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395

Particulars of a mortgage or charge



Pursuant to section 395 of the Companies Act 1985

Please do not write in this margin

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

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

7

4073780

Name of company

* Insert full name of Company

*
24 HOUR FILMS LIMITED

Date of creation of the charge

25th January 2002

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

An Agreement between the Company 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 the THE FILM CONSORTIUM and others (together the "Financiers") in respect of a film provisionally entitled "24 HOUR PARTY PEOPLE" (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

For official Use
Mortgage Section

Post room



A78
COMPANIES HOUSE

0313
31/01/02

Time critical reference

Short particulars of all the property mortgaged or charged

Subject to the rights of the Financiers:

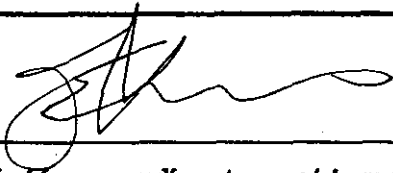
- a) all the rights, title and interest of the Company of and in the Film and in the script and all other written and musical matter embodied or to be embodied or used in the Film or acquired in connection with its production and the negative and prints thereof and all rights of representing, exploiting and exhibiting the same; and
- b) all the interest and rights of the Company of and in this agreement with the Financiers; 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.

Please do not write in this margin

Please complete legibly, print in black type, bold block letters

Particulars as to commission allowance or discount (note 3)

Signed



Date

29th January 2002

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.

If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.

The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF4 3UZ

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

COMPANY No. 04073780

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN AGREEMENT DATED THE 25th JANUARY 2002 AND CREATED BY 24 HOUR FILMS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO FILM FINANCES, INC. 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 31st JANUARY 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 5th FEBRUARY 2002.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

P. Law