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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

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

04867396

Name of company

\* SHED PRODUCTIONS (BAD GIRLS) LIMITED (the "Chargor")

Date of creation of the charge

20 February 2006

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

A Charge made between Barclays Bank PLC (the "Chargee") (1) and the Chargor (2) dated 20 February 2006 in respect of a television programme provisionally entitled "Bad Girls (Series 8)" (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.

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

Barclays Bank PLC acting through its branch at Media Banking Centre, 27 Soho Square, London, (the "Chargee")

Postcode W1D 3QR

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

Davenport Lyons  
30 Old Burlington Street  
London  
W1S 3NL

For official Use (02/00)  
Mortgage Section



LD3  
COMPANIES HOUSE

493  
22/02/2006

Time critical reference  
ED/MLP/BAR.2.267

Short particulars of all the property mortgaged or charged

Please see attached Schedule.

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)

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

Signed

*Davenport Lyons*

Date

*22.02.06*

On behalf of ~~XXXXXXXXXXXXXXXXXX~~ [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 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

## **SCHEDULE TO FORM 395**

**SHED PRODUCTIONS (BAD GIRLS) LIMITED** (the "Chargor")  
(a Chargor incorporated under the laws of England and Wales, Registered  
number 04867396)

### **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:

- (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;

1.1.3 charges by way of a floating charge any and all of the Chargor's rights and interest detailed in sub-clauses 1.1.2 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.

The Chargor warrants, undertakes and agrees with the Chargee as follows:

not without the prior written consent of the Chargee to sell, transfer, dispose of or part with possession or control of or attempt to sell transfer or dispose of the Charged Assets or any part of them or any interest in them nor directly or indirectly create or permit to exist or be created any mortgage, charge, lien, pledge, incumbrance or security interest upon or in the Charged Assets or any part of them, save pursuant to the ITV Contract;

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 IN RESPECT OF A TELEVISION PROGRAMME PROVISIONALLY ENTITLED "BAD GIRLS (SERIES 8) DATED THE 20th FEBRUARY 2006 AND CREATED BY SHED PRODUCTIONS (BAD GIRLS) 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 22nd FEBRUARY 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 24th FEBRUARY 2006.

*P Angela*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —