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CHFP025

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* insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

A fee of £10 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

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

For official use

Company number

[1117]

1215334

Name of company

* VISION VIDEO LIMITED, 1 Sussex Place, London W6 9XS (the "Company")

Date of creation of the charge

25th November 1999

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

Deposit Agreement (the "Agreement") between the Company and Westdeutsche
Landesbank Girozentrale (the "Bank").

Amount secured by the mortgage or charge

All monies agreed to be paid under or intended to be secured by the
Agreement.

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

Westdeutsche Landesbank Girozentrale
London Branch
51 Moorgate
London

Postcode EC2R 6AE

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

CMS Cameron McKenna
Mitre House
160 Aldersgate Street
London
EC1A 4DD

MMN/51214585

Time critical reference

For official Use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

By way of fixed charge, the principal amount of GBP 2,961,022.00 (two million nine hundred and sixty one thousand and twenty two pounds sterling) (the "Deposit") standing in or to be credited to the account designated Vision Video Limited Security Deposit re "Guest House Paradiso" into which the Deposit is made or such other account permitted by the Agreement (the "Account") and all interest now due and henceforth to become due in respect thereof.

NEGATIVE PLEDGE: The Company shall not assign all or any part or parts of its rights in any and all amounts in pounds sterling deposited into and for the time being outstanding on the Account plus any interest accrued thereon but remaining unpaid (the "Deposit Balance") or the Account nor shall it create, agree to create or permit to exist any Security Interest (defined below) (however ranking in point of priority) of any nature whatsoever in, over or affecting the Deposit Balance or the Account or its right to have monies from the Account applied in satisfaction of any one or more of the Rental Payments (defined in the Agreement).

"Security Interest" means any mortgage, charge, pledge, lien, assignment, encumbrance, right of set-off or security interest whatsoever, howsoever created or arising.

Particulars as to commission allowance or discount (note 3)

None

Signed

MS Cameron McKenna

Date

9th December 1999

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

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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 CF4 3UZ

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Particulars of a mortgage or charge (continued)

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

CHFP025

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Company Number

1215334

Name of Company

VISION VIDEO LIMITED, 1 Sussex Place, London W6 9XS (the "Company")

Limited*

* delete if
inappropriate

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

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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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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. 01215334

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEPOSIT AGREEMENT DATED THE 25th NOVEMBER 1999 AND CREATED BY VISION VIDEO LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO WESTDEUTSCHE LANDESBANK GIROZENTRALE UNDER OR INTENDED TO BE SECURED BY THE AGREEMENT WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 10th DECEMBER 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 15th DECEMBER 1999.

A large, stylized handwritten signature in black ink, located on the left side of the page.



C O M P A N I E S H O U S E



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES