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COMPANIES FORM No. 395

Particulars of a mortgage or charge

A fee of £13 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

CHFP025

Please do not
write in
this margin

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

*insert full name
of Company

Name of company

* Shed Productions (BG6) Limited ("Chargor")

Date of creation of the charge

18 April 2005

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

Charge between Barclays Bank plc ("Chargee") and Shed Productions (BG6) Limited ("Chargor"), dated 18 April 2005, over the programme provisionally entitled "Bad Girls (Series 7)" (the "Programme") (the "Charge").

Amount secured by the mortgage or charge

All monies which shall for the time being be due or owing to the Chargee by the Chargor (including interest and other proper costs and charges) pursuant to the Facility Letter and the Charge (the "Secured Amounts").

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

Barclays Bank plc, Media Banking Centre, 27 Soho Square, London

Postcode W1D 3QR

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

Davenport Lyons
30 Old Burlington Street,
London,
W1S 3NL

STB/BAR.2.230

Time critical reference

For official Use (02/00)
Mortgage Section

Post room



A05
COMPANIES HOUSE

0679
20/04/05

Short particulars of all the property mortgaged or charged

1.1 As continuing security for the payment to the Chargee of the Secured Amounts and for the performance of the obligations of the Chargor under this Charge the Chargor with full title guarantee:

1.1.1 assigns absolutely to the Chargee by way of security throughout the world (and insofar as necessary by way of present assignment of future Copyright pursuant to s.91 of the Copyright Designs and Patents Act 1988) the Chargor's right, title and interest in and to:

(a) the Rights (subject to and with the benefit of the ITV Contract);

(b) the ITV Contract and all of the Chargor'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 Chargor by ITV pursuant to the ITV Contract;

(c) the benefit of the Insurance Policies now or in the future taken out by the Chargor in respect of the Programme and/or the Rights;

1.1.2 charges by way of first fixed charge to the Chargee all the Chargor's right, title and interest in and to:

(cont...)

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 (note 3)

Signed Davenport Lyons Date 18 April 2005
On behalf of ~~XXXXXX XXXXXX~~ [chargee] † Barclays Bank plc

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

† 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

CHFP025

Particulars of a mortgage or charge (continued)

Please do not
write in this
binding margin

Continuation sheet No 1
to Form No 395 and 410 (Scot)

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

Company Number

04867396

Name of Company

Shed Productions (BG6)

Limited*

* delete if
inappropriate

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

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

Please do not
write in this
binding margin

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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

(a) the Programme (both as presently existing and to be created or acquired by the Chargor);

(b) the proceeds of the Insurance Policies now or in the future taken out by the Chargor in respect of the Programme and/or the Rights;

(c) all sums from time to time standing to the credit of the Chargor in the Chargor's Current Account.

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

1.1.3 charges by way of a floating charge any and all of the Chargor's rights and interest detailed in sub-clauses 2.2.2 above if and to the extent that the first fixed charge may fail for any reason to operate as a fixed charge. Paragraph 14 of Schedule B1 of the Insolvency Act 1986 (incorporated by Schedule 16 of the Enterprise Act 2002) shall apply to any floating charge created pursuant to this Charge.

To Hold the same unto the Chargee absolutely as security for the payment or discharge of the Secured Amounts.

For the purposes of this Form 395, capitalised terms used herein shall, unless otherwise defined in the Form 395, have the meanings given to them in the Charge.

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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. 04867396

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE DATED THE 18th APRIL 2005 AND CREATED BY SHED PRODUCTIONS (BG 6) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BARCLAYS BANK PLC 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 20th APRIL 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 21st APRIL 2005.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

P.
Rowe