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COMPANIES FORM No. 395

395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

M254C

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

To the Registrar of Companies

For official use Company number



1420028

Name of company

* BBC ENTERPRISES LIMITED (THE CHARGOR)

*Insert full name
of company

Date of creation of the charge

20 NOVEMBER 1992

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

LEGAL CHARGE

Amount secured by the mortgage or charge

All amounts payable and other obligations of the British Broadcasting Corporation pursuant to the terms of the Completion Guarantee dated 20 November 1992 between the British Broadcasting Corporation and Berliner Bank AG.

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

Berliner Bank AG (The Chargee)

Berliner House, 81-82 Gracechurch Street

London

Postcode

EC3V 0DS

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

S J Berwin & Co
222 Grays Inn Road
London WC1X 8HB

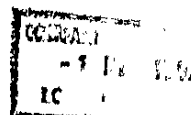
Tel: 071 837 2222
Ref: 293/B5668.10

Time critical reference

For official use
Mortgage section

DEC 1992

Post room



All the Chargor's existing and future benefit in and to the following in relation to the Film entitled "The Hawk":

- (a) All that the entire copyright and other rights in the Film and any other films and any sound recordings made in the course of the production of the Film or pursuant to any right acquired in connection with the said production or arising therefrom.
- (b) All copies of the Film and of any films and sound recordings as are mentioned in the preceding paragraph (a) and all copies of the scripts and musical scores thereof and any sketches and designs therefor together with all video tape and positive sound and visual material incorporating or reproducing the Film.
- (c) All those rights of the Chargor in relation to all music composed and sketches and designs made for or used in the production of the Film including (but not so as to limit the generality of the foregoing) the following:

Cont/...

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

Particulars as to commission allowance or discount (note 3)

N/A

Signed

S. J. Bonner & Co.

Date

27 November 1992

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.

Please do not
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Particulars of a mortgage or charge (continued)

Continuation sheet No 2
to Form No 395 and 410 (Scot)

Please complete
legibly, preferably
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Company number

1420028

Name of company

BBC ENTERPRISES LIMITED (THE CHARGOR)

Limited*

*delete if
inappropriate

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

Amount due or owing on the mortgage or charge (continued)

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

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

- g) In these particulars references to "copyright", "films", "sound recordings", "copies of films and sound recordings" and to all other rights therein mentioned shall (where the context requires or admits) be construed in accordance with the Copyright, Designs and Patents Act 1988 and the covenants implied by S76 of the Law of Property Act 1925 in a conveyance by a beneficial owner shall apply to the charge hereby created. Notwithstanding the foregoing wherever in these particulars the word "film" is used and the soundtrack is not expressly referred to such word shall be deemed and construed to include the soundtrack of such film.

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Particulars of a mortgage or charge (continued)

Continuation sheet No 1
to Form No 395 and 410 (Scot)

Please complete
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Company number

1420028

Name of company

BBC ENTERPRISES LIMITED (THE CHARGOR)

Limited*

*delete if
inappropriate

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

Amount due or owing on the mortgage or charge (continued)

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

- (i) the right to adapt the same for the purpose of and to reproduce the same in the form of the Film and any other films as are mentioned in paragraph (a) and
- (ii) the right (except for musical performing rights if the composer is a member of the Performing Right Society) to perform the same in public by transmission of the Film and any other films as aforesaid
- (d) All other rights and properties, including but not limited to physical and intellectual properties acquired or to be acquired by the Chargor in connection with the development and production of the Film including all those the Chargor's rights interests and benefits under any agreements for the provision of any goods services or facilities for the Film and the benefit of any insurance policy taken out for or in connection with the production or exploitation of the Film and the proceeds thereof.
- (e) All or any right title or interest of the Chargor in the Heads of Agreement and the Collection Agreement to be entered into pursuant to the terms of the last paragraph of Clause 7 thereof.
- (f) The Chargor hereby represents and warrants that there are and shall be no charges created by the Chargor over any matters the subject of this Charge

Cont/...

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

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

I hereby certify that a mortgage or charge dated the 20th NOVEMBER 1992
and created by BBC ENTERPRISES LIMITED

for securing all moneys due or to become due from THE BRITISH BROADCASTING
CORPORATION to BERLINER BANK AG under the terms of THE COMPLETION
GUARANTEE DATED 20th NOVEMBER 1992

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 1st DECEMBER 1992

Given under my hand at the Companies Registration Office,
Cardiff the 7th DECEMBER 1992

No. 1420028

an authorised officer

C.69

p 7/12/92.