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

*insert full name
of Company

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 4

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

Name of company

* Odeon Warrington Limited (the "Company")

Date of creation of the charge

22 May 2007

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

A legal charge dated 22 May 2007 (the "Legal Charge") made between the
Company as chargors and Barclays Capital Mortgage Servicing Limited (the
"Security Trustee").

Amount secured by the mortgage or charge

All present and future obligations and liabilities (whether actual or
contingent, whether owed jointly, severally or in any other capacity
whatsoever and whether originally incurred by an Obligor, a Partnership or
by some other person) of each Obligor and the Partnerships to the Finance
Parties (or any of them) under each of the Finance Documents other than
Clause 7 of the Tax Deed (the "Secured Obligations")

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

Barclays Capital Mortgage Servicing Limited
5 The North Colonnade
London

Postcode E14 4BB

Presentor's name address and
reference (if any)

Clifford Chance LLP
10 Upper Bank Street
London
E14 5UJ

020 7006 4888

Time critical reference

CH/70-40221901/OAI

For official Use (06/2005)

Mortgage Section

Post room

THURSDAY



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LD5

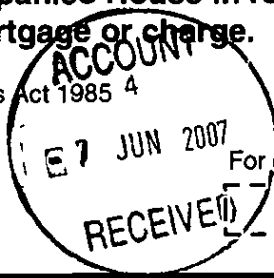
07/06/2007

240

COMPANIES HOUSE

00400107/13

395



For official use

Company number

06170421

Short particulars of all the property mortgaged or charged

1. The Company has charged with full title guarantee in favour of the Security Trustee (as trustee for the Finance Parties), with the payment and discharge of the Secured Obligations, by way of first legal mortgage the cinema premises adjoining Westbrook Centre, Warrington, Cheshire as the same is registered at the Land Registry with title number CH294687.
- 2 The Legal Charge contains covenants for further assurance and a negative pledge.

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**Please complete
legibly, preferably
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bold block
lettering**

Particulars as to commission allowance or discount (note 3)

None

Signed



Date 7 June 2007

On behalf of ~~XXXXXXXXXXXXXXXXXXXX~~ [chargee] † Barclays Capital Mortgage Servicing Limited

**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 06170421

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 22nd MAY 2007 AND CREATED BY ODEON WARRINGTON LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM EACH OBLIGOR AND THE PARTNERSHIPS TO THE FINANCE PARTIES (OR ANY OF THEM) 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 7th JUNE 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 13th JUNE 2007



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —