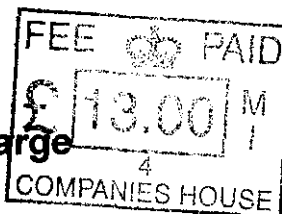


**M**

COMPANIES FORM No. 395

**Particulars of a mortgage or charge****395**

CHWP000

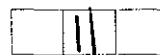
**A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.**Please do not  
write in  
this margin

Pursuant to section 395 of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block letteringTo the Registrar of Companies  
(Address overleaf - Note 6)

For official use

Company number



02856604

Name of company

\* insert full name  
of Company

\* AVALON TELEVISION LIMITED (the "Chargor")

Date of creation of the charge

13 June 2005

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

Charge between Barclays Bank PLC (the "Chargee") (1) and the Chargor (2) dated 13 June 2005 in relation to a television programme provisionally entitled "Baddiel and Skinner Unplanned (Series 5)" (the "Programme") (the "Charge").

Amount secured by the mortgage or charge

All monies which, shall for the time being be due or owing to the Chargee by the Chargor (including interest and other proper costs and charges) pursuant to the Facility Letter and the Charge.

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

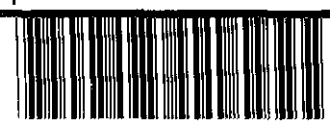
Barclays Bank PLC  
Acting through its branch at  
Media Banking Centre,  
27 Soho Square,  
London. W1D 3QRPresenter's name address and  
reference (if any) :Davenport Lyons  
30 Old Burlington Street  
London W1S 3NL

ED/CKA/BAR.02.0241

Time critical reference

For official Use  
Mortgage Section

Post room

LD2  
COMPANIES HOUSE0480  
14/06/05

Short particulars of all the property mortgaged or charged

Please see attached Schedule.

Please do not  
write in  
this margin

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

T  
25

Particulars as to commission allowance or discount (note 3)

Signed

*Davenport Lyons*

Date

13 June 2005

On behalf of [company][mortgagee/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 are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

SCHEDULE TO FORM 395

AVALON TELEVISION LIMITED (the "Chargor")

(a company incorporated under the laws of England and Wales, Registered Number: 05096176)

Short particulars of all the property mortgaged or charged

1.1 The Chargor hereby covenants to pay or discharge to the Chargee the Secured Amounts in accordance with the terms of the Facility Letter and the Charge.

1.2 As continuing security for the payment to the Chargee of the Secured Amounts and for the performance of the obligations of the Chargor under this Charge the Chargor with full title guarantee:

1.2.1 assigns absolutely to the Chargee by way of security throughout the world (and insofar as necessary by way of present assignment of future copyright pursuant to s.91 of the Copyright Designs and Patents Act 1988) the Chargor's right, title and interest in and to:

(a) the Rights (subject to and with the benefit of the ITV Contract);

(b) the ITV Contract and all of the Chargor's right, title, benefit and interest to and in the same including, without limitation, any and all sums of money whatever payable to or on account of the Chargor by ITV pursuant to the ITV Contract;

(c) the benefit of the Insurance Policies now or in the future taken out by the Chargor in respect of the Programme and/or the Rights;

1.2.2 charges by way of first fixed charge to the Chargee all the Chargor's right, title and interest in and to:

(a) the Programme (both as presently existing and to be created or acquired by the Chargor);

(b) the proceeds of the Insurance Policies now or in the future taken out by the Chargor in respect of the Programme and/or the Rights;

(c) all sums from time to time standing to the credit of the Chargor in the Chargor's Current Account;

1.2.2 charges by way of a floating charge any and all of the Chargor's rights and interest detailed in sub-clauses 3.2.2 above if and to the extent that the first fixed charge may fail for any reason to operate as a fixed charge. Paragraph 14 of Schedule B1 of the Insolvency Act 1986 (incorporated by Schedule 16 of the Enterprise Act 2002) shall apply to any floating charge created pursuant to the Charge.

To Hold the same unto the Chargee absolutely as security for the payment or discharge of the Secured Amounts.

### **Representations, warranties, covenants and indemnity**

The Chargor undertakes that whilst any part of the Loan is outstanding:

Save with the prior written consent of the Chargee, the Chargor will not create or permit to subsist any lien (except a lien arising solely by operation of law), mortgage or charge or other encumbrance on the whole or any part of its undertaking or assets, present or future, including uncalled capital, or any contingent right on the part of any person to call for any such mortgage or charge;

Further, the Chargor warrants, undertakes and agrees with the Chargee as follows:

not without the prior written consent of the Chargee to sell, transfer, dispose of or part with possession or control of or attempt to sell transfer or dispose of the Charged Assets or any part of them or any interest in them nor directly or indirectly create or permit to exist or be created any mortgage, charge, lien, pledge, incumbrance or security interest upon or in the Charged Assets or any part of them, save pursuant to the ITV Contract;

Except as otherwise defined herein, capitalised terms used herein shall bear the meaning ascribed to them in the Charge.

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02856604

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE DATED THE 13th JUNE 2005 AND CREATED BY AVALON TELEVISION LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BARCLAYS BANK PLC 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 14th JUNE 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17th JUNE 2005.

*P Dm*



*Companies House*

— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES