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in black type, or
bold block lettering

*insert full name
of company

COMPANIES FORM NO. 395

Particulars of a mortgage or charge

A fee of £13 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

Acc - NO. 00400093/12

395

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

For official use

Company number



06543102

Name of company

* 123 (Filmic) Products Limited

Date of creation of the charge

18/7/08

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

5 Debenture

Amount secured by the mortgage or charge

4 All the Company's Obligations to The Royal Bank of Scotland plc of any kind and in any currency
(present, future, actual or contingent and whether incurred alone or jointly with another) including
interest and expenses

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

R The Royal Bank of Scotland plc

36 St Andrew Square

Edinburgh

Postcode EH2 2YB

Presenter's name address and
Reference (if any)
OurRef 2678865/TA/ Mcr

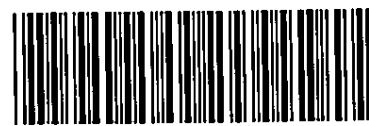
The Royal Bank of Scotland plc
Credit Documentation
DX 714895
Manchester-25

Time critical reference

For official Use
Mortgage Section

Post room

WEDNESDAY



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23/07/2008

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COMPANIES HOUSE

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1

Short particulars of all the property mortgaged or charged

- 1 By way of fixed charge the following property of the Company whether owned now or in the future -
 - (i) all interests in any freehold and leasehold property (Land) vested in or charged to the Company,
 - (ii) all fixtures and fittings attached to any Land,
 - (iii) all plant and machinery including any associated warranties and maintenance contracts,
 - (iv) all rents receivable from any lease granted out of any Land
 - (v) all the goodwill of the Company's business
 - (vi) any uncalled capital,
 - (vii) all stocks shares and other securities held by the Company in any subsidiary and all income and rights derived from or attaching to those stocks shares or securities
 - (viii) all intellectual property, licences, claims insurance policies, proceeds of any insurance and any other legal rights
 - (ix) the benefit of any hedging arrangements, futures transactions or treasury instruments,
 - 2 By way of floating charge all the other property assets and rights of the Company owned now or in the future which are not subject to a fixed charge under the Debenture or under any other security held by the Bank
- Note 1 The Debenture contains covenants by the Company that the Company will not without the consent of Bank -
- (a) permit or create any mortgage charge or lien on the property
 - (b) dispose of the property, other than disposals in the ordinary course of business of property charged by way of floating charge,
 - (c) call on or accept payment of, any uncalled capital,
 - (d) deal with its book and other debts, except by collecting them in the ordinary course of business,
 - (e) grant or accept a surrender of any lease or licence of any of its Land or consent to any assignment or sub letting by a tenant,
 - (f) part with or share possession or occupation of any of its Land
- Note 2 The Debenture gives the Bank power to appoint an Administrator

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- book

Particulars as to commission allowance or discount (note 3)

A fee of £13 is payable
to Companies House in
respect of each register
entry for a mortgage or charge

For The Royal Bank of Scotland plc

Signed

Date 22/7/08

Duly Authorised Official

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 situated 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, DX 33050 Cardiff

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

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

COMPANY NO. 6543102
CHARGE NO. 1

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 18 JULY 2008
AND CREATED BY 123 (FILMIC) PRODUCTS LIMITED FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
COMPANY TO ROYAL BANK OF SCOTLAND PLC ON ANY
ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO
CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 23
JULY 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 24 JULY 2008

Handwritten signature



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES