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CHFP025

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

* insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

A fee of £10 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

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

For official use

Company number

1711

2138358

Name of company

* 4 TV LIMITED (the "Company")

Date of creation of the charge

20 March 2002

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

Debenture dated 20 March 2002 made between the Company and 3i Group plc
(the "Debenture").

Amount secured by the mortgage or charge

ALL moneys and liabilities (whether present or future actual or
contingent) now or at any time or times hereafter due or owing or
incurred by the Company (whether as principal or surety) to 3i Group plc
(other than dividend on any shares).

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

3i Group plc whose registered office is at 91 Waterloo Road, London

Postcode SE1 8XP

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

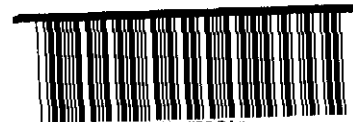
Addleshaw Booth & Co
100 Barbirolli Square
Manchester M2 3AB

RXC/MQC/11678-2314

Time critical reference

For official Use
Mortgage Section

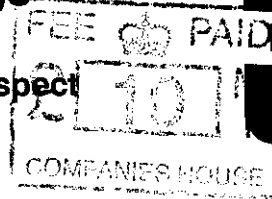
Post room



JMA
COMPANIES HOUSE

0097
04/04/02

RBS/£20/008700



395

Short particulars of all the property mortgaged or charged

Fixed charges upon:

- 1.1 all estates and interests in any freehold and leasehold property of the Company both present and future (excluding the legally charged property) together with all buildings and fixtures (including trade and other fixtures) and the fixed plant and machinery of the Company from time to time thereon or therein and the proceeds of sale thereof;
- 1.2 all stocks shares bonds loan capital and other securities both present and future belonging to the Company (including stocks or shares acquired pursuant to scrip dividends) and all rights relating thereto other than the right to be paid any dividend;
- 1.3 all book debts and other debts both present and future due or owing to the Company;
- 1.4 all the goodwill and uncalled capital of the Company both present and future;
- 1.5 all rights in patents patent applications inventions trade-marks trade-mark applications service-marks trade names registered designs copyrights know-how confidential information trade secrets and any other intellectual property rights and all licences and ancillary rights and benefits (other than royalties and other sums payable in respect thereof) both present and future of the Company.

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

Particulars as to commission allowance or discount (note 3)

Nil

Signed Addleshaw Booth & Co

Date 3 April 2002

On behalf of [~~company~~] (mortgagee/~~chargee~~) †

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

† 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.
- 5 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 CF4 3UZ

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binding margin

Particulars of a mortgage or charge (continued)

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

CHFP025

Please complete
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Company Number

2138358

Name of Company

4 TV LIMITED (the "Company")

~~limited~~

* delete if
inappropriate

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

**Please complete
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bold block lettering**

Please do not
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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

Please complete
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2. Floating charges upon the undertaking and all other property assets and rights of the Company both present and future not otherwise effectively charged by way of fixed charge by the Debenture.

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bold block lettering**

3. The Company shall not without the previous written consent of 3i Group plc:

3.1 sell, give or share possession of, grant or agree to grant any lease or tenancy of, or accept or agree to accept a surrender or any variation or addition to the terms of any lease or tenancy of, or otherwise dispose of the fixed charged property or any part thereof;

3.2 sell, assign or otherwise dispose of the whole or any substantial part of the floating charged property except in the ordinary course of business;

3.3 create or attempt to create any fixed mortgage charge or other security upon any part of the fixed charged property which would rank in priority to or pari passu with the fixed charges described above;

3.4 allow any lien to arise on or affect any part of the charged property except in the case of a lien arising by operation of law in the ordinary course of business.

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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. 02138358

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 20th MARCH 2002 AND CREATED BY 4TV LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO 3i GROUP PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 4th APRIL 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9th APRIL 2002.

A handwritten signature in black ink, consisting of a large loop followed by several strokes.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES