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\* insert full name  
of company

**COMPANIES FORM No. 395****Particulars of a mortgage or charge****395**

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number



2856604

Name of company

\* Avalon Television Limited

Date of creation of the charge

20 May 1998

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

Charge

Amount secured by the mortgage or charge

All monies and liabilities of any kind whether present or future, actual or contingent and whether incurred alone or jointly with another (including bank charges, commission, interest, costs and expenses) due owing or incurred to Barclays Bank PLC (the "Bank") by the Company in any way whatsoever.

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Pursuant to the Facility Letter  
dated 20/5/98

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

Barclays Bank PLC

27 Soho Square

London

W1A 4WA

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

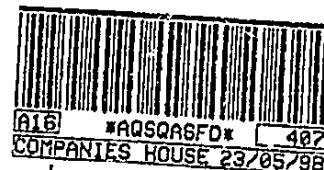
Davenport Lyons  
1 Old Burlington Street  
London W1X 2NL  
DX 37233 Piccadilly 1

GG 10081.73

Time critical reference

For official use  
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

The Company's right, title and interest in and to:-

- (a) a television series provisionally entitled "Fantasy World Cup 98" (the "Programme") as both presently existing and to be acquired by the Company;
- (b) the Rights (subject to and with the benefit of the ITV Licence);
- (c) the ITV Licence and all of the Company's right, title, benefit and interest to and in the same including without limitation any and all sums of money payable to or on account of the Company pursuant to the ITV Licence;
- (d) the proceeds of all policies of insurance now or in the future taken out by the Company in respect of the Programme and/or the Rights;
- (e) all sums from time to time standing to the credit of the Company in the Account.

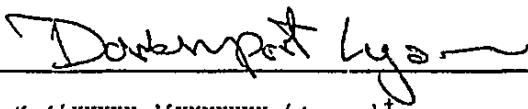
Unless defined herein all capitalised terms are as defined in the Charge.

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Particulars as to commission allowance or discount (note 3)

Signed



Date 22 May 1998

On behalf of ~~company~~ ~~mortgagee~~/chargee†

† delete as  
appropriate

- 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 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. 02856604

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE DATED THE 20th MAY 1998 AND CREATED BY AVALON TELEVISION LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BARCLAYS BANK PLC PURSUANT TO THE FACILITY LETTER DATED 20TH MAY 1998 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 23rd MAY 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 27th MAY 1998.

A handwritten signature in dark ink, appearing to read 'R. N. Owens'.

RICHARD NEIL OWENS

for the Registrar of Companies

Two handwritten marks in the bottom left corner. The top one is a stylized 'D' with a diagonal line. The bottom one is a more complex, cursive signature.



C O M P A N I E S   H O U S E