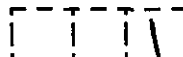


**COMPANIES FORM No. 403a****Declaration of satisfaction
in full or in part
of mortgage or charge****403a****CHFP025**Please do not
write in
this margin

Pursuant to section 403(1) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

For official use Company number



05268806

* Insert full name
of company

Name of company

* SHOE PRODUCTIONS LIMITED

I, CINDY HELEN ROSE

of 10 LIMERSTON STREET, LONDON SW10 0HH

† Delete as
appropriate[a director] ~~the secretary~~ ~~the administrator~~ ~~the administrative receiver~~ † of the above company, do

solemnly and sincerely declare that the debt for which the charge described below was given has been

paid or satisfied in (full) ~~(part)~~ †‡ Insert a
description of the
instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.

Date and Description of charge ‡ PLEASE SEE ATTACHED RIDER A

Date of Registration § 2 DECEMBER 2004

Name and address of [chargee] ~~trustee for the debenture holders~~PRICE PRODUCTIONS LIMITED OF THE QUADRANGLE, THE PROMENADE, CHELTENHAM,
GLOUCESTERSHIRE GL50 1PX§ The date of
registration may
be confirmed
from the
certificate

Short particulars of property charged ¶ PLEASE SEE ATTACHED RIDER B

¶ Insert brief
details of
propertyAnd I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.

Declared at 3 QUEEN CAROLINE STREET,

Declarant to sign below

LONDON W6 9PE

Day Month Year

on 14/1/2005

before me

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths
D.N.L. FAWCETT
Scrivener Notary of London, England
My Commission expires with lifePresenter's name, address and
reference (if any):Olswang
90 High Holborn
London
WC1V 6XXFor official use
Mortgage section

Post room

A30
COMPANIES HOUSE706
18/11/2005

Notes

The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF14 3UZ

ATTACHMENT TO FORM 403A
IN RESPECT OF SHOE PRODUCTIONS LIMITED
COMPANY NUMBER 05268806 (THE "CHARGOR")

RIDER A

A DEED OF SECURITY ASSIGNMENT AND CHARGE DATED 20 NOVEMBER 2004 EXECUTED IN FAVOUR OF PRICE PRODUCTIONS LIMITED (FORMERLY KNOWN AS LOMBARD CORPORATE FINANCE (17) LIMITED) (THE "CHARGE") IN RESPECT OF A FEATURE FILM ENTITLED "KINKY BOOTS" (THE "FILM") (THE "CHARGE").

RIDER B

ALL PRE-PRINTS ELEMENTS OF THE PICTURE; SEE THE MORTGAGE CHARGE DOCUMENT FOR FULL DETAILS.

