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COMPANIES FORM No. 395

A/C004000041

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.

ACCOUNT
21 OCT 2003

395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use Company number

3111

04806063

Name of company

Please do not write in this margin

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

*insert full name of Company

* MEDIA DEPOSITS LIMITED; the registered office of which is at 3 Fitzhardinge Street, London W1H 6EF (the "Company")

Date of creation of the charge

17th October 2003

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

CHARGE OVER CASH DEPOSIT AND ACCOUNT (the "Charge")

Amount secured by the mortgage or charge

As a continuing security for the payment and discharge of 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 to the Bank under or in connection with, the Loan Agreements or by the Company to the Lessor under the Film Lease (the "Secured Sums")

Please return via

CH London Counter

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

Société Générale (London Branch) (the "Bank"), SG House, 41 Tower Hill, London

Postcode EC3N 4SG

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

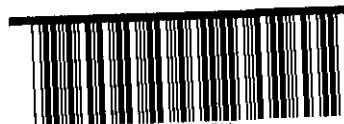
CMS Cameron McKenna
Mitre House
160 Aldersgate Street
London
EC1A 4DD

SPAO/0X9507 166/20807532

Time critical reference

For official Use
Mortgage Section

Post room



LD2
COMPANIES HOUSE

0327
21/10/03

Short particulars of all the property mortgaged or charged

By way of first fixed charge in favour of the Bank with full title guarantee the Deposit and the debts represented by the Deposit to the intent that the Deposit shall not be released to the Company until the Secured Sums have been unconditionally and irrevocably paid and discharged in full.

NEGATIVE PLEDGE

The Company shall not assign, transfer or otherwise dispose of the Deposit nor create or permit to subsist any Security Interest thereon, except for the Security Interest created by the Charge.

JS

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)

Nil

Signed *Ms Cameron McKenna*

Date 20th October 2003

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

Societe Generale (London Branch)

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

CHFP025

Particulars of a mortgage or charge (continued)

Please do not
write in this
binding margin

Continuation sheet No. 1
to Form No 395 and 410 (Scot)

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

Company Number

Name of Company

* delete if
inappropriate

Limited*

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

Definitions:

"Deposit" means the monies credited, from time to time, to the Security Account together with all entitlements to interest, the right to repayment and other rights and benefits accruing thereto or arising in connection therewith.

"Lessor" means The Invicta Film Partnership No. 10, LLP acting in its capacity as lessor under the Film Lease and shall for the avoidance of doubt include the Bank as assignee of the benefit of the Film Lease and the person entitled to the benefit of the payment obligations of the Company thereunder.

"Security Account" means the account in the name of the Company with the Bank or an institution within the same group of companies as the Bank unless the Bank otherwise agrees in writing with account no. 01000466, Sort Code 23-63-91, and all rights of the Company in relation thereto.

"Borrowers" means the partners for the time being of the Lessor each of whom have entered into a Loan Agreement with the Bank.

"Loan Agreements" means the loan agreements entered into by the Bank and the Borrowers whereby the Bank agreed to grant loan facilities in the maximum aggregate amount of £7,790,612.00 to the Borrowers in relation to the Film.

"Film Lease" means the film lease entered into between the Lessor and the Company (as amended by the agreement dated on or about the date of the Charge between the Lessor, the Company and the Bank) brief details of which appear in Schedule 1 of the Charge in relation to the Film.

"Film" means Bright Young Things.

"Security Interest" means any mortgage, charge, pledge, lien, assignment, hypothecation, security interest, title retention, preferential right or trust arrangement or other security arrangement or any right (including any "hold back" or flawed asset arrangement) conferring a priority of payment.

Please do not
write in this
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Please complete
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Please do not
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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

Please complete
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bold block lettering

CHFP025

Particulars of a mortgage or charge (continued)

Please do not
write in this
binding margin

Continuation sheet No _____
to Form No 395 and 410 (Scot)

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

Company Number

Name of Company

	Limited*
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* delete if
inappropriate

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

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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 17th OCTOBER 2003 AND CREATED BY MEDIA DEPOSITS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE BORROWERS TO SOCIETE GENERALE (LONDON BRANCH) 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 21st OCTOBER 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 23rd OCTOBER 2003.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

LC SF

HC026B