrument (if any) creating or evidencing the charge (note 2)

Charge and Deed of Assignment in respect of a film provisionally entitled
"HAUNTED"

Amount secured by the charge

The Repayment Sums being all sums owed to or payable to the Bank pursuant
to the facility Letter including without limitation all principal sums
advanced thereunder, interest thereon, fees, expenses and charges.

All capitalised terms referred to above shall bear the meaning ascribed to
them in the Charge and Deed of Assignment.

Names and addresses of the chargees or persons entitled to the charge

Coutts & Co

440 Strand

London

Postcode

WC2R 0QS

Presentor's name address and
reference (if any):

Richards Butler
Beaufort House
15 St. Botolph Street
London EC3A 7EE
REF: RPSP/LWB/94-27042

For official Use

Mortgage Section

Post room

REGISTERED

14 DEC 1994



KLO *KACFA768* 2186
COMPANIES HOUSE 14/12/94

Time critical reference

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legibly, preferably
in black type, or
bold blocklettering

1. By way of first fixed and floating charge throughout the Universe:

(a) all copies of the Film and of any such other films and sound recordings as are mentioned in 2(b) hereof and all copies of the scripts and musical scores thereof and any sketches and designs therefor together with all physical negative, internegative, interpositive and positive sound and visual material for incorporating or reproducing the Film; and

(b) all sums from time to time standing to the credit of the Producer in all production accounts for the Film which are in the name of the Producer and any collections accounts established for the Film and the debts thereby represented; and

Particulars as to commission allowance or discount (note 3)

Signed Richard Butler

Date 13th December 1994

On behalf of ~~[company]~~ chargee[†]

[†]delete as
appropriate

Notes

- 1 The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
- 2 A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.
- 3 In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his;
 - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional,for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
- 5 The address of the Registrar of Companies for the registration of mortgages or charges is:-
Mortgage Section, PO Box 716, Crown Way, Maindy, Cardiff CF4 3YA

Short Particulars of all the property mortgaged or charged cont'd

Name of Company: Lumiere Pictures Limited

- (c) all other rights and properties, including but not limited to physical properties acquired or to be acquired by the Producer in connection with the production of the Film and all those the Producer's rights interests and benefits under any agreements for the provision of any goods services or facilities for the Film including the Production Services Agreement and the benefit of any insurance policy taken out for or in connection with the production or exploitation of the Film and proceeds thereof; and
 - (d) the proceeds of any or all of the foregoing.
2. By way of absolute assignment all that the Producer's right title and interest (whether now owned or hereafter acquired) throughout the universe in and to the following:
- (a) the Film Rights; and
 - (b) all that the copyright in the Film and any other films and any sound recordings made in the course of the production of the Film or pursuant to any right acquired in connection with the said production or arising therefrom;
 - (c) the benefit of the Distribution Agreements and of all revenues accruing to the Producer or to the Producer's order or on the Producer's behalf in respect of the exploitation of the Film any such other films and sound recordings as are referred to in 2(b) hereof and/or the Film Rights; and
 - (d) all those rights of the Producer in relation to all music composed and sketches and designs made for or used in the production of the Film including (but not so as to limit the generality of the foregoing) the following:-
 - (i) the right to adapt the same for the purpose of and to reproduce the same in the form of the Film and any such other films as are mentioned in 2(b) hereof; and
 - (ii) the right (except for musical performing rights if the composer is a member of the Performing Right Society) to perform the same in public by exhibition of the Film and any such films as aforesaid; and
 - (iii) such rights as the Producer may own to broadcast the same by radio and television and to include it in cable programmes whether by live performance of living persons or by performances of the Film; and

- (e) the benefit of all other agreements entered into or to be entered into by the Producer (or its agent) relating to the Film; and
- (f) the proceeds of any or all of the foregoing.

NOTE: Pursuant to the Charge and Deed of Assignment, there shall be no charges or other security interests created by the Producer over the Collateral without the prior written consent of the Bank.

All capitalised terms referred to above shall bear the meaning ascribed to them in the Charge and Deed of Assignment.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 02668459

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE AND DEED OF ASSIGNMENT IN RESPECT OF A FILM PROVISIONALLY ENTITLED "HAUNTED" DATED THE 7th DECEMBER 1994 AND CREATED BY LUMIERE PICTURES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO COUTTS & CO. PURSUANT TO THE FACILITY LETTER AND THIS CHARGE AND DEED OF ASSIGNMENT WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 14th DECEMBER 1994.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 16th DECEMBER 1994.

M. SAHA

for the Registrar of Companies



COMPANIES HOUSE

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COMPANIES FORM No. 395

Particulars of a charge

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Pursuant to section 395 of the Companies Act 1985

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Please complete
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in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

IMA

Company number

2668459

Name of company

* LUMIERE PICTURES LIMITED

* insert full name
of company

Date of creation of the charge

23RD JANUARY 1995

Description of the instrument (if any) creating or evidencing the charge (note 2)

MORTGAGE DEBENTURE

Amount secured by the charge

The sum of £1 and all monies obligations and liabilities which may now or at any time hereafter be or become due, owing or incurred by the Company to the Bank on any account (whether solely or jointly with any other person and whether as principal or surety) present or future, actual or contingent of the Company to the Bank together with interest and other bank charges so that interest shall be calculated and compounded in accordance with the practice of the Bank from time to time as well after as before any demand made or judgment obtained hereunder and all costs and expenses howsoever incurred by the Bank in connection with the mortgage debenture on a full indemnity basis (including without limitation) all amounts the Bank may from time to time require to compensate it for its internal management and administrative costs and expenses incurred in connection with the enforcement of the mortgage debenture and recovery of the liabilities secured by it. All capitalised terms used above shall bear the meaning ascribed to them in the Mortgage Debenture.

Names and addresses of the chargees or persons entitled to the charge

Coutts & Co

440 Strand

London

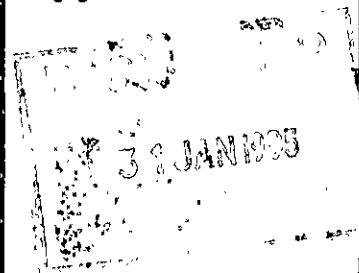
Postcode

WC2R 0QS

Presentor's name address and
reference (if any):

Richards Butler
Beaufort House
15 St Botolph Street
London EC3A 7EE
Ref: rpsp/lwb/94-27042

For official Use
Mortgage Section



Post room



Time critical reference

Short particulars of all the property mortgaged or charged

Please do not
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in black type, or
bold blocklettering

SEE CONTINUATION SHEET

Particulars as to commission allowance or discount (note 3)

Signed

Richard Butler

Date

30.1.1995

On behalf of ~~company~~/charged[†]

[†]delete as
appropriate

Notes

- 1 The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
- 2 A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.
- 3 In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his;
 - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional,for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
- 5 The address of the Registrar of Companies for the registration of mortgages or charges is:-
Mortgage Section, PO Box 716, Crown Way, Maindy, Cardiff CF4 3YA

SHORT PARTICULARS OF ALL THE PROPERTY MORTGAGED OR CHARGED

NAME OF COMPANY : LUMIERE PICTURES LIMITED

1. By way of legal mortgage the following property:
 - (i) the leasehold property registered at H.M. Land Registry under title number NGL 701068 being the property at 167/9 Wardour Street, London W1; and
 - (ii) the leasehold property registered at H.M. Land Registry under title number BM 187216 being the property at Unit 1, Westside Complex, Pinewood Studios, Pinewood Road

(together "the legally mortgaged property") and/or the proceeds of sale thereof.
2. By way of specific equitable charge all estates or interests in any freehold and leasehold property (except the legally mortgaged property) now and at any time during the continuance of this security belonging to or charged to the Company ("the equitably charged property") and/or the proceeds of sale thereof.
3. By way of specific charge all stocks, shares and/or other securities now and at any time during the continuance of this security belonging to the Company in any of its subsidiary companies or any other company and all dividends and other rights in relation thereto.
4. By way of specific charge all book debts and other debts now and from time to time due or owing to the Company.
5. By way of specific charge its goodwill and the benefit of any licences.
6. By way of floating security its undertaking and all its property, assets and rights whatsoever and wheresoever present and/or future including those for the time being charged by way of specific charge pursuant to the foregoing paragraphs if and to the extent that such charges as aforesaid shall fail as specific charges but without prejudice to any such specific charges as shall continue to be effective.

Pursuant to the Mortgage Debenture, with reference to the property, assets and rights subject to the floating charge, the Company shall not be at liberty without the consent in writing of the Bank to :-

- (a) create any mortgage or charge ranking in priority to or pari passu with that charge and/or
- (b) sell the whole or except in the ordinary course of business any part of the Company's undertaking.

All capitalised terms used above shall bear the meaning ascribed to them in the Mortgage Debenture.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 02668459

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE DEBENTURE DATED THE 23rd JANUARY 1995 AND CREATED BY LUMIERE PICTURES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO COUTTS & COMPANY ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 31st JANUARY 1995.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 3rd FEBRUARY 1995.


A. J. WAKEHAM

for the Registrar of Companies



C O M P A N I E S H O U S E

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for