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COMPANIES FORM No. 395

Particulars of a mortgage or charge

B 48C
£10

395

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. 136137

CHFP025

Please do not write in this margin

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

*insert full name of Company

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

113

4073780

Name of company

* 24 HOUR FILMS LIMITED

Date of creation of the charge

21 MARCH 2001

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

CHARGE over the feature film provisionally entitled "24 Hour Party People"

Amount secured by the mortgage or charge

An advance of the sum of seven hundred and ninety three thousand nine hundred pounds sterling (£793,900.00) (including an amount to cover the Bank's facility fee, legal fees and estimated interest relating to this facility)/for the production and completion of the feature film provisionally entitled "24 Hour Party People." (the "Film")

and etc.

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

The Royal Bank of Scotland
28 Cavendish Square
London

Postcode W1M 0DB

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

DAVENPORT LYONS
1 OLD BURLINGTON STREET
LONDON W1S 3NL

REF: AA/ROY.5.15

Time critical reference

For official Use
Mortgage Section

Post room



A06
COMPANIES HOUSE

0509
30/03/01

Short particulars of all the property mortgaged or charged

24 Hour Films Limited (the "Borrower"):-

(1) assigns with full title guarantee absolutely to the Royal Bank of Scotland PLC (the "Bank") by way of security throughout the world and charges by way of first fixed charge to the Bank its right, title and interest in and to:

- (a) the Film;
- (b) the Rights (which are not subject an agreement to be entered into b the Borrower and The Film Consortium Ltd (the "TFC Agreement") save for the grant of distribution rights in the Film pursuant to the TFC Agreement;
- (c) the materials required to be delivered to the The Sales Consortium Ltd (the "Sales Agent") pursuant to Sales Agency Agreement between TFC and the Sales Agent (the "Sales Agency Agreement");
- (d) the Sales Agency Agreement, the borrower's rights under the TFC Agreement, the Wave Agreement and any Distributor Agreement which is from time to time entered into by the Sales Agent and/or the Borrower and/or TFC.
- (e) the proceeds of all policies of insurance taken out by the Borrower in respect of the Film;
- (f) all sums from time to time standing to the credit of the Producer of the Account;

TFC 95

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)

[Empty box for commission allowance or discount]

Signed  and on behalf of

Date 29/03/01

On behalf of **D.C.C. COMPANY SERVICES LIMITED** [company] [mortgagee/chargee]

A fee of £10 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 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF14 3UZ

Short particulars of all the property mortgaged or charged

(g) all sums from time to time standing to the credit of the Collection Account to which the Borrower is entitled pursuant to the Collection Agreement; and

2. charges by way of a floating charge any and all of the Borrower's rights and interest detailed in clause 1 above if and to the extent that the first fixed charge may fail for any reason to operate as a fixed charge

24 x 4

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)

[Empty box for commission allowance or discount]

Signed *[Signature]*
For and on behalf of

Date 29/03/01

D.L.C. COMPANY SERVICES LIMITED

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

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† delete as appropriate

Notes

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- 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,
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FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

COMPANY No. 04073780

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE OVER THE FEATURE FILM PROVISIONALLY ENTITLED 24 HOUR PARTY PEOPLE DATED THE 21st MARCH 2001 AND CREATED BY 24 HOUR FILMS LIMITED FOR SECURING AN ADVANCE OF THE SUM OF SEVEN HUNDRED AND NINETY THREE THOUSAND NINE HUNDRED POUNDS STERLING (£793,900.00) (INCLUDING AN AMOUNT TO COVER THE BANKS FACILITY FEE LEGAL FEES AND ESTIMATED INTEREST RELATING TO THIS FACILITY) DUE OR TO BECOME DUE FROM THE COMPANY TO THE ROYAL BANK OF SCOTLAND plc FOR THE PRODUCTION AND COMPLETION OF THE FEATURE FILM PROVISIONALLY ENTITLED 24 HOUR PARTY PEOPLE (THE FILM) WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 30th MARCH 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 2nd APRIL 2001.

A handwritten signature in black ink, appearing to be 'J. G.' or similar, located on the left side of the page.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —