



Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

395

Please do not
write in
this marginPlease complete
legibly, preferably
in black type or
bold block
lettering*Insert full name
of company

To the Registrar of Companies

M SLOW
M 401 C

For official use Company number

B I I I

0961019

Name of company

* E.G. MUSIC LIMITED

Date of creation of the charge

25TH JANUARY 1991

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

DEBENTURE DATED 25TH JANUARY 1991

Amount secured by the mortgage or charge

All moneys, obligations and liabilities, actual or contingent, now or hereinafter due, owing or incurred to the Lender by the Company in any manner whatsoever (whether alone or jointly and in whatever style, name or form and whether as principal or surety) together with interest to date of payment at such rates and upon such terms as may from time to time be agreed and all reasonable legal and other costs and expenses properly incurred by the Lender in relation to the Company or the assets charged on a full indemnity basis.

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

VIRGIN RECORDS LIMITED

120 CAMPDEN HILL ROAD

LONDON

Postcode

W8 7AR

Presentor's name, address and
reference (if any):HARBOTTLE & LEWIS
HANOVER HOUSE
14 HANOVER SQUARE
LONDON W1R 0BE

Ref: 6/79/M526

Time critical reference

For official use
Mortgage section

Post room

REGISTERED

11 FEB 1991

COMPANIES ACT 1985
11 FEB 1991
M

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this margin

- A. Fixed charge over (1) all estates or interests in any freehold and leasehold property now and in the future vested in or charged to the Company; (2) all the plant, machinery and fixtures and fittings, furniture, equipment, implements and utensils now and in the future belonging to the Company; (3) goodwill and uncalled capital of the Company present and future; (4) stocks, shares and other securities now and in the future belonging to the Company; (5) all intellectual property rights, choses in action and claims now and in the future belonging to the Company; (6) all book debts and other debts (including any funds standing to the credit of the Company from time to time on any account with the Bank or any other bank or financial institution or organisation) now and in the future owing to the Company; (7) all rights in all agreements now and in the future belonging to the Company so far as is permitted by those agreements.

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

(Please see continuation sheet)

Particulars as to commission allowance or discount (note 3)

Signed Hasbottle & Lewis

Date 7th February 1991

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 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.



Short particulars of all the property mortgaged or charged

Please do not
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this margin

- A. Fixed charge over (1) all estates or interests in any freehold and leasehold property now and in the future vested in or charged to the Company; (2) all the plant, machinery and fixtures and fittings, furniture, equipment, implements and utensils now and in the future belonging to the Company; (3) goodwill and uncalled capital of the Company present and future; (4) stocks, shares and other securities now and in the future belonging to the Company; (5) all intellectual property rights, choses in action and claims now and in the future belonging to the Company; (6) all book debts and other debts (including any funds standing to the credit of the Company from time to time on any account with the Bank or any other bank or financial institution or organisation) now and in the future owing to the Company; (7) all rights in all agreements now and in the future belonging to the Company so far as is permitted by those agreements.

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

(Please see continuation sheet)

Particulars as to commission allowance or discount (note 3)

Signed Harbottle & Lewis

Date 7th February 1991

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 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.
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Page 2



The Solicitors' Law Stationery Society plc, Paulton House, 8 Shepherdess Walk, London N1 7LB

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**Particulars of a mortgage or charge
(continued)**

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Continuation sheet No. _____
to Forms Nos 395 and 410 (Scot)

Company number

0961019

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

Name of company

E.G. MUSIC LIMITED

Limited*

*Delete if
inappropriate

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

Amount due or owing on the mortgage or charge (continued)

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

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Please complete
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bold block lettering

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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

- B. Floating charge over all the undertaking and all property, assets and rights of the Company present and future not subject to a fixed charge.
- C. Assignment of all copyrights, present and future belonging to the Company (except in so far as such assignment is prohibited by an agreement to which the Company is a party).

FILE COPY



CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE

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

I hereby certify that a mortgage or charge dated the 25th JANUARY 1991
and created by E. G. MUSIC LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to VIRGIN RECORDS LIMITED

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 11th FEBRUARY 1991

Given under my hand at the Companies Registration Office,
Cardiff the 18th FEBRUARY 1991

No. 961019

A handwritten signature in dark ink, appearing to read 'F. R. L. 1230.'.

F. R. L. 1230.

an authorised officer

C.69a

FILE COPY



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Given under my hand at the Companies Registration Office,
Cardiff the 18th FEBRUARY 1991

No. 961019

A handwritten signature in dark ink, appearing to read 'P. R. Williams'.

P. R. WILLIAMS

an authorised officer

C.69a

Post 34
18.2.91