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COMPANIES FORM No. 395

130690/50

Particulars of a mortgage or charge

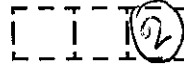
395

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)

For official use Company number



04806063

CHFP025

Please do not
write in
this margin

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

*insert full name
of Company

Name of company

* Media Deposits Limited (the "Chargor")

Date of creation of the charge

16th July 2003

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

A charge over cash deposit and account in relation to the films entitled "The Incredible Mrs Ritchie" and "The Bum's Rush" (the "Films") between the Chargor and Barclays Bank Plc (the "Bank") (the "Charge").

Amount secured by the mortgage or charge

All monies, obligations and liabilities whatsoever whether for principal, interest or otherwise in whatever currency which may now, or at any time in the future, be due, owing or incurred by the Borrowers (as defined below) to the Bank under, or in connection with, the Facility Letters (as defined below) or by the Lessee (as defined below) to the Lessor (as defined below) under the Film Leases (as defined below) (the "Secured Sums")

"Borrowers"

means the members for the time being of the Close Film Fund No.1 Partnership, the Close Film Fund No. 2 Partnership and the Close Film Fund No. 3 Partnership each of whom have entered into a Facility Letter with the Bank.

(Continued on continuation sheet 1)

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

Barclays Bank plc
54 Lombard Street,
London, EC3P 3AH
acting through its branch at 27 Soho Square, London, W1D 3QR
Postcode

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

Richards Butler
Beaufort House
15 St Botolph Street
London
EC3A 7EE

SLH/1000295

Time critical reference

For official Use
Mortgage Section

Post room



LD3
COMPANIES HOUSE

0513
29/07/03

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legibly, preferably
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bold block
lettering

The Chargor with full title guarantee and as a continuing security for the payment and discharge by the Borrowers and the Lessee (as the case may be) of the Secured Sums on each date on which any payment in respect thereof becomes due (whether on scheduled maturity, by acceleration or otherwise) (the "Due Dates") charges in favour of the Bank by way of first fixed charge the Deposit (as defined below) and the debts represented by the Deposit with the intent that the Deposit shall not be released to the Chargor until the Secured Sums have been unconditionally and irrevocably paid and discharged in full.

"Deposit" means the monies credited, from time to time, to a designated accounts maintained by the Chargor (the "Security Account") with the bank with which the Chargor maintains the Security Account which unless the Bank otherwise agrees in writing shall be the Bank or an institution within the same group of companies as the Bank, and all rights of the Chargor in relation thereto or such other account or accounts as the Bank shall designate as replacements for such account, together with all entitlements to interest, the right to repayment and other rights and benefits accruing thereto or arising in connection therewith.

(Continued on continuation sheet 1)

Particulars as to commission allowance or discount (note 3)

None applicable.

A fee of £10 is
payable to
Companies House
in respect of each
register entry for a
mortgage or
charge.
(See Note 5)

Signed Richards Butler Date 28th July 2003

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.
- 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

CHFP025

**Particulars of a mortgage or charge
(continued)**Please do not
write in this
binding marginContinuation sheet No 1
to Form No 395 and 410 (Scot)Please complete
legibly, preferably
in black type, or
bold block lettering

Company Number

04806063

Name of Company

Media Deposits Limited (the "Chargor")

~~XXXXXX~~* delete if
inappropriate

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

"Facility Letters"

means the facility letters entered into by the Bank and the Borrowers whereby the Bank agreed to grant loan facilities to the Borrowers.

"Film Leases"

means the lease agreements dated 3rd April 2003 entered into between the Lessor and the Second Close Film Fund No. 1 Partnership, the Second Close Film Fund No. 2 Partnership and the Second Close Film Fund No. 3 Partnership as novated on 15th July 2003 to the Lessee and as amended by lease amendment agreements dated 16th July 2003 in relation to the Films.

"Lessee"

means the Chargor acting in its capacity as lessee under the Film Leases.

"Lessor"

means The Close Film Sale & Leaseback LLP acting in its capacity as lessor under the Film Leases and shall for the avoidance of doubt include the Bank as assignee of the benefit of the Film Leases and the person entitled to the benefit of the payment obligations of the Lessee thereunder.

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

Please do not
write in this
binding margin

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

NB Negative Pledge

The Chargor shall not assign, transfer or otherwise dispose of the Deposit nor create or permit to subsist any Security Interest (as defined below) thereon, except for the Security Interest created by the Charge.

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

"Security Interest"

means 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 (including any "hold back" or flawed asset arrangement) conferring a priority of payment.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04806063

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE OVER CASH DEPOSIT AND ACCOUNT DATED THE 16th JULY 2003 AND CREATED BY MEDIA DEPOSITS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE BY THE BORROWERS 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 29th JULY 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 1st AUGUST 2003.

TH
P.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —