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## COMPANIES FORM No. 400

### Particulars of a mortgage or charge subject to which property has been acquired

# 400

CHFP025

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 400 of the Companies Act 1985

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

To the Registrar of Companies  
(Address overleaf - Note 4)

For official use

Company number

2131

05214060

Name of company

\* INGENIOUS MEDIA SERVICES LIMITED

\* insert full name of Company

Date and description of the instrument (if any) creating or evidencing the mortgage or charge (note 1)

COMPLETION AGREEMENT DATED 30 October 2007 ("THE AGREEMENT")

Amount secured by the mortgage or charge PLEASE SEE THE ATTACHED SCHEDULE 1

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

FILM FINANCES, INC (A CALIFORNIAN CORPORATION) OF 9000 SUNSET BOULEVARD, SUITE 1400, LOS ANGELES, CALIFORNIA 90069, USA

Short particulars of the property mortgaged or charged

(i) all positive and negative film, all sound tracks and all other physical properties of or relating to the Film, whether now or hereafter in existence and wherever located; (ii) all literary property and ancillary rights in relation to the Film, including without limitation the Screenplay, the Underlying Literary Property, if any, and the copyrights thereof and, until such time as Producer and Financier have entered into an agreement for the exploitation of the following, merchandising, soundtrack album, music publishing, interactive media, theatrical and television sequel and remake, and television series and spin-off rights, (iii) the copyright or copyrights of the Film, (iv) the music of the Film; (v) all rights to distribute, lease, license, sell, exhibit, broadcast or otherwise deal with the Film by all methods and means and in all media throughout the universe, (vi) all contracts and contract rights, accounts, inventories and

Continue overleaf as necessary

Presentor's name address and reference (if any)

OLSWANG

90 High Holborn  
London  
WC1V 6XX

Ref JHK/JMH/21940.1 2934031

Time critical reference

For official Use (02/00)

Mortgage Section

Post room

FRIDAY



LD4 \*LO4UBZ6N\*

25/04/2008

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COMPANIES HOUSE

Short particulars of the property mortgaged or charged (continued)

general intangibles of the Producer relating to the Film or to any literary property and ancillary rights and any other elements of the Film referred to in Clause 8(a) of the Agreement; (vii) the Gross Receipts and all other financial proceeds of the Collateral, including all income and receipts derived and to be derived from the marketing, distribution, licensing, sale, exhibition, broadcasting and other exploitation of the Film and of the other elements of the Collateral, and (subject to paragraph 3 of the Standard Terms attached to the Agreement) all proceeds of insurance relating to the Film.

(Capitalised terms are as defined in the Agreement).

Please do not write in this margin

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

Date of the acquisition of the property 5 April 2008

Signed  Designation Director

Date 25/4/2008

A fee is payable to Companies House in respect of each register entry for a mortgage or charge (See Note 3)

## Notes

- 1 A description of the instrument, eg, "Trust Deed", "Debenture", etc, as the case may be, should be given
- 2 A verified copy of the instrument must be delivered with these particulars correctly completed to the Registrar of Companies within 21 days after the date of the completion of the acquisition of the property which is subject to the charge. 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. If the property is situated and the charge was created outside Great Britain, they must be delivered within 21 days after the date on which the copy of the instrument could in due course of post, and if despatched with due diligence have been received in the United Kingdom

- 3 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**

- 4 The address of the Registrar of Companies is -

Companies House  
Crown Way  
Cardiff  
CF14 3UZ

† Insert Director, Secretary, Administrator, or Administrative Receiver as appropriate

## **SCHEDULE 1**

### **The amount secured by the mortgage or charge:**

All moneys, if any, expended by the Guarantor in relation to the production, completion and delivery of the Film, pursuant to the Principle Agreement or pursuant to the Completion Guaranty, including Completion Funds and all (i) out-of-pocket costs and expenses paid by the Guarantor, and (ii) losses and liabilities reasonably incurred by the Guarantor directly in relation to or arising out of the performance of the Completion Agreement or the Completion Guaranty, less any refunds received and retained by the Guarantor from insurance or otherwise, provided however, that Secured Sums shall not include any costs or expenses incurred by the Guarantor in monitoring the production of the Film prior to such time, if ever, that the Guarantor takes over control of the production of the Film, or any costs, salaries, or expenses attributable to Guarantor's general overhead (including any costs or expenses incurred by Guarantor in connection with the preparation, negotiation, recordation and/or filing of the Completion Agreement and all agreements ancillary thereto)

**Note: Capitalised terms are as defined in the Agreement.**



## **CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE**

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

**COMPANY NO. 5214060**

**CHARGE NO. 23**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A COMPLETION AGREEMENT FOR  
ALL SUMS DUE OR TO BECOME DUE SECURED ON THE  
PROPERTY ACQUIRED BY INGENIOUS MEDIA SERVICES  
LIMITED ON THE 5 APRIL 2008 WAS REGISTERED PURSUANT  
TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE  
25 APRIL 2008**

**GIVEN AT COMPANIES HOUSE, CARDIFF THE 1 MAY 2008**



*Companies House*  
— for the record —



**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**