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legibly, preferably
in black type, or
bold block lettering

*insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

A fee of £13 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



01678239

Name of company

* WDMSP Limited ("MSP")

Date of creation of the charge

5 April 2006

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

A charge over account made between MSP (1) and the Studio (as defined
below) (2) (the "Charge")

Amount secured by the mortgage or charge

All monies, obligations and liabilities whatsoever, for the payment of
Variable Royalties which may on the date of the charge or any time
thereafter be due owing or incurred by LLP and/or MSP to the Studio
pursuant to the terms of the Licensing Agreement whether actual or
contingent and whether alone, severally or jointly, as principal guarantor,
surety or otherwise and in whatever name or style and whether on any
current or other account or in any other manner whatsoever (the "Secured
Liabilities").

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

Walt Disney Pictures and Television of 500 South Buena Vista Street,
Burbank, California 91521, United States of America (the "Studio").

Postcode

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

Olswang
90 High Holborn
London
WC1V 6XX
EIR/TRB/8390.40

2299086.1

Time critical reference

For official Use (06/2005)
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

See continuation sheet

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

Particulars as to commission allowance or discount (note 3)

Nil

Signed



Date

18/4/06

On behalf of ~~XXXXXXXXXXXXXXXXXXXX~~ (chargee) †

**A fee 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

WDMSP LIMITED

Company Number 01678239

Continuation Sheet: 1 of 2

SHORT PARTICULARS OF ALL THE PROPERTY MORTGAGED OR CHARGED

1. Charge

- 1.1 MSP with full title guarantee and as a continuing security for the payment and discharge of the Secured Liabilities has charged in favour of the Studio by way of first fixed charge all its right title and interest in the Collection Account and all monies standing to the credit thereof from time to time and all the entitlements to interest the right to repayment and other rights and benefits accruing to or arising in connection therewith. 2 0 0

2. Negative Pledge

- 2.1 MSP has represented and warranted to the Studio and undertaken that:

- 2.1.1 it will not create or attempt to create or permit to arise or subsist any Encumbrance on or over the Collection Account or all or any part of the monies therein; and
- 2.1.2 it will not at any time during the subsistence of the Charge sell, assign or dispose of or agree to sell, assign or otherwise dispose of or agree to dispose of all or any of the its right, title and interest in and to all or any part of the Collection Account.

WDMSP LIMITED

Company Number 01678239

Continuation Sheet: 2 of 2

DEFINITIONS

"Collection Account"	means the account held with Lloyds TSB Bank plc more particularly described and defined in the Charge;
"Encumbrance"	any mortgage, charge, pledge, lien, assignment, hypothecation, security, interest, title, retention, preferential right or trust arrangement or other security arrangement or agreement or any right conferring a priority of payment;
"LLP"	Eclipse Film Partners No. 1 LLP (registered no. OC316518);
"Licensing Agreement"	the licensing agreement entered into on 5 April 2006 between LLP and the Studio concerning the licensing of Rights (as defined therein); and
"Variable Royalties"	has the meaning given to such term in the Licensing Agreement.

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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01678239

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE OVER ACCOUNT DATED THE 5th APRIL 2006 AND CREATED BY WDMSP LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY AND/OR ECLIPSE FILM PARTNERS NO 1 LLP TO WALT DISNEY PICTURES AND TELEVISION (THE STUDIO) ON ANY ACCOUNT WHATSOEVER 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 19th APRIL 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 24th APRIL 2006.

PDW



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES