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BB 102360

395

Particulars of a mortgage or charge

CHWP000

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



Please do not write in this margin

Pursuant to section 395 of the Companies Act 1985

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

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

For official use

Company number

6

04073780

Name of company

* insert full name of Company

* 24 HOUR FILMS LIMITED ("The Producer")

Date of creation of the charge

25th JANUARY 2002

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

DEED OF SECURITY ASSIGNMENT

Amount secured by the mortgage or charge

£2,000,000 of Council Funding made available to the Producer by the Film Consortium in relation to the Film: "24 Hour Party People", and any other sums advanced to the Producer in relation to the Film.

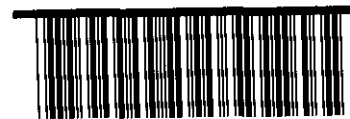
Names and addresses of the mortgagees or persons entitled to the charge

The Film Consortium,
4th Floor, Portland House, 4 Great Portland St
London
Postcode W1W 8Q1

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

For official Use Mortgage Section

Post room



A27 COMPANIES HOUSE

0074 31/01/02

Time critical reference

Short particulars of all the property mortgaged or charged

(a) i) all literary property and ancillary rights in relation to the Film including without limitation, the screenplay and the copyright thereof,
ii) the entire worldwide copyright of the Film,
iii) the music and musical compositions of the Film including the lyrics and all rights to exploit the same and to produce publish reproduce and synchronise all or any of the same,
iv) all pre-print elements of the Film capable of producing prints or additional pre-print elements including master negatives, negatives, duplicate negatives, colour separations, matrices, interpositives and internegatives,

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 V R [Signature] Date 29/1/02

On behalf of [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:-

CHWP000

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

Please do not write in this binding margin

Particulars of a mortgage or charge
(continued)

Continuation sheet No _____
to Form No 395 and 410 (Scot)

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

Company number

04073780

Name of company

24 HOUR FILMS LIMITED Limited *

* delete if inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

DEED OF SECURITY ASSIGNMENT

£2,000,000 of council funding made available to
the Producer by the Film Consortium in relation
to the Film: "24 Hour Party People", and
any other sums advanced to the Producer
in relation to the Film.

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

v) all positive prints, films, videotapes, dubs, cut-outs and frames and all other physical properties of or relating to the Film whether now or hereafter in existence and wherever located,

vi) all soundtrack elements relating to the Film including Master magnetic tracks or other optical soundtrack recording and music cue sheets,

vii) all rights to distribute, lease, license, sell, exhibit, broadcast or otherwise deal with the Film by all methods and all means and in all media now known or hereafter developed,

viii) all contracts and contract rights, agreements for personal property of the Producer relating to the Film, or to any literary property and ancillary rights and any other elements of the Film referred to in this Sub-paragraph,

ix) all ancillary, subsidiary, publishing spin-off and merchandising rights of every kind and nature in the Film including but not limited to novelisation and publishing rights and commercial tie-up sponsorships,

x) all those the Producer's rights, interests and benefits in and to all agreements entered into by the Producer in relation to the Film, including but not limited to the UA Agreement, and the Wave Agreement, and

xi) the proceeds of all present and future policies of insurance for the benefit of the Film Consortium in respect of the Film

Subject, always to any security granted to RBS in connection with the Film, and to the distribution rights granted to UA pursuant to a negative pick-up agreement dated 22nd January 2001

⑤ Charges in favour of The Film Consortium by way of a floating charge throughout the world and the Producer's right title and interest in the Monies standing to the credit of the Production Account from time to time.

The Production Account shall mean the production account for the Film held at Royal Bank of Scotland, 62-63 Threadneedle St, London EC 2 1R 8LA, subject always to the RBS security, to the UA Rights and to the provisions of the Interparty Agreement (as amended by the Amendment to the Interparty Agreement).

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

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 DEED OF SECURITY ASSIGNMENT DATED THE 25th JANUARY 2002 AND CREATED BY 24 HOUR FILMS LIMITED FOR SECURING £2,000,000 AND ALL OTHER SUMS DUE FROM THE COMPANY TO THE FILM CONSORTIUM 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 31st JANUARY 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 4th FEBRUARY 2002.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

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