



Particulars of a mortgage or charge

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

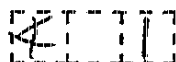
MS4C

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



2672880

Name of company

* AARDMAN HOLDINGS LIMITED

Date of creation of the charge

17 December 1992

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

Legal Mortgage

Amount secured by the mortgage or charge

NOT EXCEEDING
Four Hundred and Fifty Thousand Pounds (SEE FAX)

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

BANK OF WALES PLC

HEAD OFFICE

KINGSWAY, CARDIFF

Postcode CF1

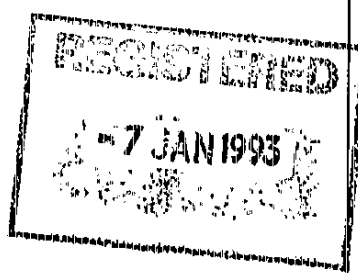
4YB

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

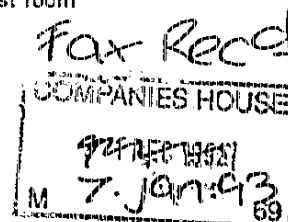
Lawrence Tucketts
Shannon Court
Corn Street
Bristol BS99 7JZ
Ref: AMS

Time critical reference

For official use
Mortgage section



Post room



Short particulars of all the property mortgaged or charged

Please do not
write in
this margin

LAND AND BUILDINGS ON SOUTH EAST SIDE OF
GASFERRY ROAD, BRISTOL

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

1. security charge over all moveable personal
and immovable property of the company
situated in England

Particulars as to commission allowance or discount (note 3)

Signed

Lawrence Tuckett

Date

29.12.1992

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 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.

SIR RICHARD GASKELL
S. A. ROWLEY
W. L. LYES
R. C. BEGG
T. E. PYPER
K. A. FLOWERS
T. M. COSTLEY-WHITE
E. S. E. COOKE
P. M. STAUNTON
K. OWYTHIE
A. D. HUGHES
ANNE BURROWS

CONSULTANTS
A. GOULDSMITH
D. W. WILLIAMS

ASSOCIATES
MARGARET ROWLEY
CATHERINE OANE
SARAH MUMFORD
R. D. CLOTHER
SUSAN OTTY
S. W. J. PASTERFIELD
JUDITH BROWN
A. M. SMITH
D. P. L. FESTER
SUSAN ADAMS
S. J. DUDDELL
A. D. G. LYNN

LAWRENCE TUCKETTS

SOLICITORS

SHANNON COURT
CORN STREET
BRISTOL BS99 7JZ
(0272) 294861

FAX: (0272) 298313
DX7830 BRISTOL

Companies House,
Crown Way,
Cardiff, CF4 3UZ.

For the attention of Ms J. Evans

Via Fax & Post

OUR REF: AMS/9/TLA

YOUR REF: Mortgage 3

DATE: 7 January 1993

Dear Sirs,

Aardman Animations Limited

Further to our letter dated 29th December enclosing the form M395 we would be obliged if you could add the following wording to the box relating to the amount secured by the mortgage or charge:

"All monies due from the company Aardman Animations Limited to the bank on any account what so ever but not exceeding £450,000."

We would also be obliged if you could add the following to the reverse of form M395:-

"Its floating charge over all removeable plant machinery implements utensils furniture and equipment."

Yours faithfully,

Lawrence Tuckett

LAWRENCE TUCKETTS

LAWRENCE TUCKETTS SOLICITORS

SHANNON COURT
CORN STREET
BRISTOL BS99 7JZ
(0272) 294861

FAX MESSAGE

FAX: (0272) 298313
DX7830 BRISTOL

To: <i>Conferences House</i>	For the attention of: <i>Ms J. Evans</i>		
Fax No: <i>0222 380827</i>	Date Sent: <i>7.1.93</i>	Time Sent: <i>am</i>	
From:	Ref: <i>ANSITWA</i>	Number of pages including this sheet: <i>2</i>	

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 17th DECEMBER 1992
and created by AARDMAN HOLDINGS LIMITED

for securing all moneys due or to become due from the Company AND AARDMAN
ANIMATIONS LIMITED to BANK OF WALES PLC BUT NOT EXCEEDING £450,000

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 7th JANUARY 1993

Given under my hand at the Companies Registration Office,

Cardiff the 11th JANUARY 1993

No. 2672880

Jennifer V Evans

JENNIFER V. EVANS

an authorised officer

C.69

DX111

M

Please do not
write in
this margin

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

*Insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

395

To the Registrar of Companies

For official use Company number

Name of company

* AARDMAN HOLDINGS LIMITED

Date of creation of the charge

17th MARCH 1993

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

LEGAL MORTGAGE

Amount secured by the mortgage or charge

All monies due from the Company and Aardman Animations Limited to the Bank on any account what so ever but not exceeding £75,000

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

Bank of Wales, Kingsway, Cardiff

Postcode CF1 4YB

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

LAWRENCE TUCKETTS,
SHANNON COURT,
CORN STREET,
BRISTOL, BS99 7JZ.
DX 7830 BRISTOL
Ref: AMS/TLA

Time critical reference

For official use
Mortgage section

REGISTERED

23 MAR 1993

Post room

COMPANIES HOUSE

23 MAR 1993

M

7A

Short particulars of all the property mortgaged or charged

Land and buildings on the south east side of Gas Ferry Road Bristol registered at HM Land Registry under title number AV139141 and its floating charge over all removable plant machinery implements furniture and equipment on the property.

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)

Signed

Lawrence Tindall

Date 22nd March 1993

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

*Delete as appropriate

Notes

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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.
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Page 2

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 17th MARCH 1993
and created by AARDMAN HOLDINGS LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the Company AND AARDMAN ANIMATIONS LIMITED to
BANK OF WALES PLC NOT EXCEEDING £75,000

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 23rd MARCH 1993

Given under my hand at the Companies Registration Office,
Cardiff the 26th MARCH 1993

No. 2672880

Dx 26.3.93

R. M. Glover
R. M. GLOVER
an authorised officer

C.69a(Y4)