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CHWP000

Please complete
in typescript, or
in bold black
capitals

LLP403b

Declaration that part of the property or undertaking charged (a) has been released from the charge; (b) no longer forms part of the limited liability partnership's property or undertaking

For official use

LLP Number OC313497

2

Full Name of Limited Liability Partnership

Imagine No. 2 LLP

I, Stephen Margolis
of Future Films (Partnership Services) Limited
[designated member][~~member~~][~~the administrator~~][~~the administrative receiver~~]
of the above LLP, do solemnly and sincerely declare that with respect to the
charge described below the part of the property or undertaking described [has
been released from the charge][~~has ceased to form part of the~~
~~LLP's property or undertaking~~]

† delete as
appropriate

Date and description of charge # Security Agreement dated
21st March 2006, between LLP and Chargees ('Agreement')

Date of registration ☒ 5th April 2006

insert a description
of the instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc

Name and address of [chargee][~~trustee for the debenture holders~~]
G Mate, Inc., a Californian corporation whose address is 500 South
Buena Vista Street, (continued at Schedule 1)

⊞ the date of
registration may be
confirmed from the
certificate

Short particulars of property or undertaking released or no longer part of the
limited liability partnership property or undertaking§
Please see Schedule 2 to this Form LLP403b

§ insert brief details
of property

And I make this solemn declaration conscientiously believing the same to be
true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

4-6 Soho Square, London W1

Day Month Year

Ⓛ Please print name

on

08 05 2006

before me Ⓛ

NICOLE CARMEN-DAVIS

Signed

N C Davis

Date

8.5.2006

You do not have to give any contact
information in the box opposite but if you do,
it will help Companies House to contact
you if there is a query on the form. The
contact information that you give will be
visible to searchers of the public record.

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Neil Gillard

Richards Butler

File No.1014476

Tel 0207 772 5716

Email ng@richardsbutler.com

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff



LD3 *L6GS4FCG* 228
COMPANIES HOUSE 12/05/2006

LLP403b

COMPANY NAME: Imagine No.2 LLP

COMPANY NUMBER: OC313497

SCHEDULE 1
NAME AND ADDRESS OF CHARGE

... continued

Burbank, California 91521, USA (the '**First Chargee**'), and Third Mate Productions, Inc., a Californian corporation whose address is at 15821 Ventura Boulevard, Suite 500, Encino, California 91436, USA (the '**Second Chargee**' and together with the First Chargee, the '**Chargees**')

SCHEDULE 2

SHORT PARTICULARS OF PROPERTY OR UNDERTAKING RELEASED OR NO LONGER PART OF THE LIMITED LIABILITY PARTNERSHIP

1. Pursuant to the Deed of Release, the Chargees have unconditionally released to the LLP and Future Screen Ventures 3 Limited ('**SPV**' and together with LLP, the '**Chargors**') free from the LLP Security Interests and the Disney LLP Security and from the SPV Security Interests and the Disney SPV Security respectively, all of their right, title and interest in and to those assets assigned to Alliance & Leicester pursuant to the Second Tranche Deeds of Assignment, with the exception of the LLP Security Interests and the SPV Security Interests created pursuant to the floating charges contained in the LLP UK Security and the SPV UK Security (which charges and security interests shall not be affected by the Deed of Release and shall remain in full force and effect).
2. Save as set out above, the LLP Security Interests and the SPV Security Interests created pursuant to the Disney LLP Security and the Disney SPV Security respectively continue with full force and effect.
3. The Chargees have agreed and acknowledged that the definition contained in the Disney LLP Security and the Disney SPV Security of "Alliance & Leicester Security" shall from 4th April 2006 be read and construed as including the Second Tranche Deeds of Assignment.

(All terms not defined herein shall have the meaning as set out in Schedule 3 to this Form LLP403b)

SCHEDULE 3

Definitions

'Alliance & Leicester' means Alliance & Leicester Commercial Finance plc;

'Deed of Release' means a deed of release dated 4th April 2006, between LLP, SPV, the First Chargee and the Second Chargee, pursuant to which the Chargees have agreed to release certain assets from the LLP Security Interests and the SPV Security Interests respectively;

'Film' means the film entitled "Pirates of the Caribbean 3";

'LLP Security Interests' means the certain security interests granted by LLP to the Chargees in, to and over its assets in respect of the Film under the Agreement and the LLP UK Security;

'LLP UK Security' means a deed of security assignment and charge dated 21st March 2006 between LLP, the First Chargee and the Second Chargee, under which LLP has granted to the Chargees certain security interests in, to and over its assets in respect of the Film, (together with the Agreement, the **'Disney LLP Security'**);

'SPV Security Interests' means the certain security interests granted by SPV to the First Chargee in, to and over its assets in respect of the Film under the SPV UK Security and the SPV US Security;

'SPV UK Security' means a deed of security assignment and charge dated 21st March 2006, between SPV and the First Chargee under which SPV has granted to the First Chargee certain security interests in, to and over its assets in respect of the Film;

'SPV US Security' means a security agreement dated 21st March 2006, between SPV and the First Chargee, under which SPV has granted to the First Chargee the LLP Security Interests in, to and over its assets in respect of the Film (together with the SPV UK Security, the **'Disney SPV Security'**); and

'Second Tranche Deeds of Assignment' means (i) the deed of assignment between LLP and Alliance & Leicester, and (ii) the deed of assignment between SPV and Alliance & Leicester, each dated 4th April 2006, in respect of a letter of credit dated 4th April 2006 between LLP, SPV and Barclays Bank plc, with issue number STEF68902.