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COMPANIES FORM No. 395

Particulars of a mortgage or charge

A fee of £10 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)

Name of company

* Hiawatha Limited

Date of creation of the charge

16th February 2000

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

Assignment by way of Security between the Company (1) and John Marshall
("the Chargee") (2)

Amount secured by the mortgage or charge

£46,700 together with a premium equal to 50% thereof and all other sums
that might become owing to the Chargee pursuant to the said Assignment

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

John Marshall of JPM Resources (UK) Limited, Crosses Farm, Shaw Brow,
Whittle le Woods. Chorley, Lancs

Postcode PR6 7HG

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

Charles Russell
8-10 New Fetter Lane
London
EC4A 1RS

Attn: Peter Coles

Time critical reference

For official Use
Mortgage Section

Post room



A26
COMPANIES HOUSE

APB9N071

0693
22/02/00

CHFP025

Please do not
write in
this margin

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

* Insert full name
of Company

(a) the Company's rights in the Work entitled "HIAWATHA" ("Work") and the Development Work (as defined in the Assignment) together with the benefit of the Title Documents (defined as aforesaid) and all representations, warranties, agreements and undertakings therein contained;

(b) the copyright throughout the world in the Pilot (defined as aforesaid) and all sound recordings made in the course of the Development of the Work;

(c) the entire present and future copyright in the Series (defined as aforesaid);

(d) all other rights, services, facilities and properties acquired or to be acquired by the Company in connection with the foregoing together with the benefit of the agreements pursuant to which the same are acquired

Please do not
write in
this margin

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

Particulars as to commission allowance or discount (note 3)

Signed Charles Russell

Date 17th February 2000

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

A fee of £10 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 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

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03904518

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ASSIGNMENT BY WAY OF SECURITY DATED THE 16th FEBRUARY 2000 AND CREATED BY HIAWATHA LIMITED FOR SECURING £46,700 TOGETHER WITH A PREMIUM EQUAL TO 50% THEREOF AND ALL OTHER SUMS THAT MIGHT BECOME OWING FROM THE COMPANY TO JOHN MARSHALL OF JPM RESOURCES (UK) LIMITED PURSUANT TO THE SAID ASSIGNMENT WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 22nd FEBRUARY 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 24th FEBRUARY 2000.

P. Power



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



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES