

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
RDF Media Limited		02/04/2009	CORPORATION: UNITED KINGDOM
RECEIVING PARTY DATA			
Name:	The Royal Bank of Scotland plc		
Street Address:	135 Bishopsgate		
Internal Address:	Level 5		
City:	London		
State/Country:	UNITED KINGDOM		
Postal Code:	EC2M 3UR		
Entity Type:	public limited company: UNITED KINGDOM		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2990430	FAKE OUT	
Registration Number:	3160818	WIFE SWAP	
Registration Number:	3706357	WIFE SWAP	
CORRESPONDENCE DATA			
Fax Number:	(732)636-4550		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	732-636-4500		
Email:	mgilman@kgplaw.com		
Correspondent Name:	Michael R. Gilman		
Address Line 1:	1480 Route 9 North, Suite 204		
Address Line 2:	Kaplan Gilman & Pergament LLP		
Address Line 4:	Woodbridge, NEW JERSEY 07095		
ATTORNEY DOCKET NUMBER:	642-1101		

OP \$90.00 2990430

900153082

**TRADEMARK
 REEL: 004137 FRAME: 0724**

DOMESTIC REPRESENTATIVE

Name:

Address Line 1:

Address Line 2:

Address Line 3:

Address Line 4:

NAME OF SUBMITTER:

Michael R. Gilman

Signature:

/Michael R. Gilman/

Date:

01/26/2010

Total Attachments: 60

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Accession Letter

To: The Royal Bank of Scotland plc as Agent

From: The companies listed in schedule 1 hereto (each an "Acceding Company" and together the "Acceding Companies") and Parts Bidco Limited as Parent

Dated: 4 February 2009

Dear Sirs

Parts Bidco Limited - senior multicurrency term and revolving facilities agreement dated 27 November 2008 made between, amongst others, (1) Parts Bidco Limited as Parent, (2) the company listed in part 1 of schedule 1 thereto as Original Borrower, (3) the company listed in part 1 of schedule 1 thereto as Original Guarantor, (4) The Royal Bank of Scotland plc, Barclays Leveraged Finance and The Governor and Company of the Bank of Ireland as Arrangers, (5) the financial institutions listed in part 2 of schedule 1 thereto as Original Lenders, (6) The Royal Bank of Scotland plc as Agent, (7) The Royal Bank of Scotland plc as Security Agent and (8) Barclays Bank PLC as Issuing Bank as the same may be amended, varied, novated and/or restated from time to time (the "Senior Facilities Agreement").

1. We refer to the Facilities Agreement. This is an Accession Letter. Terms defined in the Senior Facilities Agreement have the same meaning in this Accession Letter unless given a different meaning in this Accession Letter.
2. Each Acceding Company agrees to become an Additional Borrower and an Additional Guarantor and to be bound by the terms of the Senior Facilities Agreement and the other Finance Documents as an Additional Borrower and an Additional Guarantor pursuant to clause 32.2 (*Additional Borrowers*) and clause 32.4 (*Additional Guarantors*) of the Senior Facilities Agreement. Each Acceding Company is a company duly incorporated under the laws of the country set out opposite its name in schedule 1 hereto and is a limited liability company with the registered number set out opposite its name in schedule 1 hereto.
3. Each Acceding Company confirms that its address and fax number for notices in relation to clause 38 (*Notices*) of the Senior Facilities Agreement are those identified with its name below.
4. This Accession Letter and any non-contractual obligations arising out of or in connection with it are governed by English law.
5. This Accession Letter is entered into by deed.

SCHEDULE 1

The Acceding Companies

Name of Acceding Company	Jurisdiction of incorporation and registration number (or equivalent, if any)	Registered office
RDF Media Group Limited (formerly RDF Media Group plc)	England and Wales, 04126826	The Gloucester Building, Kensington Village, Avonmore Road, London W14 8RF
Touchpaper Television Limited	England and Wales, 04135260	The Gloucester Building, Kensington Village, Avonmore Road, London W14 8RF
RDF Media Limited	England and Wales, 02759428	The Gloucester Building, Kensington Village, Avonmore Road, London W14 8RF
RDF Media USA, Inc	California, United States, 2717941	225 Santa Monica Boulevard, Santa Monica, CA 90401
IWC Media Limited	Scotland, SC265445	St George's Studios, 93-97 St George's Road, Glasgow G3 6JA

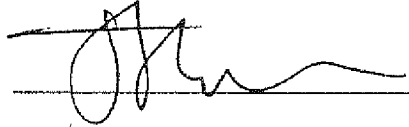
Name of Acceding Company	Jurisdiction of incorporation and registration number (or equivalent, if any)	Registered office
The Foundation TV Productions Limited	England and Wales, 03183214	The Gloucester Building, Kensington Village, Avonmore Road, London W14 8RF
Wark Clements & Company Limited	Scotland, SC150878	St George's Studios, 93-97 St George's Road, Glasgow G3 6JA
Ideal World Productions Limited	England and Wales, 02372721	The Gloucester Building, Kensington Village, Avonmore Road, London W14 8RF
Presentable Limited	England and Wales, 03956344	The Gloucester Building, Kensington Village, Avonmore Road, London W14 8RF
Radar Productions Limited	England and Wales, 04371313	The Gloucester Building, Kensington Village, Avonmore Road, London W14 8RF
Television Productions Limited	England and Wales, 06219647	The Gloucester Building, Kensington Village, Avonmore Road, London W14 8RF

Name of Acceding Company	Jurisdiction of incorporation and registration number (or equivalent, if any)	Registered office
The Comedy Unit Limited	Scotland, SC161811	6th Floor, 53 Bothwell Street, Glasgow G2 6TS
Comedy Demon Limited	England and Wales, 06202430	The Gloucester Building, Kensington Village, Avonmore Road, London W14 8RF
Monogram Productions Limited	England and Wales, 03328806	The Gloucester Building, Kensington Village, Avonmore Road, London W14 8RF
ClockTower Productions, Inc	California, United States, 2927242	225 Santa Monica Boulevard, Santa Monica, CA 90401
Pangea Management Group	California, United States, 2896549	225 Santa Monica Boulevard, Santa Monica, CA 90401
Santa Monica 23 Productions, Inc	California, United States, 2987785	225 Santa Monica Boulevard, Santa Monica, CA 90401
Ideal World Films Ltd	Scotland, SC176544	St George's Studios, 93-97 St George's Road, Glasgow G3 6JA

Name of Acceding Company	Jurisdiction of incorporation and registration number (or equivalent, if any)	Registered office
The Foundation T.V. Productions (Scotland) Limited	Scotland, SC347851	St George's Studios, 93-97 St George's Road, Glasgow G3 6JA

Executed as a deed, but not delivered until the first)
date specified on page 1 by RDF MEDIA)
GROUP LIMITED acting by:)

Director



Witness signature



Witness name:

MADELEINE RICHARDS

Witness address:

33B CONSTANTINE RD
LONDON NW3 2LN

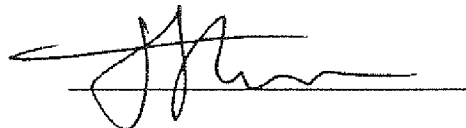
Address: The Gloucester Building, Kensington
Village, Avonmore Road, London W14
8RF

Facsimile No: 020 7013 4012

Attention: David Frank

Executed as a deed, but not delivered until the first)
date specified on page 1 by TOUCHPAPER)
TELEVISION LIMITED acting by:)

Director



Witness signature



Witness name:

MADELEINE RICHARDS

Witness address:

33B CONSTANTINE RD
LONDON NW3 2LN

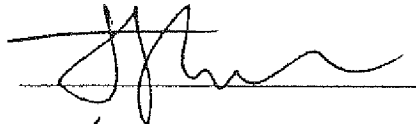
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8RF

Facsimile No: 020 7013 4012

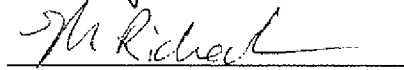
Attention: David Frank

Executed as a deed, but not delivered until the first)
date specified on page 1 by **RDF MEDIA**)
LIMITED acting by:)

Director



Witness signature



Witness name:

MADELEINE RICHARDS

Witness address:

33B CONSTANTINE RD
LONDON NW3 2LN

Address: The Gloucester Building, Kensington
Village, Avonmore Road, London W14
8RF

Facsimile No: 020 7013 4012

Attention: David Frank

Executed as a deed, but not delivered until the first)
date specified on page 1 by **RDF MEDIA USA,**)
INC acting by:)

Chief Financial Officer _____

Witness signature _____

Witness name: _____

Witness address: _____

Address: 225 Santa Monica Boulevard, Santa
Monica, CA 90410

Facsimile No: (310) 460-4494

Attention: Kirk Schenck, Andrew Lennon

Executed as a deed, but not delivered until the first)
date specified on page 1 by RDF MEDIA)
LIMITED acting by:)

Director _____

Witness signature _____

Witness name: _____

Witness address: _____

Address: The Gloucester Building, Kensington
Village, Avonmore Road, London W14
8RF

Facsimile No: 020 7013 4012

Attention: David Frank

Executed as a deed, but not delivered until the first)
date specified on page 1 by RDF MEDIA USA,)
INC acting by:)

Chief Financial Officer Andrew Lennon

Witness signature _____

Witness name: Jacqueline Tishbi

Witness address: 225 Santa Monica Blvd, 7th Floor
Santa Monica, CA 90401

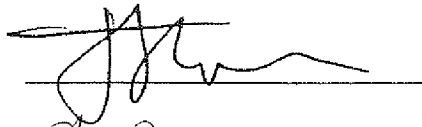
Address: 225 Santa Monica Boulevard, Santa
Monica, CA ~~90410~~ 90401

Facsimile No: (310) 460-4494

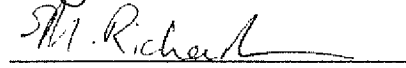
Attention: Kirk Schenck, Andrew Lennon

Executed as a deed, but not delivered until the first)
date specified on page 1 by **IWC MEDIA**)
LIMITED acting by:)

Director



Witness signature



Witness name:

MADELEINE RICHARDS

Witness address:

33B CONSTANTINE RD
LONDON NW3 2LN

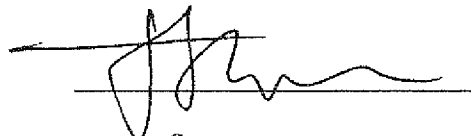
Address: The Gloucester Building, Kensington
Village, Avonmore Road, London W14
8RF

Facsimile No: 020 7013 4012

Attention: David Frank

Executed as a deed, but not delivered until the first)
date specified on page 1 by **THE FOUNDATION**)
TV PRODUCTIONS LIMITED acting by:)

Director



Witness signature



Witness name:

MADELEINE RICHARDS

Witness address:

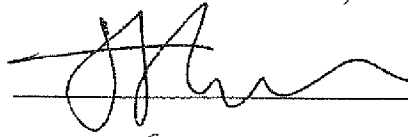
33B CONSTANTINE RD
LONDON NW3 2LN

Address: The Gloucester Building, Kensington
Village, Avonmore Road, London W14
8RF

Facsimile No: 020 7013 4012

Attention: David Frank

Executed as a deed, but not delivered until the first)
date specified on page 1 by **WARK CLEMENTS**)
& **COMPANY LIMITED** acting by:)

Director 

Witness signature 

Witness name: MADELEINE RICHARDS

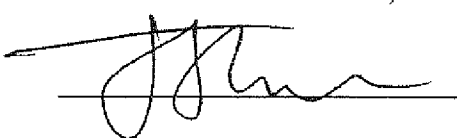
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LONDON NW3 2LN

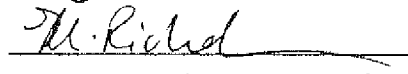
Address: The Gloucester Building, Kensington
Village, Avonmore Road, London W14
8RF

Facsimile No: 020 7013 4012

Attention: David Frank

Executed as a deed, but not delivered until the first)
date specified on page 1 by **IDEAL WORLD**)
PRODUCTIONS LIMITED acting by:)

Director 

Witness signature 

Witness name: MADELEINE RICHARDS

Witness address: 33B CONSTANTINE RD
LONDON NW3 2LN

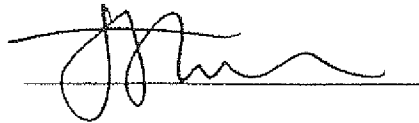
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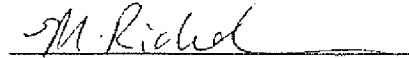
Attention: David Frank

Executed as a deed, but not delivered until the first)
date specified on page 1 by **PRESENTABLE**)
LIMITED acting by:)

Director



Witness signature



Witness name:

MADELEINE RICHARDS

Witness address:

33B CONSTANTINE RD
LONDON NW3 2LN

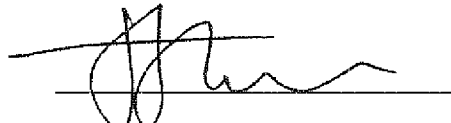
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Village, Avonmore Road, London W14
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Facsimile No: 020 7013 4012

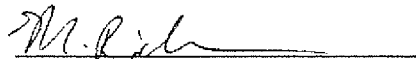
Attention: David Frank

Executed as a deed, but not delivered until the first)
date specified on page 1 by **RADAR**)
PRODUCTIONS LIMITED acting by:)

Director



Witness signature



Witness name:

MADELEINE RICHARDS

Witness address:

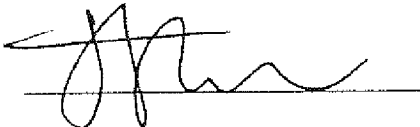
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LONDON NW3 2LN


Address: The Gloucester Building, Kensington
Village, Avonmore Road, London W14
8RF

Facsimile No: 020 7013 4012

Attention: David Frank

Executed as a deed, but not delivered until the first)
date specified on page 1 by TELEVISION)
PRODUCTIONS LIMITED acting by:)

Director 

Witness signature 

Witness name: MADELEINE RICHARDS

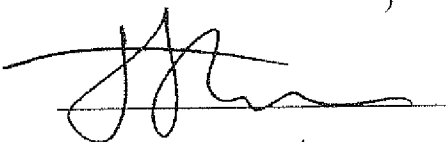
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LONDON NW3 2LN

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Village, Avonmore Road, London W14
8RF

Facsimile No: 020 7013 4012

Attention: David Frank

Executed as a deed, but not delivered until the first)
date specified on page 1 by THE COMEDY)
UNIT LIMITED acting by:)

Director 

Witness signature 

Witness name: MADELEINE RICHARDS

Witness address: 33B CONSTANTINE RD
LONDON NW3 2LN

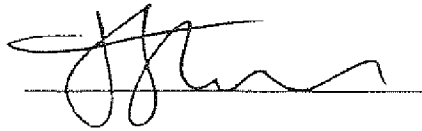
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Village, Avonmore Road, London W14
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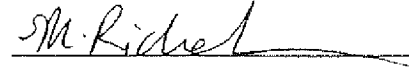
Attention: David Frank

Executed as a deed, but not delivered until the first)
date specified on page 1 by COMEDY DEMON)
LIMITED acting by:)

Director



Witness signature



Witness name:

MADELEINE RICHARDS

Witness address:

33B CONSTANTINE RD
LONDON NW3 2LN

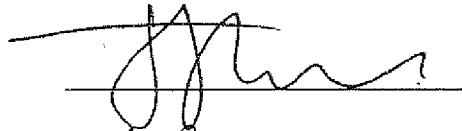
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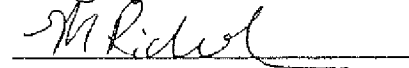
Attention: David Frank

Executed as a deed, but not delivered until the first)
date specified on page 1 by MONOGRAM)
PRODUCTIONS LIMITED acting by:)

Director



Witness signature



Witness name:

MADELEINE RICHARDS

Witness address:

33B CONSTANTINE RD
LONDON NW3 2LN

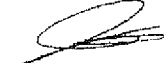
Address: The Gloucester Building, Kensington
Village, Avonmore Road, London W14
8RF

Facsimile No: 020 7013 4012

Attention: David Frank

Executed as a deed, but not delivered until the first)
date specified on page 1 by CLOCKTOWER)
PRODUCTIONS, INC acting by:)

Chief Financial Officer Andrew Lennon

Witness signature 

Witness name: Jacqueline Tishbi

Witness address: 225 Santa Monica Blvd., 7th Floor
Santa Monica, CA 90401

Address: 225 Santa Monica Boulevard, Santa
Monica, CA 90410 90401

Facsimile No: (310) 460-4494

Attention: Kirk Schenck, Andrew Lennon

Executed as a deed, but not delivered until the first)
date specified on page 1 by PANGEA)
MANAGEMENT GROUP acting by:)

Chief Financial Officer Andrew Lennon

Witness signature 

Witness name: Jacqueline Tishbi

Witness address: 225 Santa Monica Blvd., 7th Floor
Santa Monica, CA 90401

Address: 225 Santa Monica Boulevard, Santa
Monica, CA 90410 90401

Facsimile No: (310) 460-4494

Attention: Kirk Schenck, Andrew Lennon

Executed as a deed, but not delivered until the first)
date specified on page 1 by SANTA MONICA 23)
PRODUCTIONS, INC acting by:)

Chief Financial Officer Andrew Clesner

Witness signature [Signature]

Witness name: Jacqueline Tishbi

Witness address: 225 Santa Monica Blvd, 7th Floor
Santa Monica, CA 90401

Address: 225 Santa Monica Boulevard, Santa
Monica, CA ~~90410~~ 90401

Facsimile No: (310) 460-4494

Attention: Kirk Schenck, Andrew Lennon

Executed as a deed, but not delivered until the first)
date specified on page 1 by IDEAL WORLD)
FILMS LTD acting by:)

Director _____

Witness signature _____

Witness name: _____

Witness address: _____

Address: The Gloucester Building, Kensington
Village, Avonmore Road, London W14
8RF

Facsimile No: 020 7013 4012

Attention: David Frank

Executed as a deed, but not delivered until the first)
date specified on page 1 by SANTA MONICA 23)
PRODUCTIONS, INC acting by:)
)

Chief Financial Officer _____

Witness signature _____

Witness name: _____

Witness address: _____

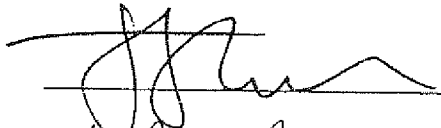
Address: 225 Santa Monica Boulevard, Santa
Monica, CA 90410

Facsimile No: (310) 460-4494

Attention: Kirk Schenck, Andrew Lennon

Executed as a deed, but not delivered until the first)
date specified on page 1 by IDEAL WORLD)
FILMS LTD acting by:)
)

Director



Witness signature



Witness name:

MADELEINE RICHARDS

Witness address:

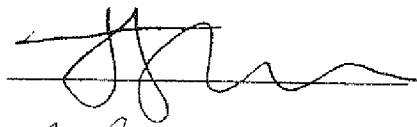
33B CONSTANTINE RD
LONDON NW32LN

Address: The Gloucester Building, Kensington
Village, Avonmore Road, London W14
8RF

Facsimile No: 020 7013 4012

Attention: David Frank

Executed as a deed, but not delivered until the first)
date specified on page 1 by **THE FOUNDATION**)
TV PRODUCTIONS (SCOTLAND) LIMITED)
acting by:)

Director 

Witness signature 

Witness name: MADELEINE RICHARDS

Witness address: 33B CONSTANTINE RD
LONDON NW3 2LN

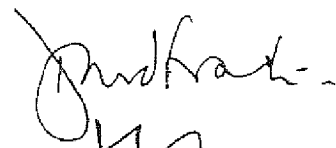
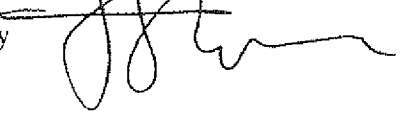
Address: The Gloucester Building, Kensington
Village, Avonmore Road, London W14
8RF

Facsimile No: 020 7013 4012

Attention: David Frank

THE PARENT

Executed as a deed, but not delivered until the)
first date specified on page 1 by **PARTS BIDCO**)
LIMITED acting by:)

Director 
Director/Secretary 

Address: The Gloucester Building
Kensington Village
Avonmore Road
London W14 8RF

Facsimile No: 020 7013 4012

Attention: David Frank



DATED

4 February

2009

(1) THE COMPANIES LISTED IN SCHEDULE 1

- and -

(2) THE ROYAL BANK OF SCOTLAND PLC

ACCESSION DEED

5. GOVERNING LAW AND JURISDICTION

This Accession Deed and any non-contractual obligations arising out of or in connection with it are governed by English law.

IN WITNESS of which this Accession Deed has been duly executed by each Acceding Company as a deed and duly executed by the Security Agent and has been delivered on the first date specified on page 1 of this Accession Deed by the New Obligor.

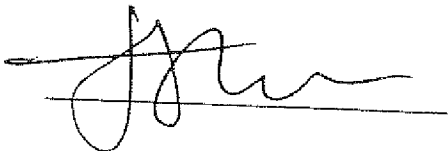
Name of Acceding Company	Jurisdiction of incorporation (if not England and Wales) and registration number (or equivalent, if any)	Registered office
Presentable Limited	03956344	The Gloucester Building, Kensington Village, Avonmore Road, London W14 8RF
Radar Productions Limited	04371313	The Gloucester Building, Kensington Village, Avonmore Road, London W14 8RF
Television Productions Limited	06219647	The Gloucester Building, Kensington Village, Avonmore Road, London W14 8RF
The Comedy Unit Limited	Scotland, SC161811	6th Floor, 53 Bothwell Street, Glasgow G2 6TS
Comedy Demon Limited	06202430	The Gloucester Building, Kensington Village, Avonmore Road, London W14 8RF
Monogram Productions Limited	03328806	The Gloucester Building, Kensington Village, Avonmore Road, London W14 8RF
ClockTower Productions, Inc	California, United States, 2927242	225 Santa Monica Boulevard, Santa Monica, CA 90401
Pangea Management Group	California, United States, 2896549	225 Santa Monica Boulevard, Santa Monica, CA 90401
Santa Monica 23 Productions, Inc	California, United States, 2987785	225 Santa Monica Boulevard, Santa Monica, CA 90401

EXECUTION PAGES

THE ACCEDING COMPANIES

Executed as a deed, but not delivered until the)
first date specified on page 1 by **RDF MEDIA**)
GROUP LIMITED acting by:)

Director



Witness signature

Kate Edwards

Witness name:

KATE EDWARDS

Witness address:

72B SINCLAIR ROAD

LONDON W14 0NJ

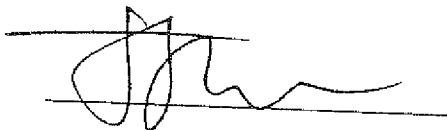
Address: The Gloucester Building, Kensington
Village, Avonmore Road, London W14
8RF

Facsimile No: 020 7013 4012

Attention: David Frank

Executed as a deed, but not delivered until the first)
date specified on page 1 by **TOUCHPAPER**)
TELEVISION LIMITED acting by:)

Director



Witness signature

Kate Edwards

Witness name:

KATE EDWARDS

Witness address:

72B SINCLAIR ROAD

LONDON W14 0NJ

Address: The Gloucester Building, Kensington
Village, Avonmore Road, London W14
8RF

Facsimile No: 020 7013 4012

Attention: David Frank

Executed as a deed, but not delivered until the)
first date specified on page 1 by RDF MEDIA)
LIMITED acting by:)

Director _____
Witness signature _____
Witness name: _____
Witness address: _____

Address: The Gloucester Building, Kensington
Village, Avonmore Road, London W14
8RF

Facsimile No: 020 7013 4012

Attention: David Frank

Executed as a deed, but not delivered until the)
first date specified on page 1 by RDF MEDIA)
USA, INC acting by:)

Chief Financial Officer Andrew Lennon

Witness signature [Signature]
Witness name: Jacqueline Tshbi
Witness address: 225 Santa Monica Blvd, 7th Fl.
Santa Monica, CA 90401

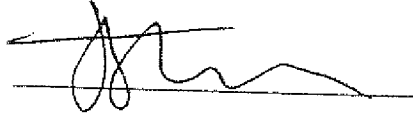
Address: 225 Santa Monica Boulevard, Santa
Monica, CA 90410

Facsimile No: (310) 460-4494

Attention: Kirk Schenck, Andrew Lennon

Executed as a deed, but not delivered until the first)
date specified on page 1 by **WARK CLEMENTS**)
& COMPANY LIMITED acting by:)

Director



Witness signature

Kate Edwards

Witness name:

KATE EDWARDS

Witness address:

72 B SINCLAIR ROAD
LONDON W14 ONJ

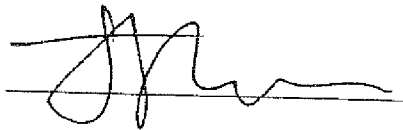
Address: The Gloucester Building, Kensington
Village, Avonmore Road, London W14
8RF

Facsimile No: 020 7013 4012

Attention: David Frank

Executed as a deed, but not delivered until the first)
date specified on page 1 by **IDEAL WORLD**)
PRODUCTIONS LIMITED acting by:)

Director



Witness signature

Kate Edwards

Witness name:

KATE EDWARDS

Witness address:

72B SINCLAIR ROAD
LONDON W14 ONJ

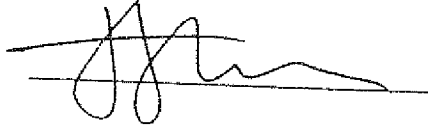
Address: The Gloucester Building, Kensington
Village, Avonmore Road, London W14
8RF

Facsimile No: 020 7013 4012

Attention: David Frank

Executed as a deed, but not delivered until the)
first date specified on page 1 by TELEVISION)
PRODUCTIONS LIMITED acting by:)

Director



Witness signature

Kate Edwards

Witness name:

KATE EDWARDS

Witness address:

72B SINCLAIR ROAD

LONDON W14 0NJ

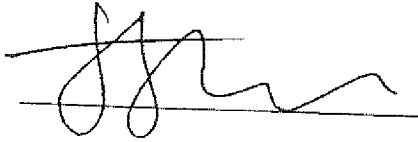
Address: The Gloucester Building, Kensington
Village, Avonmore Road, London W14
8RF

Facsimile No: 020 7013 4012

Attention: David Frank

Executed as a deed, but not delivered until the)
first date specified on page 1 by THE COMEDY)
UNIT LIMITED acting by:)

Director



Witness signature

Kate Edwards

Witness name:

KATE EDWARDS

Witness address:

72B SINCLAIR ROAD

LONDON W14 0NJ

Address: The Gloucester Building, Kensington
Village, Avonmore Road, London W14
8RF

Facsimile No: 020 7013 4012

Attention: David Frank

Executed as a deed, but not delivered until the)
first date specified on page 1 by)
CLOCKTOWER PRODUCTIONS, INC)
acting by:

Chief Financial Officer Andrew Lennon

Witness signature [Signature]

Witness name: Jacqueline Tishbi

Witness address: 225 Santa Monica Blvd, 7th Fl.
Santa Monica, CA 90401

Address: 225 Santa Monica Boulevard, Santa
Monica, CA ~~90410~~ 90401

Facsimile No: (310) 460-4494

Attention: Kirk Schenck, Andrew Lennon

Executed as a deed, but not delivered until the)
first date specified on page 1 by PANGEA)
MANAGEMENT GROUP acting by:)

Chief Financial Officer Andrew Lennon

Witness signature [Signature]

Witness name: Jacqueline Tishbi

Witness address: 225 Santa Monica Blvd, 7th Fl.
Santa Monica, CA 90401

Address: 225 Santa Monica Boulevard, Santa
Monica, CA ~~90410~~ 90401

Facsimile No: (310) 460-4494

Attention: Kirk Schenck, Andrew Lennon

Executed as a deed, but not delivered until the first)
date specified on page 1 by **SANTA MONICA 23**)
PRODUCTIONS, INC acting by:)

Chief Financial Officer _____

Witness signature _____

Witness name: _____

Witness address: _____

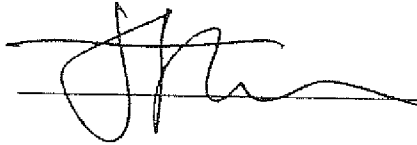
Address: 225 Santa Monica Boulevard, Santa
Monica, CA 90410

Facsimile No: (310) 460-4494

Attention: Kirk Schenck, Andrew Lennon

Executed as a deed, but not delivered until the)
first date specified on page 1 by **IDEAL**)
WORLD FILMS LTD acting by:)

Director



Witness signature Kate Edwards

Witness name: KATE EDWARDS

Witness address: 72B SINCLAIR ROAD

LONDON W14 0NJ

Address: The Gloucester Building, Kensington
Village, Avonmore Road, London W14
8RF

Facsimile No: 020 7013 4012

Attention: David Frank



DATED 4 February 2009

(1) EACH ACCEDING COMPANY LISTED IN SCHEDULE 1

- and -

(2) PARTS BIDCO LIMITED

- and -

(3) THE ROYAL BANK OF SCOTLAND PLC

ACCESSION DEED

THIS ACCESSION DEED is made on

4 February

2009

BETWEEN

- (1) EACH COMPANY LISTED IN SCHEDULE 1 (each an "Acceding Company" and together the "Acceding Companies");
- (2) PARTS BIDCO LIMITED (the "Parent"); and
- (3) THE ROYAL BANK OF SCOTLAND PLC (as Security Agent for the Secured Parties (as defined below)) (the "Security Agent").

BACKGROUND

This Accession Deed is supplemental to a debenture dated 27 November 2008 and made between (1) the Charging Companies named in schedule 1 to it and (2) the Security Agent (the "Debenture").

IT IS AGREED:

1. DEFINITIONS AND INTERPRETATION

(a) **Definitions**

Terms defined in, or construed for the purposes of, the Debenture have the same meanings when used in this Accession Deed including the recital to this Accession Deed (unless otherwise defined in this Accession Deed).

(b) **Construction**

Clause 1.2 (*Interpretation*) of the Debenture applies with any necessary changes to this Accession Deed as if it were set out in full in this Accession Deed.

2. ACCESSION OF THE ACCEDING COMPANIES

(a) **Accession**

Each Acceding Company:

- (i) unconditionally and irrevocably undertakes to and agrees with the Security Agent to observe and be bound by the Debenture; and
- (ii) creates and grants at the date of this Deed the charges, mortgages, assignments and other security which are stated to be created or granted by the Debenture,

as if it had been an original party to the Debenture as a Charging Company.

(b) **Covenant to pay**

Without prejudice to the generality of clause 2(a) (*Accession*), each Acceding Company (jointly and severally with the other Charging Companies and each other Acceding Company), covenants in the terms set out in clause 2 of the Debenture (*Covenant to pay and default interest*).

(c) **Charge and assignment**

Without prejudice to the generality of clause 2(a) (*Accession*), each Acceding Company with full title guarantee (save in respect of any property and assets in Scotland or subject to Scots law), charges and assigns (and agrees to charge and assign) to the Security Agent for the payment and discharge of the Secured Obligations, all its right, title and interest in and to the property, assets and undertaking owned by it or in which it has an interest, on the terms set out in clauses 3 (*Grant of security*), 4 (*Fixed security*) and 5 (*Floating charge*) of the Debenture including (without limiting the generality of the foregoing):

- (i) by way of first legal mortgage all the freehold and leasehold Real Property (if any) vested in or charged to the Acceding Company (including, without limitation, the property specified against its name in part 1 of schedule 2 (*Details of Security Assets owned by the Acceding Companies*) (if any and excluding any Real Property situated in Scotland));
- (ii) by way of first fixed charge:
 - (A) all the Charged Securities (including, without limitation, those specified against its name in part 2 of schedule 2 (*Details of Security Assets owned by the Acceding Companies*) (if any)); together with
 - (B) all Related Rights from time to time accruing to them;
- (iii) by way of first fixed charge each of its Cash Collateral and Collection Accounts and its other accounts with any bank or financial institution at any time (including, without limitation, those specified against its name in part 3 of schedule 2 (*Details of Security Assets owned by the Acceding Companies*) (if any) and all monies at any time standing to the credit of such accounts);
- (iv) by way of first fixed charge all Intellectual Property (including, without limitation, the Intellectual Property specified against its name in part 4 of schedule 2 (*Details of Security Assets owned by the Acceding Companies*) (if any));
- (v) by way of absolute assignment the Relevant Contracts (including, without limitation, those specified against its name in part 5 of schedule 2 (*Details of Security Assets owned by the Acceding Companies*) (if any)), all rights and remedies in connection with the Relevant Contracts and all proceeds and claims arising from them; and
- (vi) by way of absolute assignment the Insurances (including, without limitation, those specified against its name in part 6 of schedule 2 (*Details of Security Assets owned by the Acceding Companies*) (if any)), all claims under the Insurances and all proceeds of the Insurances.

(d) **Consent**

Pursuant to clause 23.3 of the Debenture (*Accession Deed*), the Parent (as agent for itself and the existing Charging Companies):

- (i) consents to the accession of each Acceding Company to the Debenture on the terms of this Accession Deed; and

- (ii) agrees that the Debenture shall, after the date of this Accession Deed, be read and construed as if each Acceding Company had been named in the Debenture as a Charging Company.

3. CONSTRUCTION OF DEBENTURE

This Accession Deed shall be read as one with the Debenture so that all references in the Debenture to "*this Deed*" and similar expressions shall include references to this Accession Deed.

4. THIRD PARTY RIGHTS

A person who is not a party to this Accession Deed has no right under the Contracts (Rights of Third Parties) Act 1999 to enforce or enjoy the benefit of any term of this Accession Deed.

5. NOTICE DETAILS

Notice details for each Acceding Company are those identified with its name below.

6. COUNTERPARTS

This Accession Deed may be executed in any number of counterparts, and this has the same effect as if the signatures (and seals, if any) on the counterparts were on a single copy of this Accession Deed.

7. GOVERNING LAW

This Accession Deed and any non-contractual obligations arising out of or in connection with it are governed by English law.

IN WITNESS of which this Accession Deed has been duly executed by each Acceding Company and the Parent as a deed and duly executed by the Security Agent and has been delivered on the first date specified on page 1 of this Accession Deed by each Acceding Company and the Parent.

SCHEDULE 1 TO THE ACCESSION DEED

The Acceding Companies

Name of Target Obligor	Jurisdiction of incorporation (if not England and Wales) and registration number (or equivalent, if any)	Registered office
RDF Media Group Limited (formerly RDF Media Group Plc)	04126826	The Gloucester Building, Kensington Village, Avonmore Road, London, W14 8RF
Touchpaper Television Limited	04135260	The Gloucester Building, Kensington Village, Avonmore Road, London, W14 8RF
RDF Media Limited	02759428	The Gloucester Building, Kensington Village, Avonmore Road, London, W14 8RF
IWC Media Limited	Scotland, SC265445	St George's Studios, 93-97 St George's Road, Glasgow G3 6JA
The Foundation TV Productions Limited	03183214	The Gloucester Building, Kensington Village, Avonmore Road, London, W14 8RF
Wark Clements & Company Limited	Scotland, SC150878	St George's Studios, 93-97 St George's Road, Glasgow G3 6JA
Ideal World Productions Limited	02372721	The Gloucester Building, Kensington Village, Avonmore Road, London, W14 8RF
Presentable Limited	03956344	The Gloucester Building, Kensington Village, Avonmore Road, London, W14 8RF

Name of Target Obligor	Jurisdiction of incorporation (if not England and Wales) and registration number (or equivalent, if any)	Registered office
Radar Productions Limited	04371313	The Gloucester Building, Kensington Village, Avonmore Road, London, W14 8RF
Television Productions Limited	06219647	The Gloucester Building, Kensington Village, Avonmore Road, London, W14 8RF
The Comedy Unit Limited	Scotland, SC161811	6th Floor, 53 Bothwell Street, Glasgow G2 6TS
Comedy Demon Limited	06202430	The Gloucester Building, Kensington Village, Avonmore Road, London, W14 8RF
Monogram Productions Limited	03328806	The Gloucester Building, Kensington Village, Avonmore Road, London, W14 8RF
Ideal World Films Ltd	Scotland, SC176544	St George's Studios, 93-97 St George's Road, Glasgow G3 6JA
The Foundation TV Productions (Scotland) Limited	Scotland, SC347851	St George's Studios, 93-97 St George's Road, Glasgow G3 6JA

SCHEDULE 2 TO THE ACCESSION DEED

Details of Security Assets owned by the Acceding Companies

Part 1 - Real Property

Registered land			
Acceding Company	Address	Administrative Area	Title number
None at the date of this Deed			

Unregistered land			
Acceding Company	Address	Document describing the Real Property	
		Date	Parties
None at the date of this Deed			

Part 2 - Charged Securities

Acceding Company	Name of company in which shares are held	Class of shares held	Number of shares held	Issued share capital
RDF Media Group Limited (formerly RDF Media Group plc)	RDF Media Limited	Ordinary and 'A' Ordinary	23,600 and 2622	23,600 Ordinary Shares of 1p each and 2622 'A' Ordinary Shares of 1p each
	Television Productions Limited	Ordinary	1	1 Ordinary Share of £1
	Presentable Limited	Ordinary	80	80 Ordinary Shares of £1 each
	The Foundation T.V. Productions Limited	Ordinary	2	2 Ordinary Shares of £1 each
	Touchpaper Television Limited	Ordinary	1,000	1,000 Ordinary Shares of £1 each
	Radar Productions Limited	Ordinary	1,000	1,000 Ordinary Shares of £1 each
	History Rights Limited	Ordinary	100	100 Ordinary Shares of £1 each
RDF Media Limited	Pocket Scientist Productions Limited	Ordinary	10 Ordinary	20 Ordinary Shares of £1 each
RDF Media Limited	Comedy Demon Limited	Ordinary	1	1 Ordinary Share of £1

Acceding Company	Name of company in which shares are held	Class of shares held	Number of shares held	Issued share capital
IWC Media Limited	Ideal World Productions Limited	Ordinary	10,492	10,492 Ordinary Shares of 1p each
Wark Clements & Company Limited	Monogram Productions Limited	Ordinary	5,000	5,000 Ordinary Shares of £1 each
Monogram Productions Limited	Bait Films Limited	Ordinary	2	2 Ordinary Shares of £1 each
Monogram Productions Limited	Grace Films Limited	Ordinary	2	2 Ordinary Shares of £1 each
Monogram Productions Limited	The Russian Bride Limited	Ordinary	2	2 Ordinary Shares of £1 each

Part 3 - Charged Accounts

Collection Accounts			
Account Holder	Account Number	Account Bank	Account bank branch address, reference and sort code
RDF Media Group Limited	20552127 GBP	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR RDF Media Group 20-78-98
RDF Media Limited	79260933 USD	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR Call Deposit USD 20-78-98
RDF Media Limited	62708511 EUR	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR Central EURO 20-78-98
RDF Media Limited	66348422 NZD	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR Central NZD

Collection Accounts			
Account Holder	Account Number	Account Bank	Account bank branch address, reference and sort code
			20-78-98
RDF Media Limited	53439311 USD	Barclays	Central USD 20-78-98
RDF Media Limited	77643300 AUD	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR Central AUD 20-78-98
RDF Media Limited	50752134 GBP	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR RDF Media Ltd 20-78-98
RDF Media Limited	20623555 GBP	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR RDF Media Ltd - BPA 20-78-98
RDF Media Limited	634697 GBP	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR RDF West 20-78-98
RDF Media Limited	30553131 GBP	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR Sky/Lyric 20-78-98
RDF Media Limited	60667439 GBP	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR Combined CH4 TR

Collection Accounts			
Account Holder	Account Number	Account Bank	Account bank branch address, reference and sort code
			20-78-98
RDF Media Limited	70607649 GBP	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR HTBAPD3 20-78-98
RDF Media Limited	50535141 GBP	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR HTBAPD3-teamA 20-78-98
RDF Media Limited	10409049 GBP	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR HTBAPD3-teamB 20-78-98
RDF Media Limited	60013196 GBP	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR RDF / Work Monarchy 20-78-98
RDF Media Limited	10665673 GBP	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR RDF Management 20-78-98
RDF Media Limited	60928070 GBP	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR Management Client 20-78-98
RDF Media Limited	10175277 GBP	Barclays	Media Banking Centre

Collection Accounts			
Account Holder	Account Number	Account Bank	Account bank branch address, reference and sort code
			PO Box 4WA 27 Soho Square London W1D 3QR RDF Rights 20-78-98
RDF Media Limited	69984822 USD	Barclays	INTL Distribn USD 20-78-98
RDF Media Limited	84893888 EUR	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR INTL Distribn EUR 20-78-98
RDF Media Limited	62712122 AUD	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR INTL Distribn AUD 20-78-98
RDF Media Limited	88530311 NZD	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR INTL Distribn NZD 20-78-98
RDF Media Limited	86607122 CAD	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR INTL Distribn CAD 20-78-98
Touchpaper Television Limited	20755621 GBP	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR Touchpaper main 20-78-98
Touchpaper Television Limited	10246565 GBP	Barclays	Media Banking Centre

Collection Accounts			
Account Holder	Account Number	Account Bank	Account bank branch address, reference and sort code
			PO Box 4WA 27 Soho Square London W1D 3QR Home boys 20-78-98
Touchpaper Television Limited	64236255 EUR	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR Main Euro 20-78-98
Touchpaper Television Limited	17900185 EUR	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR SH Production Ltd 20-78-98
Touchpaper Television Limited	80156728 GBP	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR TV Productions 20-78-98
Touchpaper Television Limited	10783641 GBP	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR Being Human 20-78-98
Radar Production Limited	90008729 GBP	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR Current Account 20-78-98
Presentable Limited	14158302 GBP	NatWest	Cardiff North Branch 21 High Street Llandaff Cardiff CF52YT



Collection Accounts			
Account Holder	Account Number	Account Bank	Account bank branch address, reference and sort code
			Presentable Limited 53-70-30
Presentable Limited	70406422 GBP	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR S4C 20-78-98
Presentable Limited	50033626 GBP	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR Main 20-78-98
Presentable Limited	781738 GBP	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR BBC 20-78-98
Presentable Limited	840971 GBP	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR Party Poker 20-78-98
Presentable Limited	10214787 GBP	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR ITV 20-78-98
Presentable Limited	13214974 GBP	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR Oz and James 20-78-98

Collection Accounts			
Account Holder	Account Number	Account Bank	Account bank branch address, reference and sort code
Presentable Limited	58810333 USD	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR Main USD 20-78-98
Foundation TV	60295744 GBP	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR Main 20-78-98
Foundation TV	80914142 GBP	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR Basil 20-78-98
Foundation TV	13267717 GBP	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR Way To Blue 20-78-98
Foundation TV	86179677 CAD	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR Way To Blue (CAD) 20-78-98
The Comedy Unit	60741507 GBP	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR Main Account 20-78-98
IWC Media Limited	90581550 GBP	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square

Collection Accounts			
Account Holder	Account Number	Account Bank	Account bank branch address, reference and sort code
			London W1D 3QR Main account 20-78-98
IWC Media Limited	30733261 GBP	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR Skillset 20-78-98
IWC Media Limited	23688704 GBP	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR Extreme Fishing 20-78-98
IWC Media Limited	50576921 GBP	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR Renaissance Man 20-78-98
IWC Media Limited	53666794 GBP	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR Crimes That Shook The World 20-78-98
IWC Media Limited	13664368 GBP	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR Car of the year 20-78-98
IWC Media Limited	23471853 GBP	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR Rory & Paddy/C5 Trust

Collection Accounts			
Account Holder	Account Number	Account Bank	Account bank branch address, reference and sort code
			Account 20-78-98
IWC Media Limited	50596523 GBP	Barclays	Media Banking Centre PO Box 4WA 27 Soho Square London W1D 3QR Room with a view 20-78-98
IWC Media Limited	103152 GBP	RBS	Glasgow Charing Cross Branch 393 Sauchiehall Street Glasgow G2 3ND Current Account 83-54-60

Part 4 - Intellectual Property

Part 4A - Trade marks							
Proprietor	Number	Trade mark	Type	Class	Jurisdiction	Status	Relevant Dates
RDF Media Group Limited (formerly RDF Media Group plc)	2457699A	ROUGH CUTS 	DW	35 38	UK	Registered	FD: 06/06/07 RD: 08/02/08
RDF Media Group Limited (formerly RDF Media Group plc)	2457699B	ROUGH CUTS	WO	35 38	UK	Registered	FD: 06/06/07 RD: 08/02/08
RDF Media Group Limited (formerly RDF Media Group plc)	2457699C		DO	09 35 38 41	UK	Registered	FD: 06/06/07 RD: 08/02/08
RDF Media Group Limited (formerly RDF Media Group plc)	2462272A	THE GREAT PRETENDER	WO	09 16 28	UK	Advertised	FD: 24/07/07
RDF Media Group Limited (formerly RDF Media Group plc)	2462272B	THE GREAT PRETENDER	WO	38 41	UK	Registered	FD: 24/07/07 RD: 08/02/08
RDF Media Group Limited (formerly RDF Media Group plc)	2474314	COMEDY DEMON	WO	09 35 38 41	UK	Opposition Outstanding	FD: 06/12/07
RDF Media Group Limited (formerly RDF Media Group plc)	2477791	DANCE MACHINE	WO	09 35 38 41	UK	Examined	FD: 23/01/08

Part 4A - Trade marks

Proprietor	Number	Trade mark	Type	Class	Jurisdiction	Status	Relevant Dates
RDF Media Group Limited (formerly RDF Media Group plc)	2496708	PERFECT RECALL	WO	09 35 38 41	UK	Examined	FD: 03/09/08
RDF Media Group Limited (formerly RDF Media Group plc)	2497727	THE SECRET MILLIONAIRE	WO	09 35 36 38 41	UK	Examined	FD: 15/09/08
RDF Media Group Limited (formerly RDF Media Group plc)	2497957	DONT FORGET THE LYRICS!	WO	09 35 38 41	UK	Examined	FD: 17/09/08
RDF Media Group Limited (formerly RDF Media Group plc)	2499262	PERFECT RECALL	WO	28	UK	New Application	FD: 02/10/08
RDF Media Group Limited (formerly RDF Media Group plc)	2499263	DONT FORGET THE LYRICS!	WO	28	UK	New Application	FD: 02/10/08
RDF Media Group Limited (formerly RDF Media Group plc)	7095029	NARAPILLARS	WO	09 16 25 28 38 41	Community	Publication Pending	FD: 25/07/08
RDF Media Group Limited (formerly RDF Media Group plc)	7088479	BUTTAFLUTTERS	WO	09 16 25 28 38 41	Community	Publication Pending	FD: 25/07/08
RDF Media Group Limited	7033401	NOK TOK	WO	09 16 28 38 41	Community	Application Published	FD: 03/07/08

Part 4A - Trade marks




Proprietor	Number	Trade mark	Type	Class	Jurisdiction	Status	Relevant Dates
(formerly RDF Media Group plc)							
RDF Media Group Limited (formerly RDF Media Group plc)	7002793	YOGO	WO	09 16 25 28 38 41	Community	Classification Pending	FD: 19/06/08
RDF Media Group Limited (formerly RDF Media Group plc)	6955454	FLUTTERBUGS	WO	09 16 25 28 38 41	Community	Application Published	FD: 02/06/08
RDF Media Group Limited (formerly RDF Media Group plc)	6814446	WAYBULOO	WO	09 16 25 28 38 41	Community	Application Published	FD: 08/04/08
RDF Media Group Limited (formerly RDF Media Group plc)	6810758	DE LI	WO	09 16 25 28 38 41	Community	Application published	FD: 04/04/08
RDF Media Group Limited (formerly RDF Media Group plc)	6810626	LAU LAU	WO	09 16 25 28 38 41	Community	Application Published	FD: 04/04/08
RDF Media Group Limited (formerly RDF Media Group plc)	6810188	YOJOJO	WO	09 16 25 28 38 41	Community	Application Published	FD: 04/04/08
RDF Media Group Limited (formerly RDF Media Group plc)	6418371	PIPLINGS	WO	09 16 25 28 38 41	Community	Registered	FD: 08/11/07 RD: 17/09/08

Part 4A - Trade marks							
Proprietor	Number	Trade mark	Type	Class	Jurisdiction	Status	Relevant Dates
RDF Media Group Limited (formerly RDF Media Group plc)	6281737	WAY TO BLUE	WO	09 16 25 28 41	Community	Registration Pending	FD: 17/09/07
RDF Media Group Limited (formerly RDF Media Group plc)	6281695	NARA	WO	09 16 28 41	Community	Application Opposed	FD: 17/09/07
RDF Media Group Limited (formerly RDF Media Group plc)	7154313	NARABUGS	WO	09 16 25 28 38 41	Community	Publication Pending	FD: 12/08/08
RDF Media Group Limited (formerly RDF Media Group plc)	7237746	DONT FORGET THE LYRICS!	WO	09 35 38 41	Community	Classification Pending	FD: 17/09/08
RDF Media Group Limited (formerly RDF Media Group plc)	7232713	THE SECRET MILLIONAIRE	WO	09 35 36 38 41	Community	Classification Pending	FD: 15/09/08
RDF Media Limited	2425222	Wife Swap	WO	25 28 41	UK	Registered	FD: 22/06/06 RD: 09/02/07
RDF Media Limited	2420811A	BANZAI	WO	38	UK	Registered	FD: 03/05/06 RD: 23/11/07
RDF Media Group Limited (formerly RDF Media Group plc)	77324815	PIPLINGS		09 16 25 28 38 41	US	Examination in Progress	FD: 08/11/07

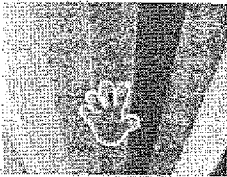
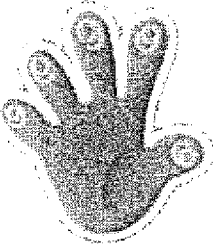
Part 4A - Trade marks

Proprietor	Number	Trade mark	Type	Class	Jurisdiction	Status	Relevant Dates
RDF Media Group Limited (formerly RDF Media Group plc)	77503848	WAYBULOO		09 16 25 28 38 41	US	Examination in Progress	FD: 20/06/08
RDF Media Group Limited (formerly RDF Media Group plc)	77565818	NARABUGS		09 16 25 28 38 41	US	Application Filed	FD: 09/09/08
RDF Media Group Limited (formerly RDF Media Group plc)	1400673	WAYBULOO			Canada	Application Filed	FD: 23/06/08
RDF Media Group Limited (formerly RDF Media Group plc)	1400667	DE LI			Canada	Application Filed	FD: 23/06/08
RDF Media Group Limited (formerly RDF Media Group plc)	1400665	LAU LAU			Canada	Application Filed	FD: 23/06/08
RDF Media Group Limited (formerly RDF Media Group plc)	1400516	PIPLINGS			Canada	Application Filed	FD: 20/06/08
RDF Media Group Limited (formerly RDF Media Group plc)	1400519	YOJOJO			Canada	Application Filed	FD: 20/06/08

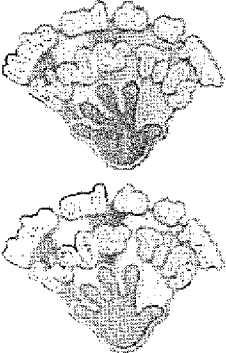
Part 4A - Trade marks

Proprietor	Number	Trade mark	Type	Class	Jurisdiction	Status	Relevant Dates
RDF Media Limited	3060818	WIFE SWAP		25	US	Registered	FD: 27/05/05 RD: 17/10/06
RDF Media Limited	77506504	WIFE SWAP		16	US	Approved for Publication	FD: 24/06/08
RDF Media Limited	2990430	FAKE OUT		41	US	Registered	FD: 10/11/03 RD: 30/08/05
Presentable Limited	2334202	Latenight POKER 	DW	09 28 41	UK	Registered	FD: 06/06/03 RD: 07/11/03
Presentable Limited	2336923	Latenight P KER 	DW	16 25 28	UK	Registered	FD: 05/07/03 RD: 19/12/03
Presentable Limited	4891081	Poker Nations Cup	WO	09 16 25 28 41	Community	Registered	FD: 06/02/06 RD: 05/03/07
Presentable Limited	823471 (IR designating the EC)		Fig	09 28 41	Community	Registered	RD: 25/01/05
The Foundation TV Productions Limited	2455645	TOCKY	WO	41	UK	Registered	FD: 16/05/07 RD: 28/12/07
The Foundation TV	2455658	BIG BARN FARM	WO	09 16 25 28	UK	Registered	FD: 16/05/07

Part 4A - Trade marks

Proprietor	Number	Trade mark	Type	Class	Jurisdiction	Status	Relevant Dates
Productions Limited				41			RD: 04/01/08
The Foundation TV Productions Limited	2455698	MISTER MAKER	WO	09 16 25 28 41	UK	Registered	FD: 16/05/07 RD: 08/02/08
The Foundation TV Productions Limited	2287673	Make and Do At Your Finger Tips	WO	03 09 11 14 16 18 21 24 25 28 29 30 41	UK	Registered	FD: 07/12/01 RD: 28/06/02
The Foundation TV Productions Limited	2288528A		DO	03 09 11 14 16 18 21 24 25 28 29 30 41	UK	Registered	FD: 19/12/01 RD: 04/10/02
The Foundation TV Productions Limited	2288528B		DO	03 09 11 14 16 18 21 24 25 28 29 30 41	UK	Registered	FD: 19/12/01 RD: 22/11/02
The Foundation TV Productions Limited	2302685	GLOBO LOCO	WO	09 16 25 28 41	UK	Registered	FD: 13/06/02 RD: 13/12/02

Part 4A - Trade marks

Proprietor	Number	Trade mark	Type	Class	Jurisdiction	Status	Relevant Dates
The Foundation TV Productions Limited	2310090	Make and Do At Your Finger Tips 	DW	03 09 11 14 16 18 21 24 25 28 29 30 41	UK	Registered	FD: 07/09/02 RD: 07/03/03
The Foundation TV Productions Limited	2360331	ROLAND BUTTER	WO	16 25 28 41	UK	Registered	FD: 06/04/04 RD: 10/09/04
The Foundation TV Productions Limited	2386020	TRICKY TV	WO	09 41	UK	Registered	FD: 03/03/05 RD: 29/07/05
The Foundation TV Productions Limited	2388142	ASTRONUTS	WO	09 41	UK	Registered	FD: 30/03/05 RD: 14/10/05
The Foundation TV Productions Limited	2477163	TRICKY TV	WO	09 16 25 28 41	UK	Registered	FD: 16/01/08 RD: 22/08/08
The Foundation TV Productions Limited	2607919	FINGER TIPS	WO	09 16 28 41	Community	Registered	FD: 08/03/02 RD: 18/12/03

Part 4B - Patents

Proprietor/ADP number	Patent number	Description
None at the date of this Deed		

Part 5 - Material Contracts

Acceding Company	Date of Relevant Contract	Parties	Details of Relevant Contract
None at the date of this Deed			

Part 6 - Insurances

Acceding Company	Policy Type	Insurer	Policy number
IWC Media Limited	Business combined - property damage	Chubb	35864778
IWC Media Limited	Business interruption/employers' liability/public and products liability	Chubb	35864776
IWC Media Limited	Personal accident and travel	Chubb	64793277
IWC Media Limited	Special production package	Chubb	35864776A
RDF Media Plc and others	Business combined - property damage	Chubb	35864757
RDF Media Plc and others	Business interruption	Chubb	35864757
RDF Media Group PLC - RDF Media Ltd Touchpaper Television Ltd - Presentable Ltd - Foundation TV Ltd - Comedy Unit Ltd Radar Ltd	Directors' and officers' liability	Chubb	81904506E
RDF Media Limited	Engineering insurance and inspection	Allianz	NV12021787
RDF Media Group PLC - RDF Media Ltd	Personal accident and travel	Chubb	64773682

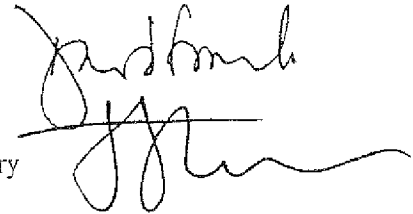
EXECUTION PAGES OF THE ACCESSION DEED

THE ACCEDING COMPANIES

Executed as a deed, but not delivered until the)
first date specified on page 1 by **RDF MEDIA**)
GROUP LIMITED acting by:)

Director

Director\Secretary



Address: The Gloucester Building
Kensington Village
Avonmore Road
London W14 8RF

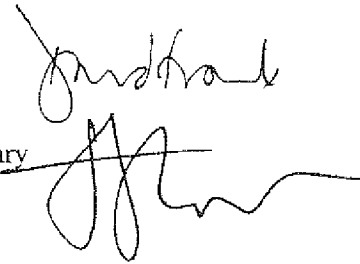
Facsimile No: 020 7013 4012

Attention: David Frank

Executed as a deed, but not delivered until the)
first date specified on page 1 by **TOUCHPAPER**)
TELEVISION LIMITED acting by:)

Director

Director\Secretary



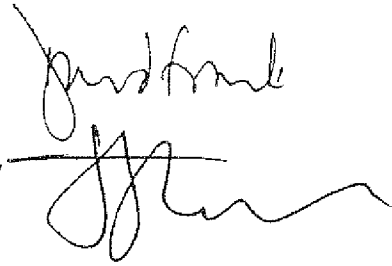
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Facsimile No: 020 7013 4012

Attention: David Frank

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first date specified on page 1 by RDF MEDIA)
LIMITED acting by:)

Director
Director/Secretary



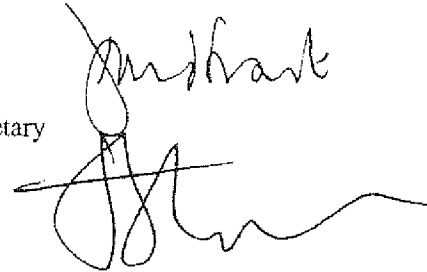
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Facsimile No: 020 7013 4012

Attention: David Frank

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first date specified on page 1 by IWC MEDIA)
LIMITED acting by:)

Director
Director/Secretary



Address: The Gloucester Building
Kensington Village
Avonmore Road
London W14 8RF

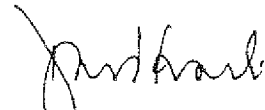
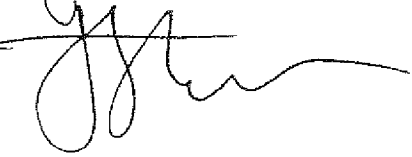
Facsimile No: 020 7013 4012

Attention: David Frank

Executed as a deed, but not delivered until the first)
date specified on page 1 by **THE FOUNDATION**)
TV PRODUCTIONS LIMITED acting by:)

Director

Director\Secretary

Address: The Gloucester Building
Kensington Village
Avonmore Road
London W14 8RF

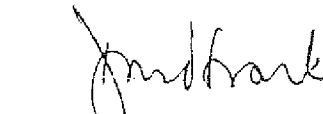
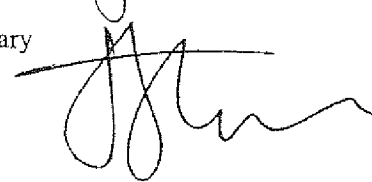
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Attention: David Frank

Executed as a deed, but not delivered until the first)
date specified on page 1 by **WARK CLEMENTS**)
& COMPANY LIMITED acting by:)

Director

Director\Secretary

Address: The Gloucester Building
Kensington Village
Avonmore Road
London W14 8RF

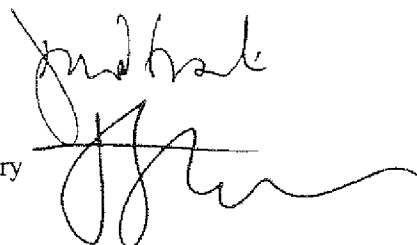
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Attention: David Frank

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date specified on page 1 by **IDEAL WORLD**)
PRODUCTIONS LIMITED acting by:)

Director

Director\Secretary



Address: The Gloucester Building
Kensington Village
Avonmore Road
London W14 8RF

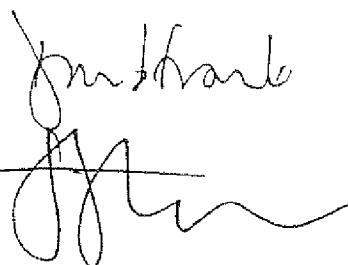
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Attention: David Frank

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PRESENTABLE LIMITED acting by:)

Director

Director\Secretary



Address: The Gloucester Building
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Avonmore Road
London W14 8RF

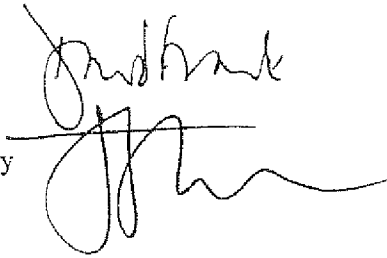
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Attention: David Frank

Executed as a deed, but not delivered until the)
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PRODUCTIONS LIMITED acting by:)

Director

Director\Secretary



Address: The Gloucester Building
Kensington Village
Avonmore Road
London W14 8RF

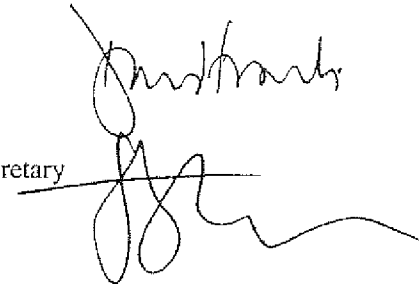
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Attention: David Frank

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first date specified on page 1 by **TELEVISION**)
PRODUCTIONS LIMITED acting by:)

Director

Director\Secretary



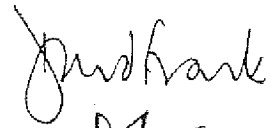
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Kensington Village
Avonmore Road
London W14 8RF

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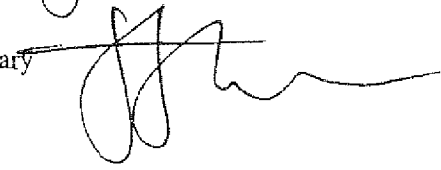
Attention: David Frank

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first date specified on page 1 by **THE COMEDY**)
UNIT LIMITED acting by:)

Director



Director\Secretary



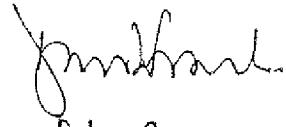
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Kensington Village
Avonmore Road
London W14 8RF

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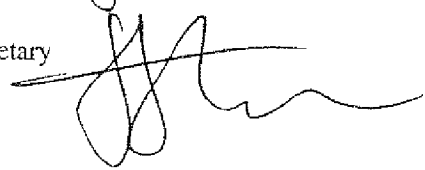
Attention: David Frank

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first date specified on page 1 by **COMEDY**)
DEMON LIMITED acting by:)

Director



Director\Secretary



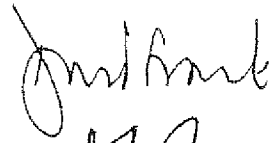
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Kensington Village
Avonmore Road
London W14 8RF

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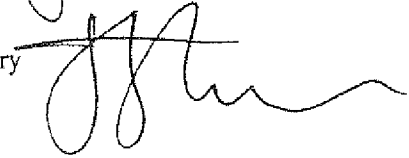
Attention: David Frank

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first date specified on page 1 by **MONOGRAM**)
PRODUCTIONS LIMITED acting by:)

Director



Director\Secretary



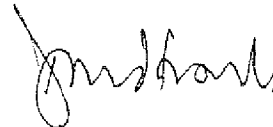
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Avonmore Road
London W14 8RF

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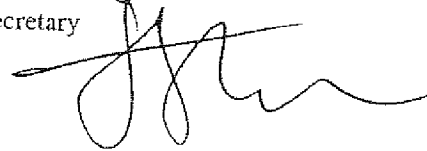
Attention: David Frank

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FOUNDATION TV PRODUCTIONS)
(SCOTLAND) LIMITED acting by:)

Director



Director\Secretary



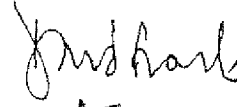
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Avonmore Road
London W14 8RF

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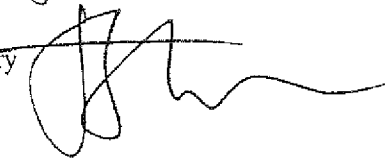
Attention: David Frank

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first date specified on page 1 by IDEAL)
WORLD FILMS LTD acting by:)

Director



Director\Secretary



Address: The Gloucester Building
Kensington Village
Avonmore Road
London W14 8RF

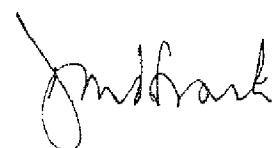
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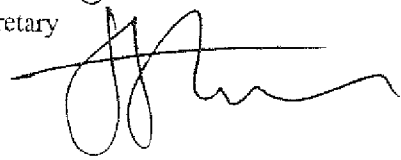
THE PARENT

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LIMITED acting by:)

Director



Director\Secretary



Address: The Gloucester Building
Kensington Village
Avonmore Road
London W14 8RF

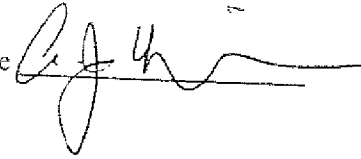
Facsimile No: 020 7013 4012

Attention: David Frank

THE SECURITY AGENT

Signed by ANDREW HARRISON for and)
on behalf of THE ROYAL BANK OF)
SCOTLAND PLC:)

Signature



Address: The Royal Bank of Scotland plc
Level 5
135 Bishopsgate
London
EC2M 3UR

Facsimile No: 020 7085 4564

Attention: Andrew Guthrie, Director,
Syndicated Loans Agency