

M

CHFP041

**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 letteringTo the Registrar of Companies
(Address overleaf)

For official use Company number

2

02799844

Name of company

* Movitex Signs Limited

* Insert full name
of company

I, Richard Segal

of 16 Spencer Drive, London N2 0QX, England

† Delete as
appropriate[a 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]~~ †‡ Insert a
description of the
instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.

Date and Description of charge ‡ Composite debenture dated 19 February 2000

Date of Registration § 6 March 2000

Name and address of ~~[charges]~~ [trustee for the debenture holders]Merrill Lynch International
Ropemaker Place
25 Ropemaker Street
London EC2Y 2LY§ The date of
registration may
be confirmed
from the
certificate

Short particulars of property charged ¶

See Attachment 1

¶ Insert brief
details of
propertyAnd 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 54 WHITCOMB STREET

LONDON WC2H 7DN

Declarant to sign below

*[Signature]*Day Month Year
on 27 02 2003

before me

*[Signature]*A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for OathsPresentor's name, address and
reference (if any):
FRESHFIELDS BRUCKHAUS
DERINGER
65 FLEET STREET, LONDON
ENGLAND EC4Y 1HS
DX 23 LONDON/CHANCERY LANEFor official use
Mortgage section

Post room

A05
COMPANIES HOUSE0863
01/03/03

Notes

The address of the Registrar of Companies is:-
The Registrar of Companies
Companies House
Crown Way
Cardiff
CF14 3UZ

Attachment 1 of Form 403a

- 1.1(a) **Fixed Charges:** all the freehold and leasehold property specified in schedule 1 together with all buildings and fixtures (including trade fixtures) at any time thereon;
- (b) all other freehold property and those leasehold properties held on long leases of a term over 21 years owned by it wherever situated together (other than any heritable or leasehold property in Scotland) with all buildings and fixtures (including trade fixtures) at any time thereon;
- (c) all other interests (not being referred in to paragraphs (a) or (b) above) in any freehold or leasehold property (other than any heritable or leasehold property in Scotland) to the buildings and fixtures (including trade fixtures) at any time thereon, all proceeds of sale derived therefrom and the benefit of all covenants given in respect thereof and all licences to enter upon or use land and the benefit of all other agreements relating to land;
- (d) all plant, machinery, vehicles, computers, office and other equipment and the benefit of all contracts, licences and warranties relating to the same;
- (e) all the Subsidiary Shares (including those listed in schedule 2) and Investments owned or held by it together with all Distribution Rights from time to time accruing thereto;
- (f) all policies of insurance and all proceeds thereof either now or in the future held by, or written in favour of, the Company or in which it is otherwise interested, but excluding any third party liability or public liability insurance and any directors and officers insurance (the *Insurances*);
- (g) all book and other debts, revenues and monetary claims of the Company, and all rights and claims of the Company against third parties and against any security in respect of such debts, revenues or claims but in each case excluding monies standing to the credit of the Investor Charged Account;
- (h) all monies from time to time standing to the credit of any and all its accounts (including, without limitation, the Cash Collateral Accounts but excluding the Investor Charged Account) with any bank, financial institution, or other person;
- (i) all its Intellectual Property including, without limitation, the trade marks and trade mark applications listed in schedule 3;
- (j) the benefit of all licences, consents, agreements and authorisations held or utilised by the Company in connection with its business or the use of any of its assets;
- (k) its goodwill and uncalled capital; and

- (1) all its rights and interests in (and claims under) the Assigned Agreements.
- 1.2 **Floating Charge:** all its other assets and undertaking whatsoever and wheresoever, both present and future, not effectively charged by way of first fixed charge or assigned by way of security.
- 1.3 **Security Assignment:** all its rights, title and interest in the Assigned.

SCHEDULE 1

Details of Properties situated in England and Wales

Odeon Cinemas Limited

Registered Properties

Number	County & District/ Town	Address or Description	Title Number	Title
1.	Barnet	Great North Road	NGL22893	Good leasehold title
2.	Barnsley	62-68 Eldon Street	SYK247550	Freehold title absolute
3.	Birmingham	New Street	WM421159	Good leasehold title
4.	Bournemouth	37-43 Westover Road	HP37057	Leasehold title absolute
5.	Bradford	Princes Way	WYK66288	Freehold title absolute
6.	Brighton	Kingswest Centre	SX132823	Good leasehold title
7.	Brighton	Kingswest Centre	SX132824	Good leasehold title
8.	Brighton	Kingswest Centre	SX132825	Good leasehold title
9.	Brighton	Kingswest Centre	ESX195520	Leasehold title absolute
10.	Bristol	Union Street	AV172842	Leasehold title absolute
11.	Bromley	242 High Street	SGL136147	Good leasehold title
12.	Cardiff	Capitol Centre	WA623410	Leasehold title absolute

Number	County & District/ Town	Address or Description	Title Number	Title
13.	Chelmsford	Kings Head Walk/Moulsham Street	EX587118	Freehold title absolute
14.	Cheltenham	Winchcombe Street	GR98210	Freehold title absolute
15.	Chester	Northgate Street	CH83612	Freehold title absolute
16.	Doncaster	35 and 36 Hall Gate	SYK247551	Freehold title absolute
17.	Exeter	Sidwell Street	DN124619	Freehold title absolute
18.	Guildford	Weyside Square	SY658587	Leasehold title absolute
19.	Harlow	Cinematograph Theatre, North of West Gate	EX62292	Leasehold title absolute
20.	Hemel Hempstead	Leisure Centre, Jarman Fields	HD337981	Leasehold title absolute
21.	Holloway	Gaumont Cinema, Holloway Road	NGL241436	Freehold title absolute
22.	Hull	Kingston Park, Kingston Street	HS185766	Leasehold title absolute
23.	Ilford	Perth Road, Ilford	EGL15552	Good leasehold title
24.	Ipswich	10 St. Margaret's Street	SK98765	Freehold title absolute
25.	Kensington	High Street	LN49012	Freehold title absolute
26.	Kettering	Kettering Leisure Park, Wellingborough Road	NN193263	Leasehold title absolute
27.	Leeds	The Headrow	WYK277966	Freehold title absolute
28.	Liverpool	Aintree, Dunning's Bridge Road, Switch Island	MS406070	Leasehold title absolute

Number	County & District/ Town	Address or Description	Title Number	Title
29.	Liverpool	London Road	LA332586	Freehold title absolute
30.	London	10 Edgware Road, Marble Arch	NGL82676	Leasehold title absolute
31.	London	48 Haymarket	LN227171	Leasehold title absolute
32.	London	Leicester Square – West End	LN27260	Good leasehold title
33.	London	Leicester Square, 33 Orange Street, 7 St Martins Street	44298	Freehold title absolute
34.	Manchester	Oxford Street	GM460559	Good leasehold title
35.	Middlesborough	87 to 103 (odd numbers), Corporation Road	TES33552	Freehold title absolute
36.	Muswell Hill	107 to 143 Muswell Hill	MX72442	Good leasehold title
37.	Newcastle-Upon-Tyne	Pilgrim Street	TY200347	Freehold title absolute
38.	Norwich	Magdalen Street	NK75566	Leasehold title absolute
39.	Nottingham	Angel Row	P175334	Freehold title absolute
40.	Portsmouth	92-94 (even), London Road	HP387749	Good leasehold title
41.	Richmond	6 Red Lion Street	SGL3085	Freehold title absolute
42.	Richmond	Hill Street	SY46409	Freehold title absolute
43.	Richmond	56 to 68 (even), Hill Street	SGL505335	Leasehold title absolute

Number	County & District/ Town	Address or Description	Title Number	Title
44.	Salisbury	New Canal and 26 Catherine Street	WT6602	Leasehold title absolute
45.	Sheffield	Pond Street	SYK363346	Leasehold title absolute
46.	Southend	London Road	EX593246	Leasehold title absolute
47.	Stoke-on-Trent	Etruria Road	SF393168	Leasehold title absolute
48.	Streatham	Streatham Astoria, Streatham High Road	398746	Good leasehold title
49.	Sutton Coldfield	Holland Road and Birmingham Road	WK182300	Good leasehold title
50.	Swiss Cottage	Finchley Road	LN28790	Good leasehold title
51.	Taunton	Heron Gate, Taunton Riverside	ST107829	Freehold title absolute
52.	Uxbridge	Harefield Road	AGL33637	Leasehold title absolute
53.	Weston Super Mare	Locking Road	AV178518	Freehold title absolute
54.	Weston Super Mare	Locking Road	AV150216	Good leasehold title
55.	Wimbledon	The Broadway	SGL270371	Freehold title absolute
56.	Worcester	Foregate Street	WR1171	Freehold title absolute
57.	Wrexham	Plas Coch Road	WA873096	Leasehold title absolute
58.	York	Blossom Street	NYK50922	Good leasehold title

Odeon Cinemas Limited

Unregistered Properties

Number	Description	Root of Title	Title
59.	Blackpool, Rigby Road	Agreement for lease dated 28 November, 1997 made between (1) Pentith Limited and (2) Odeon Cinemas Limited.	Leasehold
60.	Bradford, Phoenix Park	Agreement for lease dated 3 August, 1998 between Gallagher Estates Limited and (2) Odeon Cinemas Limited (as varied).	Leasehold
61.	Bridgend	Lease dated 31 March 1999 made between (1) BAA-McArthur/Glen (Bridgend) Limited and (2) Odeon Cinemas Limited.	Leasehold
62.	Bromborough, Leisureworld	Agreement for Underlease dated 18 February 2000 between (1) Rank Leisure Division Limited (2) Odeon Cinemas Limited and (3) Reamace Limited.	Leasehold
63.	Camden Town	Agreement for sale under the Odeon Sale and Purchase Agreement dated 18 February 2000 between (1) Mecca Bingo Limited and (2) Odeon Cinemas Limited of lease registered under Title No. NGL752609.	Leasehold
64.	Chelmsford	Lease dated 28 October 1997 between (1) Pillarstone Limited and Sitq Albion Inc and (2) Odeon Cinemas Limited (Title no. EX632377 allocated).	Leasehold
65.	Colchester, Crouch Street	Conveyance dated 25 April, 1961 between (1) Agers Cinema Circuit Limited, (2) Albert David Ager and another and (3) Odeon Associated Theatres Limited.	Freehold
66.	Colchester, Head Street	Agreement for lease dated 22 October, 1999 between (1) Licet Developments Limited and (2) Odeon Cinemas Limited.	Leasehold

Number	Description	Root of Title	Title
67.	Conventry, Leisureworld	Underlease dated 18 February 2000 between (1) Rank Leisure Division Limited (2) Odeon Cinemas Limited and (3) Reamace Limited.	Leasehold
68.	Epsom	Lease dated 13 December 1999 between (1) USF Nominees Limited and (2) Odeon Cinemas Limited (Title no. SY691597 allocated).	Leasehold
69.	Gloucester Docks	Agreement for lease dated 29 March, 1999 between (1) Crest Nicholson Properties Limited, (2) Odeon Cinemas Limited and (3) Crest Nicholson Operations Limited.	Leasehold
70.	Harrogate, East Parade	Conveyance dated 28 February 1961 between (1) Malton Investment Trust Limited (2) Sevington Properties Limited and (3) the Rank Organisation Limited.	Freehold
71.	Kingston-Upon-Thames, Rotunda	Agreement for lease dated 7 October, 1998 between (1) Clearwater Estates & Properties Limited and (2) Odeon Cinemas Limited.	Leasehold
72.	Leicester, Freemans Park	Agreement for Underlease dated 18 February 2000 between (1) Rank Leisure Division Limited (2) Odeon Cinemas Limited and (3) Reamace Limited.	Leasehold
73.	Lincoln, Brayford Wharf	Agreement for lease dated 10 December, 1999 made between (1) Simons Estate Limited and (2) Odeon Cinemas Limited.	Leasehold
74.	Lincoln, Valentine Road, Tritton Trading	Agreement for Underlease dated 18 February 2000 between (1) Rank Leisure Division Limited (2) Odeon Cinemas Limited and (3) Reamace Limited.	Leasehold
75.	Maidstone	Lease dated 30 June 1998 between (1) MWB Leisure (Maidstone) Limited and MWB Leisure (Maidstone(2)) Limited and (2) Odeon Cinemas Limited (Title no. K787446 allocated).	Leasehold

Number	Description	Root of Title	Title
76.	Newcastle-Upon-Tyne, Unit S1, Newgate House	Agreement for lease dated 21 October, 1999 between (1) LS Leisure Limited, (2) Ravensft Properties Limited and (3) Odeon Cinemas Limited.	Leasehold
77.	Romford	Agreement for Underlease under the Odeon Sale and Purchase Agreement dated 18 February 2000 between (1) Rank Leisure Division Limited (2) Odeon Cinemas Limited and (3) Reamace Limited.	Leasehold
78.	Southampton, Leisureworld	Agreement for Underlease dated 18 February 2000 between (1) Rank Leisure Division Limited (2) Odeon Cinemas Limited.	Leasehold
79.	Tunbridge Wells	Lease dated 23 December 1998 between (1) Britannia Life Limited (2) Odeon Cinemas Limited (title no. K793612 allocated) and (3) Reamace Limited.	Leasehold
80.	Uxbridge, St. George's Street	Agreement for lease dated 23 November, 1998 between (1) CSC Uxbridge Limited and (2) Odeon Cinemas Limited.	Leasehold
81.	Wimbledon Broadway (new Multiplex)	Agreement for lease dated 18 May, 1998 between (1) Friends' Provident Life Office and (2) Odeon Cinemas Limited.	Leasehold
82.	Liverpool, London Road	Lease dated 10 November 1931 between (1) Lord Mayor Alderman and Citizens of the City of Liverpool and (2) Shaftesbury Trust Limited.	Leasehold

ABC Cinemas Limited**Registered Properties**

Number	County & District/ Town	Address or Description	Title Number	Title
83.	Banbury	Horse Fair	ON19304	Freehold title absolute
84.	Beckenham	Part of the ABC Cinema, Bromley	P24049	Freehold title absolute
85.	Beckenham	Rectory Road, High Street	P40879	Freehold title absolute
86.	Blackpool	Church Street and 9 Winstanley Row	LA530679	Freehold title absolute
87.	Brentwood	High Street	EX277688	Leasehold title absolute
88.	Bolton	Bradshawgate	GM25612	Good leasehold title
89.	Bournemouth	Westover Road	DT136158	Freehold title absolute
90.	Brighton	East Street	ESX121364	Freehold title absolute
91.	Bristol	Whiteladies Road	AV120102	Freehold title absolute
92.	Bury St. Edmunds	1 & 2 Abbeygate Entertainment Centre, Hatter Street	SK161943	Good leasehold title
93.	Canterbury	St George's Place	K607170	Freehold title absolute
94.	Catford	1 Bromley Road	SGL267791	Freehold title absolute
95.	Chatham	High Street	K321548	Freehold title absolute
96.	Cosham	High Street	HP251061	Good leasehold title

Number	County & District/ Town	Address or Description	Title Number	Title
97.	Darlington	Northgate	DU121689	Freehold title absolute
98.	Darlington	218 Northgate	DU136169	Freehold possessory title
99.	Esher	High Street	SY559535	Freehold title absolute
100.	Gravesend	King Street	K307132	Freehold title absolute
101.	Grimsby	Freeman Street	HS112335	Freehold title absolute
102.	Halifax	Commercial Street	WYK365534	Good leasehold title
103.	Hampstead	Pond Street	NGL338690	Leasehold title absolute
104.	Harrow	Bonnorsfield Lane	NGL724554	Freehold title absolute
105.	Harrow	Bonnorsfield Lane	MX81934	Good leasehold title
106.	Hastings	Classic Cinema, Hastings	ESX30426	Freehold title absolute
107.	Hastings	1 & 2 Albert Road	ESX511532	Freehold title absolute
108.	Hastings	9 Queens Road	ESX12324	Freehold title absolute
109.	Kingston-Upon-Thames	Clarence Street	TGL17947	Leasehold title absolute
110.	Lambeth	7 Streatham High Road	SGL293788	Freehold title absolute
111.	Lancaster	King Street	LA782147	Good leasehold title
112.	Leeds	Vicar Lane	WYK485111	Freehold title absolute

Number	County & District/ Town	Address or Description	Title Number	Title
113.	Liverpool	Allerton Road	MS12811	Leasehold title absolute
114.	London	11 to 18 Panton Street	NGL77467	Leasehold title absolute
115.	London	Shaftsbury Avenue	NGL144554	Good leasehold title
116.	London	High Road, South Woodford	EGL387021	Leasehold title absolute
117.	London	30 Tottenham Court Road	NGL678508	Leasehold title absolute
118.	Luton	George Street	BD125635	Leasehold title absolute
119.	Maidstone	Lower Stone Street	K666733	Leasehold title absolute
120.	Mansfield	Mansfield Leisure Park, Nottingham Road	NT323215	Leasehold title absolute
121.	Newport	Bridge Street and Station Street	WA335107	Freehold title absolute
122.	Norwich	Prince of Wales Road	NK58437	Freehold title absolute
123.	Norwich	82 & 84 Prince of Wales Road	NK6796	Freehold title absolute
124.	Oxford	Magdalen Street	ON95884	Leasehold title absolute
125.	Plymouth	Athenaeum Place	DN290547	Leasehold title absolute
126.	Putney	25 Putney High Street	SGL269002	Leasehold title absolute
127.	Quinton	Hagley Road West	WM524424	Freehold title absolute
128.	Redditch	Unicorn Hill	HW95087	Freehold title absolute

Number	County & District/ Town	Address or Description	Title Number	Title
129.	Rochdale	Sandbrook Park	GM797653	Leasehold title absolute
130.	Sidcup	High Street	SGL458680	Freehold title absolute
131.	South Buckinghamshire	The Classic Cinema, Gerrards Cross	BM3765	Freehold title absolute
132.	Southport	Lord Street	MS376909	Freehold title absolute
133.	Southport	Lord Street	MS378715	Leasehold title absolute
134.	Southport	Lord Street	MS376911	Good leasehold title
135.	Stoke-on-Trent	Broad Street, Hanley	SF293119	Freehold title absolute
136.	Tunbridge Wells	Mount Pleasant Road	K277888	Good leasehold title
137.	Walthamstow	Hoe Street	EGL69227	Freehold title absolute
138.	Walthamstow	Hoe Street	NGL26638	Good leasehold title
139.	Yeovil	Court Ash Terrace	ST127773	Freehold title absolute

ABC Cinemas Limited

Unregistered Properties

Number	Description	Root of Title	Title
140.	Aylesbury, Exchange Street	Lease dated 13 January, 2000 between (1) Norwich Property Trust Limited (2) ABC Cinemas Limited and (3) Associated British Cinemas Limited.	Leasehold
141.	Bath, Cinema premises, 22/23 Westgate Street and Ground floor of 4 Westgate Street	Lease dated 20 April, 1998 between (1) Bath & North East Somerset District Council and (2) ABC Cinemas Limited.	Leasehold
142.	Hereford, The Ritz, Commercial Road	Lease dated 7 December, 1984 made between (1) Hereford Automatics and (2) Cannon Classic Cinemas Limited.	Leasehold
143.	London, 215/217 Piccadilly	Unregistered leasehold title dated 19 April, 1994 and made between (1) Clydesdale Bank PLC, (2) MGM Estates Limited and (3) MGM Cinema Properties Limited.	Leasehold
144.	London, Swiss Centre, 10 Wardour Street	Lease dated 19 August, 1993 between (1) Swiss Centre Limited and (2) MGM Exhibition Limited.	Leasehold
145.	Nuneaton, Bermuda Leisure Park	Agreement for lease dated 23 January, 1998 made between (1) Tawnywood Limited, (2) ABC Cinemas Limited and (3) Associated British Cinemas Limited as varied by Deeds of Variation on 13 May, 1998 and 10 August, 1999 made between the same parties.	Leasehold

SCHEDULE 2

Subsidiary Shares

Charging Company	Subsidiary	Number and Class of Shares	Details of Nominees (if any) holding legal title to Shares
Aceream Limited	Famealpha Limited	2 Ordinary	None
Famealpha Limited	Reamace Limited	1 Ordinary	None
Famealpha Limited	Associated British Cinemas Limited	824,825 A Ordinary 182,175 Ordinary 10,273,000 Redeemable Preference	None
Reamace Limited	Odeon Cinemas Limited	15,5000,000 Ordinary	None
Associated British Cinemas Limited	ABC Cinemas Limited	2 Ordinary	None
Hopeart Limited	Movitex Limited	10,000 Ordinary	None
Hopeart Limited	Electroneon Limited	13,000 Ordinary	None
Associated British Cinemas Limited	Hopeart Limited	5,000 Ordinary	None

SCHEDULE 3**List of Trademarks**

Mark	Class	Number	Status	Proprietor
ODEON FANATICAL ABOUT FILM	41	2156052	Registered	Reamace Limited
ODEON	2	612925	Registered	Reamace Limited
ODEON	9	1510967	Pending	Reamace Limited
ODEON	15	568178	Registered	Reamace Limited
ODEON	16	561428	Registered	Reamace Limited
ODEON	16	1510968	Pending	Reamace Limited
ODEON	33	623878	Registered	Reamace Limited
ODEON	30	564378	Registered	Reamace Limited
ODEON	34	564380	Registered	Reamace Limited
ODEON	41	1283322	Registered	Reamace Limited
ODEON	42	1318769	Registered	Reamace Limited
ODEON	29 & 30	2198874	Registered	Reamace Limited
SCREENBITE	29, 30 & 42	2186905	Registered	Reamace Limited
ABC CINEMAS	9 & 41	2100058	Registered	ABC Cinemas Limited
ABC	9 & 41	2100052	Registered	ABC Cinemas Limited
INSOMNIA CINEMA	41	2163964	Registered	Reamace Limited