



COMPANIES FORM No. 395

Particulars of a mortgage or charge

27/9

395

Pursuant to section 395 Companies Act 1985

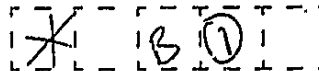
M47

Please do not
write in this
binding marginPlease 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



2796528

Name of Company

* NOMIS STUDIO & EQUIPMENT HIRE LIMITED

Date of creation of the charge

14 September 1993

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

Mortgage Debenture

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

Presentor'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

For official use
Mortgage Section

REGISTERED

27 SEP 1993

Post room



50-30-10

Time critical reference

Short particulars of all the property mortgaged or charged

(a) A specific equitable charge over the company's estate or interest in all freehold or leasehold properties for the time being belonging to or charged to the Company other than the property hereinafter described and the proceeds of sale thereof.

(b) A specific charge over all stocks shares or other securities in any subsidiary companies or any other company for the time being.

(c) A specific charge over all Book and other Debts for the time being but so that the Company shall pay into the Company's account with the Bank all moneys which it may receive in respect of such debts and shall not without the prior consent in writing of the Bank sell factor discount or otherwise charge or assign the same in favour of any other person or purport to do so and the Company shall if called upon so to do by the Bank from time to time execute legal assignments of such book debts and other debts to the Bank.

(d) A specific charge over its goodwill and the benefit of any licences.

(e) A floating charge over the undertaking and all other property and assets present and future but so that the Company shall not without the Bank's consent create any mortgage or charge ranking in priority to or part passu with this charge.

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legibly, preferably
in black type, or
bold block lettering

~~xxxx charge by way of legal mortgage over the undermentioned property and the proceeds
of the sale thereof~~

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 9HL

Please see notes below.

Signed Sarah Duff

Date 27 SEP 1993

On behalf of mortgagee _____

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 14th SEPTEMBER 1993
and created by NOMIS STUDIO & EQUIPMENT HIRE 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 27th SEPTEMBER 1993

Given under my hand at the Companies Registration Office,
Cardiff the 29th SEPTEMBER 1993

No. 2796528

P. Jones
P. JONES

an authorised officer

C.69a

L-6
29.9
HL.



COMPANIES FORM No. 395

Particulars of a mortgage or charge

21/9 -

395

Please do not
write in this
binding margin

Pursuant to section 395 Companies Act 1985

M46

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

* Insert full name
of company

To the Registrar of Companies

For official use

X	B	2					
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Company Number

2796528

Name of Company

* NOMIS STUDIO & EQUIPMENT HIRE LIMITED

Date of creation of the charge

14 September 1993

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

LEGAL MORTGAGE

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

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

For official use
Mortgage Section

REGISTERED

27 SEP 1993

Post room



50-30-10

Time critical reference

Short particulars of all the property mortgaged or charged

The leasehold property hereinafter described ('the property') and the proceeds of sale thereof together with a floating charge over all moveable plant machinery implements utensils furniture and equipment at any time placed upon or used in or about the property and an assignment of the goodwill and connection of any business or businesses from time to time carried on in or upon the property or any part or parts thereof together with the full benefit of all licences including any registrations viz:

45/53 Sinclair Road London W1Y 0NS.

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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 9HL

Please see notes below.

Signed Sarah Puff
Authorised Signatory

Date 27 SEP 1993

On behalf of mortgagee _____

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 14th SEPTEMBER 1993
and created by NOMIS STUDIO & EQUIPMENT HIRE 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 27th SEPTEMBER 1993

Given under my hand at the Companies Registration Office,
Cardiff the 29th SEPTEMBER 1993

No. 2796528

P. Jones
P. JONES

an authorised officer

C.69a

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Please do not
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this margin

COMPANIES FORM No. 395**395****Particulars of a mortgage or charge**

Pursuant to section 395 of the 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

Name of company

M216c.



2796528

* ~~MONIS STUDIO & EQUIPMENT HIRE LIMITED~~

Date of creation of the charge

4TH OCTOBER 1993

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

DEBENTURE

Amount secured by the mortgage or charge

All monies and discharge all obligations and liabilities whether actual or contingent now or hereafter due owing or incurred to the Lender by the Company on any account or otherwise in any manner whatsoever (whether alone or jointly and in whatever style name or form and whether as principal or surety) together with interest to the date of payment at such rates and upon such terms as may from time to time be agreed and all commission fees and other charges and all legal and other costs and expenses incurred by the Lender in relation to the Company or the assets hereby charged on a full indemnity basis.

69a.

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

THE SANCTUARY GROUP PLC of The Colonnades,

82 Bishops Bridge Road, London

Postcode W2 6BB

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

SCATES ROSENBLATT
17 John Street
London WC1N 2DL
Ref: ADG/IM/1520P-1

For official use
Mortgage section

REGISTERED

- 8 OCT 1993

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

FIRST the freehold and leasehold property of the Company both present and future and all buildings and fixtures (including trade fixtures) from time to time on any such property all liens charges options agreements rights and interests over land both present and future and all plant machinery vehicles computers and other equipment of the Company both present and future and the full benefit of all warranties and maintenance contracts for any of the same but excluding stock in trade of the Company

SECONDLY all stocks shares bonds and securities of any kind whatsoever whether marketable or otherwise and all other interests including but not limited to loan capital of the Company both present and future in any company firm consortium or entity wheresoever situate including all allotments accretions offers rights benefits and advantages whatsoever at any time accruing offered or arising in respect of the same

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

Particulars as to commission allowance or discount (note 3)

Signed



Date 6.10.93

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.

Page 2

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Particulars of a mortgage or charge (continued)

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

Company number

2796528

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

Name of company

NOVIS STUDIO & EQUIPMENT HIRE LIMITED

Limited*

*Delete if
inappropriate

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

whether by way of conversion redemption bonus preference option dividend interest or otherwise (all of which are hereinafter called "the Securities").

THIRDLY all book and other debts revenues and claims both present and future (including bank deposits and credit balances) and all things in action due or owing or which may become due or owing to or purchased or otherwise acquired by the Company and the full benefit of all rights and remedies relating thereto including but not limited to any negotiable or non-negotiable instruments guarantees indemnities debentures legal and equitable charges and other security reservation of proprietary rights rights of tracing liens and all other rights and remedies of whatsoever nature in respect of the same.

FOURTHLY the uncalled capital goodwill and all patents patent applications inventions trade marks trade names registered designs copyrights know how and other intellectual property rights and all licences and ancillary rights and benefits including all royalties fees and other income deriving from the same both present and future of the Company.

FIFTHLY the undertaking and all other property assets and rights of the Company whatsoever and wheresoever both present and future including but not limited to the stock in trade of the Company wheresoever and the heritable property and the whole of the property assets and rights in Scotland which is or may be from time to time while this instrument is in force comprised in the property and undertaking of the Company and the premises First Secondly Thirdly and Fourthly described (if and insofar as the charges thereon herein contained shall for any reason be ineffective as fixed charges).

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 4th OCTOBER 1993
and created by NOMIS STUDIO & EQUIPMENT HIRE LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to THE SANCTUARY GROUP PLC

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 8th OCTOBER 1993

Given under my hand at the Companies Registration Office,
Cardiff the 13th OCTOBER 1993

No. 2796528

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

P. JONES

an authorised officer

C.69a

Post
13-10
ML

M

Particulars of a charge

395

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write in
this margin

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

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

* Insert full name
of company

2 M505C

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2796528

Name of company

* /	NOMIS STUDIO & EQUIPMENT HIRE LIMITED
-----	---------------------------------------

Date of creation of the charge

/ 3rd May 1994

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

/	DEBENTURE
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Amount secured by the charge

All monies and discharge all obligations and liabilities whether actual or contingent now or hereafter due owing or incurred to the Lender by the Company on any account or otherwise in any manner whatsoever (whether alone or jointly and in whatever style name or form and whether as principal or surety) together with interest to date of payment at such rates and upon such terms as may from time to time be agreed and all commission fees and other charges and all legal and other costs and expenses incurred by the Lender in relation to the Company or the assets hereby charged on a full indemnity basis.
04.

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

SANCTUARY ASSOCIATED INVESTMENTS LIMITED of The	
Colonnades, 82 Bishops Bridge Road,	
London	Postcode W2 6BB

10/5

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

SCATES ROSENBLATT
17 John Street
London WC1N 2DL
Ref: ADG/LM/1089S-14

For official Use
Mortgage Section



Post room



Time critical reference

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in black type, or
bold block letter

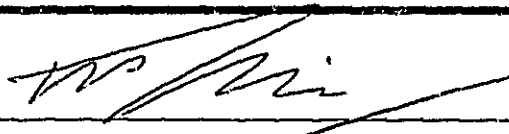
FIRST the freehold and leasehold property of the Company both present and future and all buildings and fixtures (including trade fixtures) from time to time on any such property all liens charges options agreements rights and interests over land both present and future and all plant machinery vehicles computers and other equipment of the Company both present and future and the full benefit of all warranties and maintenance contracts for any of the same but excluding stock in trade of the Company

SECONDLY all stocks shares bonds and securities of any kind whatsoever whether marketable or otherwise and all other interests including but not limited to loan capital of the Company both present and future in any company firm consortium or entity wheresoever situate including all allotments accretions offers rights benefits and advantages whatsoever at any time accruing offered or arising in respect of the same

01.

Particulars as to commission allowance or discount (note 3)

Signed



Date

3/5/94

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 is:-
Companies House, Crown Way, Cardiff CF4 3UZ

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**Particulars of a mortgage or charge
(continued)**

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

Company number

2796528

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

Name of company

NOMIS STUDIO & EQUIPMENT HIRE LIMITED

Limited*

*Delete if
inappropriate

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

whether by way of conversion redemption bonus preference option dividend interest or otherwise (all of which are hereinafter called "the Securities").

THIRDLY all book and other debts revenues and claims both present and future (including bank deposits and credit balances) and all things in action due or owing or which may become due or owing to or purchased or otherwise acquired by the Company and the full benefit of all rights and remedies relating thereto including but not limited to any negotiable or non-negotiable instruments guarantees indemnities debentures legal and equitable charges and other security reservation of proprietary rights rights of tracing liens and all other rights and remedies of whatsoever nature in respect of the same.

FOURTHLY the uncalled capital goodwill and all patents patent applications inventions trade marks trade names registered designs copyrights know how and other intellectual property rights and all licences and ancillary rights and benefits including all royalties fees and other income deriving from the same both present and future of the Company.

FIFTHLY the undertaking and all other property assets and rights of the Company whatsoever and wheresoever both present and future including but not limited to the stock in trade of the Company wheresoever and the heritable property and the whole of the property assets and rights in Scotland which is or may be from time to time while this instrument is in force comprised in the property and undertaking of the Company and the premises First Secondly Thirdly and Fourthly described (if and insofar as the charges thereon herein contained shall for any reason be ineffective as fixed charges).

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02796528

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 3rd MAY 1994 AND CREATED BY NOMIS STUDIO & EQUIPMENT HIRE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO SANCTUARY ASSOCIATED INVESTMENTS LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 10th MAY 1994.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12th MAY 1994.

P. Jones
P. JONES

for the Registrar of Companies



COMPANIES HOUSE