

THE COMPANIES ACTS 1948 TO 1976

Particulars of a mortgage or charge

Pursuant to section 95 of the Companies Act 1948

M71/9 Dec/cf

47

Please do not
write in this
binding margin

For official use

Company number

↓ Name of Company

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

M 1 9

1337265

MEL ROSE FILM PRODUCTIONS LIMITED.

Date and description of the instrument creating or evidencing the mortgage or charge (note 2)

Single Debenture

dated SIXTEENTH
NOVEMBER 19 81

Amount due or owing on the mortgage or charge

All money and liabilities whether certain or contingent which then were or at any time thereafter might be due owing or incurred by the Company to the Bank or for which the Company might be or become liable to the Bank on any current or other account or in any manner whatever (and whether alone or jointly with any other person and in whatever style or name and whether as principal or surety) together with interest to the date of payment commission banking charges and any legal or other costs charges and expenses incurred by the Bank in relation to the Debenture or in enforcing the security thereby created.

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

LLOYDS BANK LIMITED

71, LOMBARD STREET

LONDON, EC3P 3BS

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

30-24-40

HUGHES FILM LIMITED

10 HENRIETTA ROAD, SW1E 1AD

For official use
Mortgage section

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

Please do not
write in this
binding margin



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

First - The freehold and leasehold property (if any) of the Company both present and future including (without prejudice to the generality of the foregoing) the properties (if any) specified in the Schedule to the Debenture and all buildings and fixtures (including trade fixtures) fixed plant and machinery from time to time on any such property.

Secondly - All book debts both present and future due or owing to the Company and the benefit of all rights relating thereto including (without prejudice to the generality of the foregoing) negotiable instruments legal and equitable charges reservation of proprietary rights rights of tracing and unpaid vendors liens and similar and associated rights.

Thirdly - All other monetary debts and claims both present and future (including things in action which give rise or may give rise to a debt or debts) due or owing to the Company and the benefit of all rights relating thereto including (without prejudice to the generality of the foregoing) such rights as aforesaid.

Fourthly - (i) All stocks and shares and other interests including (without prejudice to the generality of the foregoing) loan capital indebtedness or liabilities on any account or in any manner owing to the Company both present and future of the Company in (and from) any company which then was or might thereafter become a subsidiary (as defined in Section 154 of the Companies Act 1948 or any statutory modification or re-enactment thereof) of the Company; and (ii) the full benefit of all stocks shares and securities which or the certificates of which were then or might at any time thereafter be lodged with the Bank or held by the Bank or its agents or transferred to or registered in the name of the Bank or its agents or their respective nominees; and (iii) all rights in respect of or incidental to the premises described at (i) and (ii) above (the premises (i) to (iii) Fourthly described being hereinafter called "the Securities"); and (iv) all stocks shares rights moneys or property accruing or offered at any time by way of conversion redemption bonus preference option or otherwise to or in respect of any of the Securities including all dividends interest and other income payable in connection therewith (all of which premises (i) to (iv) Fourthly described are hereinafter called "Interests in Securities").

Fifthly - The goodwill and the uncalled capital of the Company both present and future.

Sixthly - The undertaking and all property and assets of the Company both present and future including (without prejudice to the generality of the foregoing) heritable property and all other property and assets in Scotland and the premises First Secondly Thirdly Fourthly and Fifthly described (if and in so far as the charges thereon or on any part or parts thereof therein contained should for any reason be ineffective as fixed charges).

The charges created by the Debenture are as regards the premises First Secondly Thirdly Fourthly and Fifthly described fixed first charges (and as regards all those parts of the premises First described then vested in the Company constitute a charge by way of legal mortgage thereon) and as to the premises Sixthly described the charge so created is a floating charge.

The Company may not without the consent in writing of the Bank:

(i) sell assign discount factor charge or otherwise dispose of the premises Secondly or Thirdly described or any part thereof save in accordance with Clause 9(d) of the Debenture set out below or deal with the same in any way otherwise than in accordance with the said sub-clause.

(ii) create or allow to subsist any specific or other mortgage debenture or charge or lien (save a lien arising by operation of law in the ordinary course of business) upon the premises charged by the Debenture or any part thereof ranking either in priority to or pari passu with any charge thereby created.

(iii) transfer sell or otherwise dispose of the whole or any material part of its undertaking property or assets except by way of sale at full value in the usual course of trading as transacted at the date of the Debenture.

By Clause 9(d) of the Debenture the Company covenanted that it would pay into its account or accounts with the Bank all moneys which it might receive in respect of the book and other debts and claims charged by it or in respect of the Interests in Securities.

Particulars as to commission, allowance or discount (note 3)

NIL

per pro LLOYD'S BANK LIMITED
19 HORSHAM ROAD, CHICHESTER

Signed
Address

Date 2 DEC 1981

Designation of position in relation to the company

Solicitors for Lloyds Bank Limited

Notes

- 1 The original instrument creating the charge, together with this form, must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (Section 95(1)). 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 copy instrument could in due course of post, and if posted with due diligence, have been received in the United Kingdom (Section 95(3)). A certified copy of the instrument creating the charge will only be accepted where the property charged and the charge so created are both outside the United Kingdom (Section 95(3)) and in such cases the copy must be verified or certified to be a true copy under the seal of the Company or under the hand of some person interested therein otherwise than on behalf of the company.
- 2 A description of the instrument, e.g., "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 subscribing or agreeing to subscribe, whether absolutely or conditionally, or 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.

2719



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

I hereby certify that a mortgage or charge dated the **16th November 1981**
and created by **MELROSE FILM PRODUCTIONS LIMITED**

for securing all moneys now due, or hereafter to become due, or from time to time accruing
due from the Company to **Lloyds Bank Limited**

on any account whatsoever

was registered pursuant to section 95 of the Companies Act, 1948, on
the **3rd December 1981**

Given under my hand at Cardiff the **7th Dec 1981**

No. **1337265**

J. RENOWDEN
Assistant Registrar of Companies

Certificate and instrument received by

.....
.....
.....

Date.....**15/12/81**.....

Hy



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write in this
binding margin



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

THE COMPANIES ACTS 1948 TO 1976

Particulars of a mortgage or charge

Pursuant to section 95 of the Companies Act 1948

47

M 134/9 DEC/83

For official use

M 134/9 DEC/83

Company number

1337265

Name of Company

MELROSE FILM PRODUCTIONS LIMITED

Date and description of the instrument creating or evidencing the mortgage or charge (note 2)

DEBENTURE

2nd December 1983

Amount due or owing on the mortgage or charge

All monies now due or hereafter to become due or from time to time accruing due from the Company to the Bank upon any account and in any manner whatsoever.

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

BARCLAYS BANK PLC

54 LOMBARD STREET
LONDON, EC3P 3AH

Short particulars of all the property mortgaged or charged

SEE OVERLEAF

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

COMPANY AND CREDIT
INFORMATION SERVICES
BARCLAYS BANK PLC
54 LOMBARD STREET
LONDON, EC3P 3AH

For official use
Mortgage section

REGISTERED

9 DEC 1983

Post room



Time critical reference

Short particulars of all the property mortgaged or charged (continued)

Please do not
write in this
binding margin

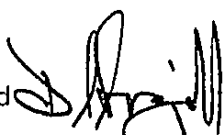
Please complete
legibly, preferably
in black type, or
bold block lettering

- (a) by way of legal mortgage all the freehold and leasehold property of the Company the title to which is registered at H.M. Land Registry together with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon;
- (b) by way of legal mortgage all other freehold and leasehold property of the Company now vested in it (whether or not registered at H.M. Land Registry) together with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon;
- (c) by way of first fixed charge all future freehold and leasehold property of the Company together with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon and all the goodwill and uncalled capital for the time being of the Company;
- (d) by way of first fixed charge all book debts and other debts now and from time to time due or owing to the Company (during the continuance of this security the Company shall pay into the Company's account with the Bank all moneys which it may receive in respect of the book debts and other debts hereby charged and shall not without the prior consent of the Bank in writing purport to charge or assign the same in favour of any other person and shall if called upon to do so by the Bank execute a legal assignment of such book debts and other debts to the Bank);
- (e) by way of a first floating charge all other the undertaking and assets of the Company whatsoever and wheresoever both present and future but so that the Company is not to be at liberty to create any mortgage or charge upon and so that no lien shall in any case or in any manner arise on or affect any part of the said premises either in priority to or *pari passu* with the charge hereby created and further that the Company shall have no power without the consent of the Bank to part with or dispose of any part of such premises except by way of sale in the ordinary course of its business.

Particulars as to commission, allowance or discount (note 3)

FOR BARCLAYS BANK PLC

Signed



Date

7 DEC 1983

Designation of position in relation to the company: MANAGER,
COMPANY AND CREDIT INFORMATION SERVICES



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

I hereby certify that a mortgage or charge dated the 2nd December 1983
and created by **MALROS FILM PRODUCTIONS LIMITED**

for securing all moneys now due, or hereafter to become due, or from time to
time accruing due from the company to **Barclays Bank PLC**

on any account whatsoever

was registered pursuant to section 95 of the Companies Act, 1948, on the
2nd December 1983

Given under my hand at the Companies Registration Office, Cardiff the - 1 FEB 1984

No. 1337265


D. ROBERTS
an authorised officer

Certificate and instrument received by

.....
.....
Date



C.69a

THE COMPANIES ACTS 1948 TO 1976

Memorandum of complete satisfaction
of mortgage or charge

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Please do not
write in this
binding margin

For official use

Company number

M 21

1337265

Name of company

MELROSE FILM PRODUCTIONS

Limited*

Please complete
legibly, preferably
in black type, or
bold block lettering*delete if
inappropriate†A description of
the instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc,
with the date
thereof should
be given.†Insert brief
details of
property§The date of
registration may
be confirmed
from the
certificate of
registration and
(except in the
case of a series
of debentures)
from the
registration
stamp affixed to
the instrument(s)
registered.For verification
see overleaf

Particulars to be verified

The above-named company hereby gives notice that the registered charge being [† DEBENTURE dated 16 Nov 19 81 *] [a series of Debentures authorised by resolution dated 16 Nov 19 81 *] secured on property undertaking and all property and assets present and future contents of Melrose office at 8-12 Old Queen Street London of which particulars were registered with the Registrar of Companies on § 3 Dec 19 81 was wholly satisfied on 21 Oct 19 83 the debt for which the charge was given having been paid or satisfied

UNDERLYING AND ASSETS OF COMPANY

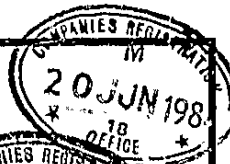
The above-named company hereby gives notice that the registered charge being [† DEBENTURES dated _____ 19 ____ *] [a series of Debentures authorised by resolution dated _____ 19 ____ *] secured on property † _____ of which particulars were registered with the Registrar of Companies on § _____ 19 ____ was wholly satisfied on _____ 19 ____ the debt for which the charge was given having been paid or satisfied

Presentor's name, address and
reference (if any):2278
2516 RICHARD ROXBURGHFor official use
Mortgage section

REGISTERED

19 JAN 1984

Post room



Time critical reference

In witness whereof the common seal of the company was hereto affixed the 29th
day of December 1983.

Signed _____
_____ Directors
_____ Secretary

Seal of company

Please do not
write in this
binding margin

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

Declaration verifying complete satisfaction of a mortgage or charge

Pursuant to section 100 of the Companies Act 1948

Name of company

MELROSE FILM PRODUCTIONS Limited*

*delete if
inappropriate

We, RICHARD YOUNG ROXBURGH
of 31 ORLANDO ROAD LONDON SW 4

_____ a director of the above-named company

and PETER MAX COLE
of 37 MELROSE ROAD LONDON S.W. 18.

the secretary thereof, do solemnly and sincerely declare that the particulars contained in the memorandum of satisfaction relating to one charges (insert number of charges) entered overleaf are true to the best of our knowledge, information and belief. And we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 15 Broad Court
Bow Street London WC2

the 29th day of December one
thousand nine hundred and eighty three

before me W. B. A. Jones

A Commissioner for Oaths†

Solicitor

Declarants sign here

R. Young Roxburgh

P. M. Cole

† for Notary Public
or Justice of the
Peace or
Solicitor having
the powers
conferred on a
Commissioner
for Oaths

M

COMPANIES FORM No. 403a

(2)

403a

Declaration of satisfaction in full or in part of mortgage or charge

Please do not
write in
this margin

Pursuant to section 403(1) of the Companies Act 1985

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

* Insert full name
of company

To the Registrar of Companies

For official use

Company number

5496C

1337265

Name of company

MEL ROSE FILM PRODUCTIONS LIMITED

I, RICHARD ROXBURGH
of 31 ORLANDO ROAD LONDON SW4

1 Delete as
appropriate

[a director] [the ~~secretary~~] [the ~~administrator~~] [the ~~administrative receiver~~]† of the above company, do
solemnly and sincerely declare that the debt for which the charge described below was given has been
paid or satisfied in [full] [part]†

† Insert a
description of the
instrument(s)
creating or
evidencing the
charge, eg
"Mortgage",
"Charge",
"Debenture" etc

Date and Description of charge 2 December 1983 DebentureDate of Registration 9 December 1983Name and address of [chargee] [trustee for the debenture holders] Barclays Bank
PLC 54 Lombard Street, London EC3P 3AH

5 The date of
registration may
be confirmed
from the
certificate

Short particulars of property charged All the freehold and leasehold
property of the company, Fixed plant and machinery, book
debts, goodwill etc

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

6 Insert brief
details of
property

Declared at Thames Valley University
26a The Princess
Clementine Lane SW4 WJA
the 20 day of August
one thousand nine hundred and ninety-one
before me.

Declarant to sign below

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

Presenter's name, address and
reference (if any)

HILARY BLANTHAM
39 DARLINGTON RD.
LONDON SE27 0UD

For official use
Mortgage Section

9 AUG 1991

COMPANIES HOUSE
Post Room

29 AUG 1991

13 AUG 1991



The Solicitors Law Stationery Society plc 24 Gray's Inn Road London WC1X 8BH

Companies M403a

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