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CHFP004**COMPANIES FORM No. 395****Particulars of a mortgage or charge****395****A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.**

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number



03584646

Name of company

* Cloud 9 (The Tribe) Limited

Insert full name
company

Date of creation of the charge

10th February 2004

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

Working Capital Guarantee and Debenture

Amount secured by mortgage or charge

All present and future obligations and liabilities (whether actual or contingent and whether owned jointly or severally or in any other capacity whatsoever) of each Charging Company to the Lender under the Security Documents to which such a Charging Company is a party together with all costs, charges and expenses incurred by the Lender in connection with the protection, preservation or enforcement of its rights under any Security Document (as such capitalised terms are defined in the Working Capital Guarantee and Debenture).

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

Sanctuary Screen Holdings Limited of 45-53 Sinclair Road, London

Postcode

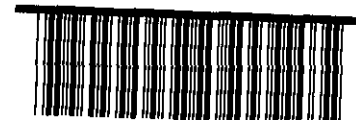
W14 0NS

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

Rosenblatt
9-13 St Andrew Street
London
EC4A 3AF

For official Use
Mortgage Section

Post room

LD3
COMPANIES HOUSE0483
01/03/04

Time critical reference

Short particulars of all the property mortgaged or charged

See attached.

Please do not
write in this
margin

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

Particulars as to commission allowance or discount (note 3)

A fee of £10 is payable
to Companies House
in respect of each
entry for a mortgage
charge.
(See Note 5)

Signed

Date

1/3/04

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.
- 5 Cheques and postal orders are to be made payable to **Companies House**
- 6 The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF14 3UZ, DX: 33050 Cardiff

By way of first legal mortgage all the freehold and leasehold property (if any) vested in or charged to such Charging Company including, without limitation, all buildings and fixtures (including trade fixtures) at any time thereon;

By way of first fixed charge all other interests (not being charged above) in any freehold or leasehold property vested in or charged to such Charging Company, 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 etc.

By way of first fixed charge all plant, machinery, computers, vehicles, office and other equipment and the benefit of all contracts, licences and warranties relating to the same;

By way of first fixed charge all Investments, together with all Related Rights from time to time accruing thereto;

By way of first fixed charge all rights and interests of such Charging Company in, and claims under, the Insurances and all proceeds thereof held by, or written in favour of, such Charging Company or in which such Charging Company is otherwise interested;

By way of first fixed charge all its right, title, interest and benefit in and to the Collections Accounts, all monies standing to the credit of the Collections Accounts, all interest accrued on monies standing to the credit of the Collections Accounts and all rights of such Charging Company to repayment of any of the foregoing;

By way of first fixed charge all monies standing to the credit of such Charging Company from time to time on any and all accounts with any bank, financial institution, or other person;

By way of first fixed charge all Intellectual Property Rights;

By way of first fixed charge the benefit of all licences, consents, agreements and authorisations held or utilised by such Charging Company in connection with its business or the use of any of its assets;

To the extent not effectively assigned under clause 4.2 of the Working Capital Guarantee and Debenture, by way of first fixed charge all Receivables;

By way of first fixed charge all the goodwill and uncalled capital of such Charging Company; and

By way of first fixed charge all the Charged Shares together with all the Related Rights from time to time accruing thereto.

As a continuing security for the payment of the Secured Obligations, each Charging Company with full title guarantee, assigns and agrees to assign absolutely in favour of the Lender all the rights, title, interest and benefit of such Charging Company in and to the Receivables, except to the extent that such Charging Company is prohibited under the terms of any Receivable, to do so.

As further continuing security for the payment of the Secured Obligations, each Charging Company charges with full title guarantee in favour of the Lender by way of first floating charge all its assets and undertaking whatsoever and wheresoever situated both present and future not effectively charged by way of first fixed mortgage or charge pursuant to the provisions of clause (as all such capitalised terms are defined in the Working Capital Guarantee and Debenture).

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 WORKING CAPITAL GUARANTEE AND DEBENTURE DATED THE 10th FEBRUARY 2004 AND CREATED BY CLOUD 9 (THE TRIBE) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE OF EACH CHARGING COMPANY TO SANCTUARY SCREEN HOLDINGS LIMITED 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 1st MARCH 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 4th MARCH 2004.

Pangell



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES