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write in
this marginPlease complete
legibly, preferably
in black type, or
bold block lettering* insert full name
of Company

COMPANIES FORM No. 395

006096 (13.

395**Particulars of a mortgage or charge**

A fee of £10 (£13 for forms delivered on or after 1 February 2005) 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



06626081

Name of company

* **HANWAY NATURE LIMITED**

Date of creation of the charge

30th September 2008

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

An Agreement between the Company, RPC Nature Limited and Film Finances, Inc (the "Guarantor")

Amount secured by the mortgage or charge

All amounts advanced by the Guarantor pursuant to a Guaranty of Completion in favour of Aver Media LP, British Broadcasting Corporation Ocean Pictures Limited, Hanway Films Limited, Icon Film Distribution Limited and Icon Film Distribution Pty Ltd (together the Financiers") in respect of a film provisionally entitled "CREATION" (the "Film") together with interest thereon

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

FILM FINANCES, INC, Suite 1400, 9000 Sunset Boulevard, Los Angeles,
California 90069, USA

Postcode

Presenter's name address and
reference (if any)

Film Finances Limited
15 Conduit Street
LONDON W1S 2 XJ

Time critical reference

For official Use (02/00)
Mortgage Section

Post room

WEDNESDAY

A13

08/10/2008

224

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

- a) all the rights, title and interest of the Company of and in the Film and in the script and all other written and musical matter embodied or to be embodied or used in the Film or acquired in connection with its production and the negative and prints thereof and all rights of representing, exploiting and exhibiting the same, and
- b) all the interest and rights of the Company of and in its agreements with the Financiers and any distribution agreements in relation to the Film, and
- c) all property acquired for the production of the Film and all agreements made for its production, and
- d) the whole of the Company's undertaking and assets

(together the "Charged Property")

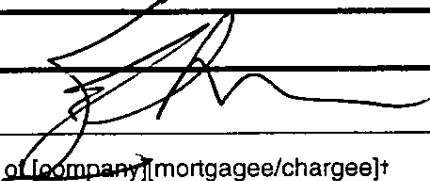
Negative Pledge

The Company shall not create, grant or permit to subsist any mortgage, security interest or charge, whether fixed or floating (other than any agreed in the Interparty Agreement between the Company, the Financiers and the Guarantor) on or over all or any part of the Charged Property, whether ranking in priority to, behind or pari passu with the security set out above

Please do not
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*Please complete
legibly, preferably
in black type, or
bold block lettering*

Particulars as to commission allowance or discount (note 3)

Signed  Date 2/10/2008
On behalf of [company] [mortgagee/chargee]†

*A fee 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 A fee of £10 (£13 for forms delivered on or after 1 February 2005) 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



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 6626081
CHARGE NO. 2**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT AN AGREEMENT DATED 30
SEPTEMBER 2008 AND CREATED BY HANWAY NATURE
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME
DUE TO FILM FINANCES INC UNDER THE TERMS OF THE
AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING
THE CHARGE 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 8 OCTOBER 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8 OCTOBER 2008

Handwritten signature



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES