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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

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3133863

Name of company

* WALL TO WALL PLOTLANDS LIMITED

Date of creation of the charge

1/5/96

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

CHARGE

Amount secured by the mortgage or charge

ALL MONIES AND LIABILITIES OF ANY KIND
WHETHER PRESENT OR FUTURE ACTUAL OR CONTINGENT
AND WHETHER INCURRED ALONE OR JOINTLY WITH ANOTHER
(INCLUDING BANKING CHARGES, COMMISSION, INTEREST, COSTS
AND EXPENSES) DUE, OWING/OR INCURRED TO BARCLAYS
BANK PLC ("THE BANK") BY THE COMPANY IN ANY
WAY WHATSOEVER.

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

BARCLAYS BANK PLC

27 SOHO SQUARE

LONDON

Postcode

W1A 4WA

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

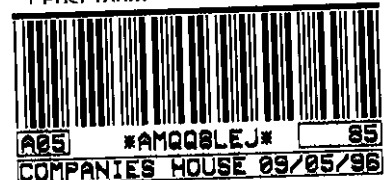
DAVENPORT LYONS
1 OLD BURLINGTON ST
LONDON W1K 2NL

REF: GA/BN

Time critical reference

For official use
Mortgage section

1 Post room



Short particulars of all the property mortgaged or charged

THE COMPANY'S RIGHTS TITLE AND INTEREST IN AND TO:-
A SERIES OF TELEVISION PROGRAMMES PROVISIONALLY ENTITLED
"PLOTLANDS" ("THE PROGRAMME") (AS BOTH PRESENTLY
EXISTING AND TO BE CREATED OR ACQUIRED BY THE COMPANY).
ALL RIGHTS IN AND TO THE PROGRAMME; (SUBJECT TO
AND WITH THE BENEFIT OF THE BBC PROGRAMME/
DISTRIBUTION AGREEMENTS);
THE BBC PROGRAMME/DISTRIBUTION AGREEMENTS AND ALL OF THE
COMPANY'S RIGHT, TITLE, BENEFIT AND INTEREST TO AND IN
THE SAME INCLUDING, WITHOUT LIMITATION, ANY AND ALL SUMS OF
MONEY WHATEVER PAYABLE TO OR ON ACCOUNT OF THE COMPANY BY
BBC PURSUANT TO THE BBC PROGRAMME/DISTRIBUTION AGREEMENTS;
THE PROCEEDS OF ALL POLICIES OF INSURANCE NOW OR IN THE FUTURE
TAKEN OUT BY THE COMPANY IN RESPECT OF THE PROGRAMME AND FOR THE RIGHTS
ALL SUMS FROM TIME TO TIME STANDING TO THE CREDIT OF THE COMPANY IN
THE PROGRAMME PRODUCTION ACCOUNT
UNLESS DEFINED HEREIN ALL TERMS AREAS DEFINED IN THE CHARGE
BETWEEN THE BANK (1) AND THE COMPANY (2).

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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

Davenport-Hyatt

Date

8/5/96

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.

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FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03133863

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE DATED THE 1st MAY 1996 AND CREATED BY WALL TO WALL PLOTLANDS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BARCLAYS BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 9th MAY 1996.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14th MAY 1996.

Robert Adams
R. ADAMS

for the Registrar of Companies



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

Post
nr.
14/5.