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Please complete  
in typescript, or  
in bold black  
capitals



# LLP395

003578130

Particulars of a mortgage or charge in respect  
of a Limited Liability Partnership

A fee of £20 is payable to Companies House in respect of  
each register entry for a mortgage or charge.

LLP Number

OC301879

For official use



Full Name of Limited  
Liability Partnership

Zeus Films LLP ("the Chargor")

Date of creation  
of the charge

28th March 2003

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

Charge over Assets between the Chargor and Barclays  
Bank plc ("the Chargee") ("the Charge")

Amount secured by the  
mortgage or charge

All obligations and liabilities of (i) all those persons ("the Borrowers") to whom the Chargee from time to time makes loans for the purposes of funding any capital contribution in the Chargor or any of them to the Chargee in respect of various loans the Chargee may be prepared to make available to members of the Chargor pursuant to any facility letter pursuant to which the Chargee has agreed, or as the context may require, may agree to make a loan available to a Borrower for the acquisition of films ("the Loans") (including interest and break costs relating thereto) or (ii) of the Chargee in relation to any facility letter, the Charge and any documents from time to time executed pursuant thereto or supplementary thereto, together with (in all cases) all costs, charges and expenses incurred by the Chargee in the protection, preservation and enforcement of its rights thereto ("the Secured Liabilities")

Signed

Richards Butler

Date

31st March 2003

On behalf of ~~[XXX]~~ [mortgagee/chargee] (delete as appropriate)

Please give the name, address,  
telephone number and e-mail (if  
available) of the person Companies  
House should contact if there is any  
query. (DX addresses are acceptable  
for this purpose if you have one).

Richards Butler

Beaufort House, 15 St Botolph Street, London, EC3A  
7EE, DX 1066 DX 1066

Tel 020 7247 6555

E-mail

BAS/ZEC



LD4  
COMPANIES HOUSE

0038  
03/04/03

When you have completed and signed the form please send it to the  
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff

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

Barclays Bank plc, whose registered office is at 54 Lombard  
Street, London EC3P 3AH, England

Short particulars of all the  
property mortgaged  
or charged

The Chargor, with full title guarantee, as security for the payment, discharge and performance of all Secured Liabilities:,  
(a) charges to the Chargee by way of first fixed charge all its right, title, benefit and interest in and to all moneys from time to time standing to the credit of each present and future account of the Chargor with the Chargee to which all amounts payable from time to time to the Chargee pursuant to the lease agreements ("the Lease Agreements") dated 28th March 2003 between Impossible Pictures Limited and the Chargor for the film /television series entitled "A Touch of Frost - Series X" and "Bait" ("the Rental Payments"), together with any proceeds thereof, the right to demand the same and the debts represented thereby.  
(b) assigns to the Chargee by way of first ranking absolute assignment all its right, title and interest in and to the benefit of -  
(i) the Lease Agreements entered into, or to be entered into (including without limitation the right to receive Rental Payments);  
(ii) the guarantees entered into; and  
(iii) any and all substitute bank guarantees, letters of credit or deposits.

Particulars as to  
commission allowance  
or discount (note 3)

## 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 LLP398 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 LLP 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 Form LLP395 continuation sheet.
- 5 Cheques and Postal Orders must be made payable to **Companies House**.

*\* As applied to LLPs by Schedule 2 of the Limited Liability Partnerships Regulations 2001*

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## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985 as applied to Limited Liability Partnerships pursuant to Paragraph 4 and Schedule 2 of the Limited Liability Partnerships Regulations 2000.

LLP No. OC301879

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE OVER ASSETS DATED THE 28th MARCH 2003 AND CREATED BY ZEUS FILMS LLP FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE LIMITED LIABILITY PARTNERSHIP 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 AS APPLIED TO LIMITED LIABILITY PARTNERSHIPS PURSUANT TO PARAGRAPH 4 AND SCHEDULE 2 OF THE LIMITED LIABILITY PARTNERSHIPS REGULATIONS 2000 ON THE 3rd APRIL 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8th APRIL 2003.

*DX  
Pam*



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES