

M

COMPANIES FORM No. 395

395

CHWP000

Please do not
write in
this margin

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

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

001296/13

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

For official use

Company number



05778331

Name of company

* Media Productions (Legends) Limited (the "Company")

* insert full name
of Company

Date of creation of the charge

12 August 2008

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

Charge (the "Charge") dated 12 August 2008 between (1) the Company and (2) La Financière des Entreprises Culturelles (FIDEC), Société en Commandite (the "Lender")

Amount secured by the mortgage or charge

All obligations of the Company pursuant to the Guarantee Agreement

Capitalised terms used in this form 395 (including the attached continuation sheets) which are not otherwise defined herein shall have the same meaning given to them in Schedule 1 attached hereto

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

La Financière des Entreprises Culturelles (FIDEC), Société en Commandite of 215 Rue St-Jacques,
Bureau 800, Montreal, CANADA

Postcode H2Y 1M6

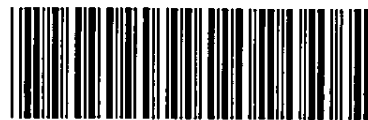
Presenter's name address and
reference (if any)

Stikeman Elliott, Dauntsey House,
4B Frederick's Place, London,
EC2R 8AB

Time critical reference

For official Use (02/
Mortgage Section

MONDAY



LIIX42RF

LD2

01/09/2008

330

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

Schedule 2 attached hereto

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

*A fee is payable
to Companies
House in
respect of each
register entry
for a mortgage
or charge
(See Note 5)*

Signed

Suleman Elliott

Date 1 September 2008

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 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**.
- 6 The address of the Registrar of Companies is Companies House, Crown Way, Cardiff CF14 3UZ.

Schedule 1

To a Form M395 in respect of Media Productions (Legends) Limited (No. 05778331)

DEFINITION OF TERMS

In this Form M395

"Guarantee Agreement" means the guarantee agreement between the Company and the Lender dated on or about 12 August 2008

"Programmes" means the television programmes tentatively entitled 'Urban Legends 1', co-produced by the Company.

"Charged Property" means the property, right, title and interest of the Company charged by the Charge.

"Intellectual Property Rights" means the Company's present and future patents, trade marks, service marks, trade names, designs, copyrights, inventions, topographical or similar rights, confidential information and know-how and any interest in any of these rights, whether or not registered, including all applications and rights to apply for registration and all fees, royalties and other rights derived from, or incidental to, these rights.

Schedule 2

To a Form M395 in respect of Media Productions (Legends) Limited (No. 05778331)

SHORT PARTICULARS OF ALL THE PROPERTY MORTGAGED OR CHARGED

1. By way of first fixed charge
 - a) all property, right, title and interest of the Company (present or future), including (without limitation) all copyright, exploitation and other rights and interest in and to the Programmes, the benefit of all book debts and other money and bank accounts and insurance policies and the right to collect and receive all income and money,
 - b) all (if any) licences, consents and authorisations (statutory or otherwise) held or required in connection with the Company's business or the use of any Charged Property, and all rights in connection with them;
 - c) all present and future goodwill and uncalled capital for the time being of the Company, and
 - d) (to the extent not charged by virtue of any of the foregoing) all Intellectual Property Rights of the Producer
2. By way of first floating charge all rights, assets, and property of the Company now owned or at any time acquired by the Company during the continuance of this security to the extent not subject to an effective fixed charge pursuant to clause 1 above.
3. The Company undertakes with the Lender that it shall not without the prior consent of the Lender in writing (which shall not be unreasonably withheld) charge or assign or purport to charge or assign in favour of any other person any money which it may receive in respect of book debts and/or other property charged by it pursuant to this charge and the Company shall if called upon to do so by the Lender execute a legal assignment of such property and book debts to the Lender.
4. The Company warrants undertakes and agrees with the Lender as follows (amongst other things)
 - (a) not without the prior written consent of the Lender to sell transfer dispose of or part with possession or control of or attempt to sell transfer or dispose of the Charged Property or any part of it or any interest in it nor directly or indirectly create or permit to exist any security interest in the Charged Property or any part of it; and
 - (b) not to create extend or permit to exist or be created or extended any mortgage charge lien pledge encumbrance or security on over or affecting the Charged Property (or any of it) without the prior written consent of the Lender and that none of such property is at present the subject of any such mortgage charge lien pledge encumbrance or other security interest



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 5778331
CHARGE NO. 2**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A CHARGE DATED 12 AUGUST 2008
AND CREATED BY MEDIA PRODUCTIONS (LEGENDS) LIMITED
FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM
THE COMPANY TO LA FINANCIERE DES ENTREPRISES
CULTURELLES (FIDEC) 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 1 SEPTEMBER
2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 2 SEPTEMBER
2008



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES