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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

395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

[12]

3565367

Name of company

* TRILOGY BROADCAST (HOLDINGS) LIMITED

Date of creation of the charge

20 August 1998

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

DEBENTURE

Amount secured by the mortgage or charge

All monies and liabilities which shall for the time being be due owing or incurred to Creditanstalt AG by the Company whether actually or contingently including interest, discount, commission or other lawful charges and expenses.

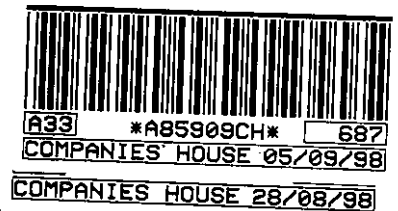
Names and addresses of the mortgagees or persons entitled to the charge

Creditanstalt AG
London Branch
125 London Wall
London EC2Y 5DD

Presentor's name address and
reference (if any):

Brobeck Hale & Dorr
Hasilwood House
60 Bishopsgate
London
EC2N 4AJ

For official use
Mortgage Section



Time critical reference

Short particulars of all the property mortgaged or charged

FIRSTLY the freehold and leasehold property of the Company both present and future and all buildings and fixtures (including trade fixtures) from time to time on any such property all liens and charges options agreements easements rights and interests over land or the proceeds of disposition of land both present and future and all plant machinery vehicles computers and other equipment of the Company both present and future and the full benefit of all warranties and contracts relating to the same but excluding stock-in-trade of the Company;

SECONDLY all stocks shares bonds and securities of any kind whatsoever whether marketable or otherwise and all other interests including but not limited to loan capital of the Company both present and future in any company firm consortium or entity wheresoever situate including all allotments accretions offers rights benefits and advantages whatsoever at any time accruing offered or arising in respect of the same whether by way of conversion redemption bonus preference option dividend interest or otherwise (all of which are hereinafter called the "Securities"). The expression "Securities" shall, without limitation, include all shares issued by Trilogy Broadcast limited registered in the name of, or beneficially owned by, the Company;

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Particulars as to commission allowance or discount (note 3)

Signed Robecce Hale of Derr International Date 27 August 1998

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 situate 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.

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

**Particulars of a mortgage or charge
(continued)**

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Continuation sheet No 1
to Form No 395 and 410 (Scot)

CHA 116

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Company Number

3565367

Name of Company

TRILOGY BROADCAST (HOLDINGS) LIMITED

Limited*

* delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

THIRDLY all book and other debts revenues and claims both present and future (including bank deposits and credit balances) and all things in action due or owing or which may become due or owing to or purchased or otherwise acquired by the Company and the full benefit of all rights and remedies relating thereto including but not limited to any negotiable or non-negotiable instruments guarantees indemnities debentures legal and equitable charges and other security reservation of proprietary rights of tracing liens and all other rights and remedies of whatsoever nature in respect of the same;

FOURTHLY the uncalled capital goodwill and all patents trade marks and service marks (whether registered or not) brand and trade names registered designs rights copyrights computer programmes inventions confidential information know how and all other intellectual or intangible property or rights and all applications for the protection of any of the foregoing in any part of the world, and all licences agreements and ancillary and connected rights and benefits including all royalties fees and other income from the same both present and future of the Company;

FIFTHLY all present and future contracts or policies of insurance (including life policies) in which the Company now or hereafter has an interest and all moneys from time to time payable thereunder including any refund of premiums; and

SIXTHLY the undertaking and all other property assets and rights of the Company whatsoever and wheresoever both present and future including but not limited to the stock in trade of the Company wheresoever and the heritable property and the whole of the property assets and rights in Scotland which is or may be from time to time while this instrument is in force comprised in the property and undertaking of the company and the premises First Secondly Thirdly Fourthly and Fifthly described (if and in so far as the charges thereon herein contained shall for any reason be ineffective as fixed charges).

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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. 03565367

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 20th AUGUST 1998 AND CREATED BY TRILOGY BROADCAST (HOLDINGS) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO CREDITANSTALT AG ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 5th SEPTEMBER 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9th SEPTEMBER 1998.

A handwritten signature in cursive script, appearing to read 'P. Davies'.

PHIL DAVIES

for the Registrar of Companies



C O M P A N I E S H O U S E

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