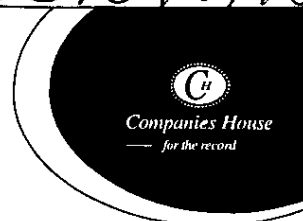


MG01

Particulars of a mortgage or charge

007844/13



A fee is payable with this form

We will not accept this form unless you send the correct fee

Please see 'How to pay' on the last page

☒ **What this form is for**
You may use this form to register
particulars of a mortgage or charge
in England and Wales or Northern
Ireland

☐ **What this form is NOT for**
You cannot use this form to regis
particulars of a charge for a Scot
company To do this, please use
form MG01s

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28/09/2012

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COMPANIES HOUSE

1	Company details	5 <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> For official use
Company number	0 8 1 2 5 4 8 6	→ Filing in this form Please complete in typescript or in bold black capitals All fields are mandatory unless specified or indicated by *
Company name in full	Lavelle Films Limited	
2	Date of creation of charge	
Date of creation	d 1 7 m 0 9 y 2 0 y 1 2	
3	Description	
	Please give a description of the instrument (if any) creating or evidencing the charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'	
Description	An Agreement between the Company, Calvary Films Limited, Octagon Films (Calvary) Limited and Film Finances, Inc (the "Guarantor")	
4	Amount secured	
	Please give us details of the amount secured by the mortgage or charge	
Amount secured	All amounts advanced by the Guarantor pursuant to a Guaranty of Completion in favour of the Irish Film Board, the British Film Institute and Aver Media LP (together the "Financiers") in respect of a film provisionally entitled "Calvary" (the "Film") together with interest thereon	Continuation page Please use a continuation page if you need to enter more details

MG01


Particulars of a mortgage or charge

5	Mortgagee(s) or person(s) entitled to the charge (if any)	
	Please give the name and address of the mortgagee(s) or person(s) entitled to the charge	
Name	FILM FINANCES, Inc ,	
Address	Suite 1400, 9000 Sunset Boulevard, Los Angeles, California, USA	
Postcode	C A 9 0 0 6 9	
Name		
Address		
Postcode		
	Continuation page Please use a continuation page if you need to enter more details	

6	Short particulars of all the property mortgaged or charged	
	Please give the short particulars of the property mortgaged or charged	
Short particulars	<p>Subject to the rights of the Financiers</p> <p>a) all the rights, title and interest of the Company of and in the Film and in the script and all other written and musical matter embodied or to be embodied or used in the Film or acquired in connection with its production and the negative and prints thereof and all rights of representing, exploiting and exhibiting the same, and</p> <p>b) all the interest and rights of the Company of an in its agreements with the Financiers and any distribution or other agreements in relation to the Film, and</p> <p>c) all property acquired for the production of the Film and all agreements made for its production, and</p> <p>d) the whole of the Company's undertaking and assets</p> <p>(together the "Charged Property")</p> <p>Negative Pledge The Company agreed that it shall not create, grant or permit to subsist any mortgage, security interest or charge, whether fixed or floating (other than any agreed in the Interparty Agreement between the Company, the Financiers and the Guarantor) on or over all or any part of the Charged Property, whether ranking in priority to, behind or pari passu with the security set out above</p>	
	Continuation page Please use a continuation page if you need to enter more details	

MG01

Particulars of a mortgage or charge

7	Particulars as to commission, allowance or discount (if any)	
	<p>Please insert the amount or rate percent of any commission, allowance or discount paid or made either directly or indirectly by the company to any person on consideration of his</p> <ul style="list-style-type: none"> - subscribing or agreeing to subscribe, whether absolutely or conditionally, or - procuring or agreeing to procure subscriptions, whether absolute or conditional, <p>for any debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered</p>	
Commission allowance or discount		
8	Delivery of instrument	
	<p>You must deliver the original instrument (if any) creating or evidencing the charge and these prescribed particulars to the Registrar of Companies within 21 days after the date of creation of the charge (section 860). If the property is situated and the charge was created outside the United Kingdom (UK), you must deliver the information to the Registrar within 21 days after the date on which the instrument could have been received in the UK in the normal course of post and assuming you had posted it promptly (section 870).</p> <p>We will accept a verified copy of the instrument creating the charge where the property charged is situated and the charge was created outside the UK (section 866). The company or the person who has delivered the copy to the Registrar must verify it to be a correct copy and sign it. Where a body corporate gives the verification, an officer of that body must sign it. We will also accept a verified copy where section 867(2) applies (property situated in another part of UK).</p>	
9	Signature	
	<p>Please sign the form here</p>	
Signature	<p>Signature</p> <p>X  X</p>	
	<p>This form must be signed by a person with an interest in the registration of the charge</p> <p>(OWEN OLIVER FILM FINANCES UK)</p>	

MG01

Particulars of a mortgage or charge



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form and will establish where we return the original documents. The contact information you give will be visible to searchers of the public record.

Contact name

Owen Oliver

Company name

Film Finances Limited

Address

15 Conduit Street

Post town

London

County/Region

Postcode

W 1 S 2 X J

Country

DX

Telephone

020 7629 6557



Certificate

We will send your certificate to the presenter's address if given above or to the Company's Registered Office if you have left the presenter's information blank.



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The company name and number match the information held on the public Register
- ☐ You have included the original deed with this form
- ☐ You have entered the date the charge was created
- ☐ You have supplied the description of the instrument
- ☐ You have given details of the amount secured by the mortgagee or chargee
- ☐ You have given details of the mortgagee(s) or person(s) entitled to the charge
- ☐ You have entered the short particulars of all the property mortgaged or charged
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record.



How to pay

A fee of £13 is payable to Companies House in respect of each mortgage or charge.

Make cheques or postal orders payable to 'Companies House'.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below.

For companies registered in England and Wales

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 869(5) & (6) of the Companies Act 2006

**COMPANY NO. 8125486
CHARGE NO. 5**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT AN AGREEMENT DATED 17
SEPTEMBER 2012 AND CREATED BY LAVELLE FILMS LIMITED
FOR SECURING ALL MONIES DUE OR TO FILM FINANCES, INC.,
UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT
CREATING OR EVIDENCING THE CHARGE WAS REGISTERED
PURSUANT TO CHAPTER 1 PART 25 OF THE COMPANIES ACT
2006 ON THE 28 SEPTEMBER 2012**

GIVEN AT COMPANIES HOUSE, CARDIFF THE 3 OCTOBER 2012



Companies House
— for the record —



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