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COMPANIES FORM No. 395

M15-£10
101186

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

Please do not
write in
this marginPlease complete
legibly, preferably
in black type or
bold block lettering

To the Registrar of Companies

For official use

Company number

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1402808

Name of company

* HIGH COMMAND PRODUCTIONS LIMITED

*Insert full name
of company

Date of creation of the charge

31st OCTOBER 2000

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

AGREEMENT AND CHARGE

Amount secured by the mortgage or charge

ANY AND ALL SUMS ADVANCED BY CINEMA COMPLECTIONS
INTERNATIONAL INC PURSUANT TO THE TERMS OF THE
AGREEMENT AND CHARGE DATED 31 OCTOBER 2000 BETWEEN
BELLHAVEN LIMITED & HIGH COMMAND PRODUCTIONS LIMITED
& CINEMA COMPLECTIONS INTERNATIONAL INC AND CONTINENTAL
CASUALTY COMPANY IN RELATION TO THE MOTION PICTURE
FILM "FOUR FEATHERS"

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

CINEMA COMPLECTIONS INTERNATIONAL INC & CONTINENTAL CASUALTY COMPANY
INC both of 4040 VINELAND AVENUE, SUITE 204, STUDIO CITY
CALIFORNIA

Postcode CA 91604 USA

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

IAN BURLINGTON - Solicitor
94 JERMYN STREET
LONDON SW1Y 6JE
DX 37220 PICCADILLY

For official use
Mortgage section

Post room

A34
COMPANIES HOUSE

ABZ72UM17

0198
15/11/00

Time critical reference

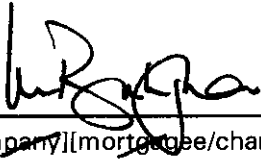
Please do not
write in
this margin

ALL THAT THE COMPANYS RIGHT TITLE AND INTEREST
IN AND TO THE MOTION PICTURE FILM "FOUR FEATHERS"
AND IN AND TO ALL PHYSICAL MATERIALS AND
PROPERTIES RELATING THERETO AS THE SAME IS MORE
PARTICULARLY REFERRED TO IN CLAUSE 13 OF THE
STANDARD TERMS AND CONDITIONS OF THE AGREEMENT
AND CHARGE

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

Particulars as to commission allowance or discount (note 3)

Signed



Date

13 November 2000

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

*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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01402808

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN AGREEMENT AND CHARGE DATED THE 31st OCTOBER 2000 AND CREATED BY HIGH COMMAND PRODUCTIONS LIMITED FOR SECURING ANY AND ALL SUMS ADVANCED BY CINEMA COMPLETIONS INTERNATIONAL INC PURSUANT TO THE TERMS OF THE AGREEMENT AND CHARGE DATED 31 OCTOBER 2000 BETWEEN BELLHAVEN LIMITED AND THE COMPANY AND CINEMA COMPLETIONS INTERNATIONAL INC AND CONTINENTAL CASUALTY COMPANY INC IN RELATION TO THE MOTION PICTURE FILM "FOUR FEATHERS" WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 15th NOVEMBER 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17th NOVEMBER 2000.

*DT
CJD*



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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