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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.

CHFP025

Please do not write in this margin

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

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

010644 / 13

[5][1][1][1]

05415747

Name of company

* Candu Entertainment Group Limited (the "Company")

Date of creation of the charge

10 July 2007

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

A debenture (the "Debenture")

Amount secured by the mortgage or charge

All liabilities now or at any time or times hereafter due or owing or incurred to the Chargeholder (acting as a general partner of the limited partnership comprising the fund known as the Close Brothers Private Equity Fund VII) on behalf of itself and the beneficiaries of the Debenture from time to time of any kind and in any currency (whether of principal or interest including default interest and whether present or future actual or contingent) and whether incurred alone or jointly with another pursuant to an investor loan note instrument and/or an exit event fee deed dated the same date as the Debenture and made between, inter alia, the Company and the Chargeholder (described below), as those agreements may from time to time be amended, varied, novated, supplemented or replaced and including all expenses on a full indemnity basis from time to time

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

Close Investment Partners Limited (the "Chargeholder") of 10 Throgmorton Avenue, London

Postcode EC2N 2DL

Presenter's name address and reference (if any)

Wragge & Co LLP
3 Waterhouse Square
142 Holborn,
London
EC1N 2SW

Ref 1963631v1/nxw3/kxj1

Time critical reference

For official Use (06/2005)

Mortgage Section

Post room

FRIDAY



A55

20/07/2007
COMPANIES HOUSE

162

Short particulars of all the property mortgaged or charged

- 1 The Debenture charges all of the present and future assets of the Company
- 2 It creates first fixed charges over all of the present and future assets of the Company of the following types
 - (a) freehold and leasehold property, including any registered land
 - (b) fixtures and fittings attached to any freehold and leasehold property
 - (c) plant and machinery vehicles and computer equipment
 - (d) furniture, furnishings and equipment tools and other chattels
 - (e) rents receivable from any lease granted out of any freehold and leasehold property
 - (f) goodwill and uncalled capital
 - (g) stocks, shares and other securities
 - (h) intellectual property rights of all kinds
 - (i) the benefit of any currency or interest rate swap cap or collar or hedging agreement or any future transaction or treasury instrument
 - (j) all book debts and other debts
 - (k) funds standing to the credit of the company with the Chargeholder in each case, together with all related rights
- 3 It also creates a first floating charge over all other present and future assets of the Company
- 4 The Company assigns by way of security all of its rights, title, interest and benefit in and to its material contracts, insurance policies, investments and book debts
- 5 The Debenture contains a covenant by the Company that it will not, without the prior written consent of the Chargeholder, create or permit to arise any mortgage charge or lien on the property, dispose of the property, deal with the Company's book debts, dispose of the property charged by way of floating charge, and to grant or accept surrender of a lease or licence.

Please do not write in this margin

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

01
95
4

Particulars as to commission allowance or discount (note 3)

Nil

Signed

Wragg & Co

Date 19 July 2007

On behalf of [company] [mortgagee/chargee] †

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**

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No 05415747

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 10th JULY 2007 AND CREATED BY CANDU ENTERTAINMENT GROUP LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO CLOSE INVESTMENT PARTNERS LIMITED ON BEHALF OF ITSELF AND THE BENEFICIARIES ON ANY ACCOUNT WHATSOEVER 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 JULY 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 25th JULY 2007

Angela



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES