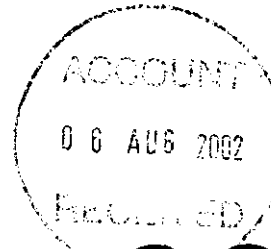


M

COMPANIES FORM NO.395



400045

395

Particulars of a Mortgage or charge

Please do not
write in this
margin

Pursuant to section 395 of the Companies Act 1985

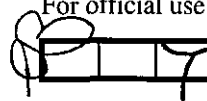
To the Registrar of Companies

For official use

Company Number

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

* insert full name
of company



03584646

Name of company

Cloud 9 (The Tribe) Limited

(the Depositor)

Date of creation of the charge

31st July 2002

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

Charge on Deposits

Amount secured by the mortgage or charge

As per Appendix A

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

ABN AMRO Bank N.V.
250 Bishopsgate,
London,
EC2M 4AA

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

ABN AMRO Bank N.V.,
250 Bishopsgate,
London, EC2M 4AA
P.F. Woodford /Credit Services/8th Floor

Time critical reference

For official use
Mortgage Section Post room



A01
COMPANIES HOUSE

AF10ND42
0818
06/08/02

As per Appendix B

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 (note3)

Signed

Date : 5th August 2002

On behalf of chargee

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 a 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 whether 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, e.g. "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.

Appendix A

Amount secured by the charge

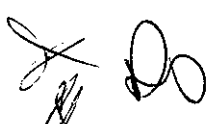
Any and all moneys, liabilities and obligations (whether actual or contingent, whether now existing or hereafter arising, whether or not for the payment of moneys and including, without limitation, any obligation or liability to pay damages) which are now or which may at any time and from time to time hereafter be due, owing, payable or incurred or be expressed to be due, owing, payable or incurred from or by the Depositor to the Bank (a) upon the Bank having paid any Payment Obligation to the Beneficiary pursuant to the terms of the Guarantee or, as the case may be, under any of the Operative Documents and (b) under the terms of any Operative Document, including for the avoidance of doubt Clause 2.2 of the Charge on Deposits.

All terms defined herein shall have the meanings attributed thereto in the Charge on Deposits.

Appendix B

Particulars of property charged

The sum of GBP 2,365,074.73 (Two Million Three Hundred and Sixty Five Thousand and Seventy Four Pounds Sterling and Seventy Three Pence) deposited by the Depositor in the Depositor's account (account number 4.01.29.497) (the "Account") at the Bank's offices at 250 Bishopsgate, London, EC2M 4AA, United Kingdom, in respect of the Lease Agreement relating to the film entitled "The Tribe IV" and all present and future right, title and interest of the Depositor in and to the Account and in and to any and all present and future payments from time to time deposited in, credited to or standing to the credit of the Account and any and all earnings and interest thereon and any proceeds thereof.



FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03584646

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE ON DEPOSITS DATED THE 31st JULY 2002 AND CREATED BY CLOUD 9 (THE TRIBE) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO ABN AMRO BANK N.V. UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 6th AUGUST 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8th AUGUST 2002.

PO
8/8



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —