

Please do not
write in
this margin

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

*insert full name
of company

Pursuant to section 403(1) (b) of the Companies Act 1985

To the Registrar of Companies
(Address overleaf)

For official use

Company number

TTT²

04245526

Name of company

* YOUNG ADAM PRODUCTIONS LIMITED ("Chargor")

1. PETER WATSON

of 24 HANWAY STREET, LONDON W1P 9DD

† delete as appropriate

†insert a description of the instrument(s) creating or evidencing the charge, eg 'Mortgage', 'Charge', 'Debenture' etc.

the date of registration may be confirmed from the certificate

§ insert brief details
of property or
undertaking no
longer subject to
the charge

[a director] ~~XXXXXXXXXXXX~~ ~~XXXXXXXXXXXX~~ ~~XXXXXXXXXXXX~~ ~~XXXXXXXXXXXX~~ of the above company, do

solemnly and sincerely declare that with respect to the charge described below the part of the property or undertaking described [has been released from the charge] ~~has been released from part of the~~

Date and description of charge † 15/03/02 Charge and Deed of Assignment

Date of registration 03/04/02

Name and address of [chargee] trustee to the above-mentioned trust

DZ Bank AG, DEUTSCHE ZENTRAL-GENOSSENSCHAFTSBANK of 10 Aldersgate Street,
London EC1A 4XX

Short particulars of property or undertaking released or no longer part of the company's property or undertaking § The Delivery Material, Rights and Deposit account as defined in the attached Schedule.

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 70 Charlotte St, London
W15 4BG

Declarant to sign below

Day Month Year

on

before me

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

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

Olswang
90 High Holborn
London
WC1V 6XX

LVS/R1513-104 (1401937)

For official use
Mortgage section

Post room



A21
COMPANIES HOUSE

0220
05/04/08

Notes

The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF14 3UZ

SCHEDULE TO FORM 403B (YOUNG ADAM PRODUCTIONS LIMITED)

"Delivery Material" means:

The 35mm original master negative of the film provisionally entitled "Young Adam" (the "Film") fully synchronised with the music and soundtrack of the Film.

"Rights" means:

- (a) the sole and exclusive right, licence and privilege, but not the obligation, throughout the world excluding the Republic of Ireland to rent, lease, license, exhibit, distribute, reissue and otherwise deal in or with the Film or any part or parts thereof, prints thereof and trailers thereof in any and all forms and manner, lengths and languages, all versions, sizes and gauges of film or other material, by any and every means, method, process or device now known or which may hereafter be discovered, invented, developed, devised or created (including, without limitation, by means of film, tape, wire, discs, cartridges, cassettes and other forms of video devices); and in any and all markets including, without limitation, theatrical non-theatrical, television (whether so-called "free," "pay," "pay-per-view", "cable," or "subscription" television or otherwise and whether broadcast or transmitted in whole or in part, by means of cable, wire or other device), home showings, educational and industrial markets and to perform all sound and music synchronised therewith by means of the Film; and
- (b) the right to authorise others to exercise any of the foregoing.

"Deposit Account" means:

The bank account opened by the Chargor with ABN Amro Bank NV (the "Bank Guarantor") with account number [] as an inducement to the Bank Guarantor to issue a bank guarantee to The First Mezzanine Film Fund LLP (the "Lessor") ("Bank Guarantee") or any subsequent account performing a similar function in relation to the Bank Guarantee and all sums from time to time standing to the credit of or earned upon or in relation to such account (including, without limitation, any proceeds placed on deposit in such account by or on behalf of the Chargor on completion of the Sale and Leaseback to enable the Bank Guarantor to make rental payments to the Lessor on behalf of the Chargor in connection with the Sale and Leaseback), including all entitlements to interest and other rights and benefits accruing to or arising in connection therewith.