

Number of 1056749
Company MB8

REGISTERED

- 1 AUG 1978

Form No. 47

Na. 47 50/10/10

max/awj/cc

THE COMPANIES ACTS 1948 to 1967

PARTICULARS of a Mortgage or Charge created by a Company registered in England.

Pursuant to section 95 of the Companies Act 1948.

Insert the
Name of the
Company

CHRYSALIS PROPERTIES

LIMITED

NOTE.—The original instrument (if any) creating or evidencing the charge must be presented with these particulars within twenty-one days after the date of its creation. (See section 95 (1)). In certain cases a copy of the instrument creating or evidencing the charge verified or certified in the prescribed manner may be sent to the Registrar in place of the original instrument. (See section 95 (3) & (5) and clause 4 of the Companies (Forms) Order 1949.)

Section 96 (3) of the Companies Act 1948 provides that:—

If any company makes default in sending to the registrar for registration the particulars of any charge created by the company or of the issues of debentures of a series requiring registration as aforesaid, then, unless the registration has been effected on the application of some other person, the company and every officer of the company who is in default shall be liable to a default fine of fifty pounds.

Presented by—

CAMPBELL HOOPER & AUSTIN WRIGHT

15 Jermyn Street, London SW1

Presentor's Reference JSS/SMR/858/78

Clifford Harris & Co.

61 Queen Anne St.
LONDON W1M 0JP

Oyez Publishing Limited, Norwich House, 11/13 Norwich Street, London EC4A 1AB, a subsidiary of the
Solicitors' Law Stationery Society, Limited.



PARTICULARS of a Mortgage

CHRYSALE PROPERTIES

(1) Date and description of the instrument creating or evidencing the Mortgage or Charge (a)	(2) Amount secured by the Mortgage or Charge	(3) Short particulars of the Property Mortgaged or Charged
Legal Charge 21st July 1978	£27,000	11 Middleton Buildings London W1 Title no. - NGL 329047

Note.—This margin is reserved for binding and must not be written across

Dated the 25 day of July 1978

- (a) A description of the Instrument, e.g., "Trust Deed", "Mortgage", "Debenture", etc., as the case may be, should be given.
(b) The rate of Interest payable under the terms of the Debentures should not be entered.

or Charge created by

Limited, a Company registered in England

(4)

(5)

Names, Addresses and Descriptions of the Mortgagees or Persons
entitled to the Charge

Amount or rate per cent. of the
Commission, Allowance or Abatement of
any part or made either directly or in-
directly by the Company in any person
in consideration of his subscribing or
agreeing to subscribe, whether absolutely
or conditionally, or promising or agree-
ing to procure subscriptions, whether
absolute or conditional, for any of the
Debentures included in this Notice.

LANCERFINE LIMITED

113 Tottenham Court Road, London W1

Note.—This margin is reserved for binding and must not be written across

Signature..... CAMPBELL HODGKINS & SUTHERLAND

Designation
of Position
in relation
to Company

SOLICITORS for and on behalf of
Chrysalis Properties Limited



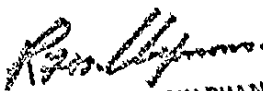
CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

I hereby certify that a mortgage or charge dated the **21st July 1978**
and created by **CHRYSA LIS PROPERTIES LIMITED** for securing **£27,000—**

was registered pursuant to section 95 of the Companies Act, 1948, on
the **1st August 1978**

Given under my hand at Cardiff the **1- 8 AUG 1978**

No. **1055749**


R. F. N. CHAPMAN

Assistant Registrar of Companies

Certificate and instrument received by

.....

.....

Date.....



The Companies Acts 1948 to 1976

Particulars of a mortgage or charge

Pursuant to section 95 of the Companies Act 1948

FORM 2087

47

M147/APR9/CF

Please do not write in this binding margin

For official use

Company number

M121911

1056749

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

Name of Company

CHRYSLIS PROPERTIES Limited

*delete if inappropriate

Date and description of the instrument creating or evidencing the mortgage or charge

Mortgage Debenture dated 30 March 1981

Amount due or owing on the mortgage or charge

All liabilities of the Company present and future actual and/or contingent to National Westminster Bank Limited
b9a.

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

National Westminster Bank Limited
41 Lothbury
London EC2P 2BP

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

National Westminster Bank Limited
Securities Section
King's Cross House
200 Pentonville Road
London N1 9HL

Presentor's Reference and/or telephone number

50-41-06

01-278 4477

Time critical reference

28/7/81

For official use
Mortgage section

REGISTERED
- 9 APR 1981

Post room



Particulars of all the property mortgaged or charged.

- (a) A specific equitable charge over the company's estate or interest in all freehold or leasehold properties for the time being belonging to or charged to the Company other than the property hereinafter described
- (b) A specific charge over all stocks shares or other securities in any subsidiary companies for the time being
- (c) A specific charge over all Book and other Debts for the time being but so that the Company shall pay into the Company's account with the Bank all moneys which it may receive in respect of such debts and shall not without the prior consent in writing of the Bank sell factor discount or otherwise charge or assign the same in favour of any other person or purport to do so and the Company shall if called upon so to do by the Bank from time to time execute legal assignments of such book debts and other debts to the Bank
- (d) An assignment of goodwill.
- (e) A floating charge over the undertaking and all other property and assets present and future but so that the Company shall not without the Bank's consent create any mortgage or charge ranking in priority to or pari passu with this charge.
- (f) A charge by way of legal mortgage over:

Please do not write in this binding margin

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

Particulars as to commission, allowance or discount

Nil

per pro

National Westminster Bank Limited
King's Cross House
200 Pentonville Road, London N1 9HL

Please see notes below.

Signed

Date

- 9 APR 1981

Designation of position in relation to the company

Authorised Signatory

Notes

- (a) A description of the instrument, eg "Trust Deed", "Mortgage", "Debenture", etc, as the case may be, should be given.
- (b) The rate of interest payable under the terms of the Debentures should not be entered.



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

I hereby certify that a mortgage or charge dated the **30th March 1981**
and created by **CHRYSLIS PROPERTIES LIMITED**

for securing all moneys now due, or hereafter to become due, or from time to time accruing
due from the Company to **National Westminster Bank Limited**

on any account whatsoever

was registered pursuant to section 95 of the Companies Act, 1948, on
the **9th April 1981**

Given under my hand at Cardiff the **16 / 12 / 1981**

No. **1056749**

J. RENOWDEN
Assistant Registrar of Companies

Certificate and instrument received by

.....

.....

Date **21 / 4 / 81**
.....



THE COMPANIES ACTS 1948 TO 1976

Form No. 49

Memorandum of complete satisfaction of mortgage or charge

49

Please do not
write in this
binding margin

MS 287/Jan 7/06

For official use

Company number

130

1056749

Name of company

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

CHRYSALIS PROPERTIES

Limited*

*delete if
inappropriate

Particulars to be verified

†A description of
the instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc,
with the date
thereof should
be given.

The above-named company hereby gives notice that the registered charge being [†
dated 21.7 1978 *] [a series of Debentures
authorised by resolution dated 19 *] secured on property ‡
11 MIDDLETON BUILDINGS W1
of which particulars were registered with the Registrar of Companies on § 1.8
19 78 was wholly satisfied on 29.6 1979 the debt for which the
charge was given having been paid or satisfied

‡Insert brief
details of
property

§The date of
registration may
be confirmed
from the
certificate of
registration and
(except in the
case of a series
of debentures)
from the
registration
stamp affixed to
the instrument(s)
registered.

For verification
see overleaf

The above-named company hereby gives notice that the registered charge being [†
dated 19 *] [a series of Debentures
authorised by resolution dated 19 *] secured on property ‡
of which particulars were registered with the Registrar of Companies on §
19 was wholly satisfied on 19 the debt for which the
charge was given having been paid or satisfied

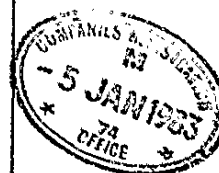
Presentor's name, address and
reference (if any):

Ref: SR/CHRYSALIS.

CAMPBELL STREET, LONDON SW14 6TUPPERSTONE
15 TERNYN STREET
LONDON SW14 6LT

For official use
Mortgage section

Postroom



Time critical reference

5490
7/1
page 1

Part.

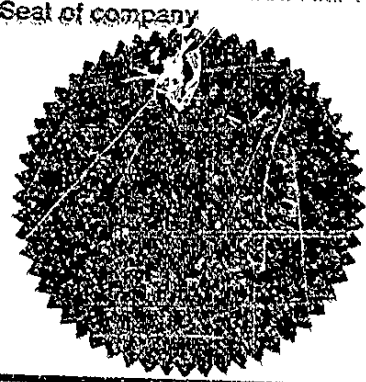
In witness whereof the common seal of the company was hereto affixed the
day of 27 October 1982

Signed
THOMAS GUNNOLLY
[Signature]

Directors

Secretary

Seal of company



Please do not
write in this
margin

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

Declaration verifying complete satisfaction of a mortgage or charge

Pursuant to section 100 of the Companies Act 1948

Name of company

CHRYSLIS PROPERTIES

Limited*

*delete if
inappropriate

We, TERENCE RALPH CONNOLLY
of 12 STRATFORD PLACE,
LONDON W1
PETER WALTER CAISLEY a director of the above-named company
and 12 STRATFORD PLACE
W1

the secretary thereof, do solemnly and sincerely declare that the particulars contained in the memorandum of satisfaction relating to one charges (insert number of charges) entered overleaf are true to the best of our knowledge, information and belief. And we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 12 Stratford Place
London W.1.

the 29th day of October one
thousand nine hundred and eighty-two

before me

A Commissioner for Oaths

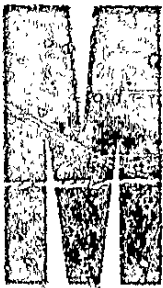
Woodward

(V. D. Woodward)

Declarants sign here

THOMAS GUNNOLLY
[Signature]

for Notary Public
or Justice of the
Peace or
Solicitor having
the powers
conferred on a
Commissioner
for Oaths



Please do not
write in this
binding margin



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

*delete if
inappropriate

THE COMPANIES ACTS 1948 TO 1976

Particulars of a mortgage or charge

Pursuant to section 95 of the Companies Act 1948

M273/28 July 1983

47

For official use

Company number

M273/28

1056749

Name of Company

CHRYSLIS PROPERTIES

Limited*

Date and description of the instrument creating or evidencing the mortgage or charge (note 2)

27th July 1983 - Legal Charge

Amount due or owing on the mortgage or charge

£250,000 together with interest

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

DRG (UK) LIMITED

1 Redcliffe Street, Bristol BS99 7QY

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

McKenna & Co
Inveresk House
1 Aldwych
London WC2R 0HF
(Ref: NAB)

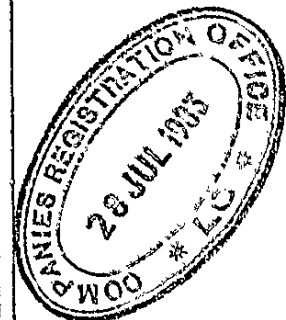
For official use

Mortgage section

Post room

REGISTERED

28 JUL 1983



Time critical reference

5653 28/7

Show particulars of all the property mortgaged or charged

Please do not
write in this
margin

Property briefly known as Basildon Works and 2/24 (errant)
Shanklin Road, Tottenham

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

Particulars as to commission, allowance or discount (note 3)

Signed



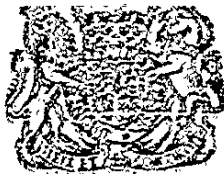
Date 27 July 1983

Designation of position in relation to the company Solicitors, McKenna & Co, Inveresk House, 1 Eldwych,
London WC2R

ORF

Notes

- 1 The original instrument creating the charge, together with this form, must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (Section 95(1)). 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 copy instrument could in due course of post, and if posted with due diligence, have been received in the United Kingdom (Section 95(3)). A certified copy of the instrument creating the charge will only be accepted where the property charged and the charge so created are both outside the United Kingdom (Section 95(3)) and in such cases the copy must be verified or certified to be a true copy under the seal of the Company or under the hand of some person interested therein otherwise than on behalf of the company.
- 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 subscribing or agreeing to subscribe, whether absolutely or conditionally, or 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.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

I hereby certify that a mortgage or charge dated the 27th July 1983
and created by CHRYSLIS PROPERTIES LIMITED for securing £250,000 and all
other monies due or to become due from the Company to the Charges

was registered pursuant to section 95 of the Companies Act, 1948,
on the 26th July 1983

Given under my hand at the Companies Registration Office,

Cardiff the - 9 AUG 1983

No. 1056749

G. R. PRICE

an authorised officer

Certificate and instrument received by

N. L. Roberts for Mr. H. Jones & Co.

.....
Date 19-8-1983.....

C.69



THE COMPANIES ACTS 1948 TO 1980

Memorandum of complete satisfaction of mortgage or charge

MS 65/21 DEC/CF

49

Please do not
write in this
binding margin

For official use

Company number

MI 42

1056749

Name of company

CHRYSLIS PROPERTIES

Limited*

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

*delete if
inappropriate

Particulars to be verified

†A description of
the instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc,
with the date
thereof should
be given.

The above-named company hereby gives notice that the registered charge being {†
Legal Charge dated 27th July 1983*} [a series of Debentures
authorised by resolution dated 19____*] secured on property†
Basildon Works, Fountayne Road, Tottenham, London
of which particulars were registered with the Registrar of Companies on ~~28th July~~
1983 was wholly satisfied on 16th July 1984 the debt for which the
charge was given having been paid or satisfied

†Insert brief
details of
property

§The date of
registration may
be confirmed
from the
certificate of
registration and
(except in the
case of a series
of debentures)
from the
registration
stamp affixed to
the instrument(s)
registered.

The above-named company hereby gives notice that the registered charge being {†
dated 19____*} [a series of Debentures
authorised by resolution dated 19____*] secured on property †
of which particulars were registered with the Registrar of Companies on §
19____ was wholly satisfied on 19____ the debt for which the
charge was given having been paid or satisfied

For verification
see overleaf

Presenter's name, address and
reference (if any):

MESSRS. BLOK WOODFORD
70/72 PARSONS GREEN LANE
London SW.6

For official use

Mortgage section

Post room

REGISTERED

20 DEC 1984



Time critical reference

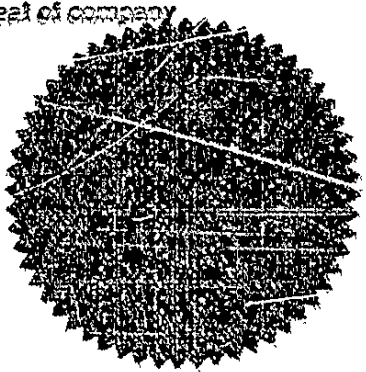
5823

21/12

In witness whereof the common seal of the company was hereto affixed the
day of 17 Dec 1984

Signed Terence Ralph Connolly } Directors
Peter Cailey } Secretary

Seal of company



If possible do not
sign in the
binding margin



Please complete
legibly, preferably
in black ink, on
bold block lettering

Declaration verifying complete satisfaction of a mortgage or charge

Pursuant to section 100 of the Companies Act 1948

Name of company

CHRYSALIS PROPERTIES Limited*

*delete if
inappropriate

We, TERENCE RALPH CONNOLLY
of High Trees Hydon Heath Surrey

_____ a director of the above-named company
and PETER CAILEY
of C/o. 12 Stratford Place London W.1

the secretary thereof, do solemnly and sincerely declare that the particulars contained in the memorandum of satisfaction relating to one _____ charges (Insert number of charges) entered overleaf are true to the best of our knowledge, information and belief. And we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 12 Stratford Place
London W.1.

the 17th day of December one
thousand nine hundred and eighty four

before me Andrew Thompson
A Commissioner for Oaths†

Declarants sign here

Terence Ralph Connolly
Peter Cailey

†or Notary Public
or Justice of the
Peace or
Solicitor having
the powers
conferred on a
Commissioner
for Oaths

THE COMPANIES ACTS 1948 TO 1981

Particulars of a mortgage or charge

Pursuant to section 95 of the Companies Act 1948

M124/22 JAN/85

47

Please do not
write in this
binding margin

For official use

Company number

M 33

1056749



Name of company

Please complete
legibly, preferably
in black type,
or bold block
lettering*delete if
inappropriate

CHRYSALE PROPERTIES

Limited*

Date and description of the instrument creating or evidencing the mortgage or charge (note 2)

Fixed and Floating Charge dated 16th January 1985

Amount due or owing on the mortgage or charge

all monies and liabilities which now are or may at any time or times hereafter be due owing or incurred by the Company to Samuel Montagu & Co. Limited ("Montagu") or for or in respect of which the Company may be liable to Montagu on any account or in any manner whatsoever and whether actually or contingently and as principal or surety and whether alone or jointly with any other party or parties including interest to the date of repayment (chargeable and payable in such manner as has been specifically agreed as well after as before any demand made or judgment obtained hereunder) commission banking legal and other costs charges and expenses (on a full indemnity basis)

Names, addresses and descriptions of the mortgagors or persons entitled to the charge

SAMUEL MONTAGU & CO. LIMITED

114 Old Broad Street,

London EC2P 2HY

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

Taylor Garrett,
180 Fleet Street,
London,
EC4A 2NT.

Ref: MM/DT

Time critical reference

M81 372

3861

22/11

For official use
Mortgage section

Post room



Reg

Short particulars of all the property mortgaged or charged

Please do not
write in this
binding margin



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

(a) Fixed Charge over all freehold and leasehold property (including all fittings and fixtures and fixed plant and machinery thereon) now owned or hereafter acquired by the Company.

(b) Assignment of all debts and other sums of money now or at any future time belonging to or received or receivable by the Company and the benefit of all securities for the same and all interest (if any) due or which becomes due in respect thereof.

(c) Floating Charge over the whole of the remainder of the Company's undertaking property rights and assets both present and future wheresoever situate including uncalled capital.

NOTE The Company shall not without the prior written consent of Montagu create any mortgage charge or pledge or confer any lien (save in the ordinary course of business) on the mortgaged property or any part thereof ranking in priority to or pari passu with this charge.

Particulars as to commission, allowance or discount (note 3)

NIL

Signed [Signature] Date 16th January 1985
Designation of position in relation to the company Secretary

Notes

- 1 The original instrument creating or evidencing the charge, together with this form, must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 95 (1)). 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 or copy instrument could in due course of post, and if despatched with due diligence, have been received in the United Kingdom (section 95 (3)). A copy of the instrument creating the charge will be accepted where the property charged and the charge so created are both outside the United Kingdom (section 95 (3)) and in such cases the copy must be verified as a true copy under the seal of the Company or under the hand of some person interested therein otherwise than on behalf of the company. A copy will also be accepted where section 95 (5) applies and form M47c 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 subscribing or agreeing to subscribe, whether absolutely or conditionally, or 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.

Page 2



m33

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

I hereby certify that a mortgage or charge dated the 16th January 1985
and created by CHRYSALIS PROPERTIES LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to Samuel Montagu & Co. Limited

on any account whatsoever

was registered pursuant to section 95 of the Companies Act, 1948, on the
18th January 1985

Given under my hand at the Companies Registration Office,
Cardiff the 15 FEB 1985

No. 1056749

P. A. Hartley
E. A. HARTLEY
an authorised officer

Certificate and instrument received by

..... *PST*

Date *18/2/85*

C.69a

M

THE COMPANIES ACTS 1948 TO 1981

Particulars of a mortgage or charge

Pursuant to section 95 of the Companies Act 1948

47Please do not
write in this
binding margin

For official use

Company number

M13/12JUN/LN

1056749



Name of company

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

CHRYSLIS PROPERTIES

Limited*

*delete if
inappropriate

Date and description of the instrument creating or evidencing the mortgage or charge (note 2)

Debenture dated 31st May, 1985.

Amount due or owing on the mortgage or charge

The Company by way of collateral security for the obligation of Chrysalis Holdings Limited (on such date as it arises in accordance with the Debenture) shall pay and discharge to CBS on the terms and conditions contained in the Debenture the "Indebtedness" which in the Debenture means all moneys and liabilities which then were or which at any time thereafter might be due owing or incurred by Chrysalis Records Inc. ("the Principal Debtor") to CBS on any account or in any manner whatever whether actual or contingent upon the happening of any event together with interest on the money so due (whether before or after any judgment which may be obtained therefor) to the date of actual repayment of the Indebtedness upon such days in each year as CBS shall from time to time fix at the rates agreed between CBS and the Principal Debtor from time to time pursuant to the terms of a revolving line of credit extended by CBS to the Principal Debtor whether before or after the execution of the Debenture

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

CBS Records, a division of CBS Inc.

51, West 52nd Street,

New York, 10019, U.S.A. ("CBS")

Presenter's name, address and
reference (if any):

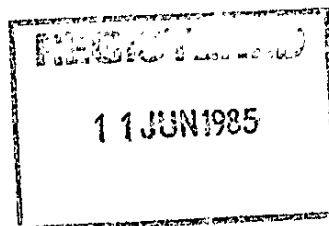
POST
Cameron Markby,
Moor House,
London Wall,
London, EC2Y 5HE.

PXB/HJW

For official use

Mortgage section

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

Please do not
write in this
binding margin



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

The Company as Beneficial Owner THEREBY CHARGED by way of floating charge with the payment and discharge to CBS of the Indebtedness and so that the Charge thereby created should be a continuing security:-

- (i) All (if any) its freehold and leasehold property both present and future and all fixtures (including trade fixtures) fixed plant and machinery from time to time thereon
- (ii) All rights title and interest in copyrights owned by it and all rights to distribute or otherwise howsoever to exploit such copyrights
- (iii) All book debts both present and future then or thereafter due or owing to it and the benefit of all rights relating thereto including (without prejudice to the generality of the foregoing) negotiable instruments legal and equitable charges reservation of proprietary rights rights of tracing and unpaid vendors liens and similar and associated rights

Cont....Sheet 1.....

Particulars as to commission, allowance or discount (note 3)

NIL

Signed

Cameron Markby
Cameron Markby

Date *10th* June, 1985.

Designation of position in relation to the company solicitors to Chargee

Notes

- 1 The original instrument creating or evidencing the charge, together with this form, must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (Section 95(1)). 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 or copy instrument could in due course of post, and if despatched with due diligence, have been received in the United Kingdom (Section 95(3)). A copy of the instrument creating the charge will be accepted where the property charged and the charge so created are both outside the United Kingdom (Section 95(3)) and in such cases the copy must be verified as a true copy under the seal of the Company or under the hand of some person interested therein otherwise than on behalf of the company. A copy will also be accepted where Section 95(5) applies and Form 47c 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 of 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 subscribing or agreeing to subscribe, whether absolutely or conditionally, or 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.

Please do not
write in this
binding margin

THE COMPANIES ACTS 1948 TO 1981

Particulars of a mortgage or charge

Continuation sheet No. 1
to Form No. 47

Company number

1056749

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

Name of company

*delete if
inappropriate

CHRYSLIS PROPERTIES

Limited*

Date and description of the instrument creating or evidencing the mortgage or charge
(continued) (note 2) ¹

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

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in black type, or
bold block lettering

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write in this
binding margin



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

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

A large rectangular box with a thick black border, intended for the entry of names, addresses, and descriptions of mortgagees or persons entitled to the charge.

- (iv) All other monetary debts and claims both present and future (including things in action which give rise or may give rise to a debt or debts) then or thereafter due or owing to it and the benefit of all rights relating thereto including (without prejudice to the generality of the foregoing) such rights as are described in paragraph (iii) aforesaid
- (v) (aa) All stocks shares and other interests including (without prejudice to the generality of the foregoing) loan capital indebtedness or liabilities on any account or in any manner owing to it both present and future of it in (and from) any company which then was or might thereafter become a subsidiary of it; and
- (bb) The full benefit of all stocks shares and securities which were then or might at any time thereafter be beneficially owned by it; and
- (cc) All rights in respect of or incidental to the premises described at sub-paragraph (aa) and (bb) above; and
- (dd) All stocks shares rights moneys or property accruing or offered at any time by way of conversion redemption bonus preference option or otherwise to or in respect of any of the property described in this paragraph (v) including all dividends interest and other income payable in connection therewith
- (vi) The goodwill and the uncalled capital of it both present and future
- (vii) The undertaking and all the property and assets of it both present and future including (without prejudice to the generality) all pre-recorded records and cassettes and all master recordings owned by it and all other property and assets in Scotland

NOTE: Subject to the proviso below the Company shall not without first obtaining the written consent of CBS (which consent shall not be unreasonably withheld):-

- (i) create or permit to arise or continue any mortgage debenture charge or lien (except a lien affecting chattels of it arising by operation of law in the ordinary course of business)
- (ii) sell assign discount factor or otherwise dispose of the property described in paragraph (iii) or (iv) above or deal with the same in any way
- (iii) sell assign transfer pledge or otherwise encumber or permit or cause the same in respect of all or any substantial part of the undertaking assets and property of any Subsidiary of the Company

PROVIDED THAT the Company shall not be required to obtain the prior written consent of CBS on the charging or disposal of its freehold and leasehold property.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

I hereby certify that a mortgage or charge dated the 31st May 1985
and created by CHRYSALIS PROPERTIES LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company and/or all or any of the other
companies named therein to CBS Records, a division of CBS Inc.

on any account whatsoever

was registered pursuant to section 95 of the Companies Act, 1948, on the
11th June 1985

Given under my hand at the Companies Registration Office,
Cardiff the 19 JUN 1985

No. 1056749

D. ROBERTS
an authorised officer

Certificate and instrument received by

Post

.....

.....

Date 19/6/85

M

Please do not
write in
this margin

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

395

19/14 JUL 1987

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

*Insert full name
of company

07

To the Registrar of Companies

For official use Company number

[] [] [] [] [] [] [] [] [] []

1056,749

Name of company

* CHRYSALIS PROPERTIES LIMITED

Date of creation of the charge

30th June 1987

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

Mortgage dated the 30th June 1987 made between Chrysalis Properties Limited (1) ("the Company") Bugge Eiendoms A/S (2) ("the Borrower") & Christiania Bank og Kreditkasse (3) ("the Bank")

Amount secured by the mortgage or charge

All money liabilities interests commission costs charges and expenses now or subsequently due or owing from the Borrower to the Bank whether actually or contingently whether as principal or surety and whether solely or jointly with any other person and whether on any current or other account or in any manner whatsoever

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

CHRISTIANIA BANK OG KREDITKASSE

9, King Street,

London.

Postcode

EC2V 8EA

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

JDC
CARTER FABER
78 Fenchurch Street,
London, EC3M 4BT

POST

SM

Page 1

ow-

Time critical reference

5810
1417

For official use
Mortgage section

Post room

REGISTERED

13 JUL 1987



Short particulars of all the property mortgaged or charged

All those freehold properties known as 6,7,9 and 10 Blyths Wharf Narrow Street in the London Borough of Tower Hamlets shown edged red on the plan annexed to the Mortgage being part of the land and buildings on the south side of Narrow Street in the London Borough of Tower Hamlets registered at HM Land Registry with Title Absolute Title No. EGL 155322

All fixtures fittings plant machinery fixed apparatus goods and materials now or subsequently on or belonging to the above property

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

Signed

Carter Fildes

Date

10th July 1987

On behalf of ~~{company}~~ ~~{mortgagee/chargor}~~*

*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.

Page 2



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoth Street, London SE1 5TS

1985 Edition
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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 30th June 1987
and created by CHRYSALIS PROPERTIES LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from Bugge Eiendoms A/S to Christiania Bank og
Kreditkasse

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 13th July 1987

Given under my hand at the Companies Registration Office,
Cardiff the 21 JUL 1987

No. 1056749

Certificate and instrument received by

Post

Date *22/7/87*

S Huggins

S.HIGGINS

an authorised officer

C.69a



Please do not
write in
this margin

COMPANIES FORM No. 395

395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

M79 14 AUG LN

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

*Insert full name
of company

To the Registrar of Companies

For official use Company number

1056749

Name of company

CHRYSLIS PROPERTIES LIMITED

Date of creation of the charge

31st July 1987

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

Mortgage dated the 31st July 1987 made between Chrysalis Properties Limited (1) ("the Company") Bugge Eiendoms A/S (2) ("the Borrower") & Christiania Bank og Kreditkasse (3) ("the Bank")

Amount secured by the mortgage or charge

All money liabilities interests commission costs charges and expenses now or subsequently due or owing from the Borrower to the Bank whether actually or contingently whether as principal or surety and whether solely or jointly with any other person and whether on any current or other account or in any manner whatsoever

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

CHRISTIANIA BANK OG KREDITKASSE

9 King Street

London

Postcode

EC2V 8EA

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

JDC
CARTER FABER
78 Fenchurch Street,
London, EC3M 4BT.

Time critical reference

For official use
Mortgage section

Post room

REGISTERED

13 AUG 1987



Short particulars of all the property mortgaged or charged

All those properties known as 8,11,12,13, & 16 Blyth's Wharf Narrow Street in the London Borough of Tower Hamlets as the same are registered at HM Land Registry with other property with absolute freehold title under title number EGL 155322

All those properties known as 14 & 15 Blyth's Wharf Narrow Street aforesaid as the same are registered at HM Land Registry in part with absolute freehold title under said title No. EGL 155322 and in part with good leasehold title under title No. EGL 159122

All fixtures fittings plant machinery fixed apparatus goods and materials now or subsequently on or belonging to the above properties

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

Signed

Carl Faber

Date

13th August 1987

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.





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 31st July 1987
and created by CHRYSALIS PROPERTIES LIMITED for securing all moneys due
or to become due from Bugge Eiendoms A/S to Christiania Bank OG
Kreditkasse on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 13th August 1987

Given under my hand at the Companies Registration Office,
Cardiff the 21 AUG 1987

No. 1056749

O. Williams

an authorised officer

Certificate and instrument received by

..... *Pol*

Date 24.8.87

C.69

**Declaration of satisfaction
in full or in part
of mortgage or charge**

403a

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this margin

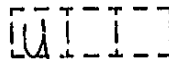
Pursuant to section 403(1) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number



1056749

Name of company

* CHRYSALIS PROPERTIES LIMITED

* insert full name
of companyI, PETER WALTER CAISLEY
of 12 STRATFORD PLACE LONDON WIN9AF† delete as
appropriate‡ Insert a description
of the instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.o the date of
registration may be
confirmed from the
certificate§ Insert brief
details of
property[a director][the secretary][the administrator][the administrative receiver]† of the above company, do
solemnly and sincerely declare that the debt for which the charge described below was given has been
paid or satisfied in [full][part]‡Date and Description of charge† Mortgages - 30th June 1987 and 31.7.1987Date of Registrations 13th July 1987 and 13.8.1987 (respectively)Name and address of [chargee][trustee for the debenture holders] Christiania Bank OG
Kredit KasseShort particulars of property charged 6, 7, 9 and 10 Blyth s Wharf, Narrow
Street, Tower Hamlets and fixtures fittings, plant machinery, etc.
and 8, 11, 12, 13 and 16 Blyth s Wharf, Narrow Street (respectively)And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.Declared at 12 Stratford Place
London W1

Declarant to sign below

the 6th day of Aprilone thousand nine hundred and '89before me John RowtreeA Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for OathsPresentor's name address and
reference (if any):20/4/89 Woodfords,
70/72 Parsons Green Lane
London.
SNG & MU.
PN/CP/CMRFor official Use
Mortgage Section

Post room

REGISTERED

18 APR 1989

10 APR 1989

M

COMPANIES FORM No. 403a

Declaration of satisfaction in full or in part of mortgage or charge

403a

Please do not
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this margin

Pursuant to section 403(1) of the Companies Act 1985

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

* Insert full name
of company

† delete as
appropriate

‡ Insert a description
of the instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.

§ the date of
registration may be
confirmed from the
certificate

§ Insert brief
details of
property

To the Registrar of Companies

5211C

For official use

Company number

Name of company

* Chrysalis Properties Ltd

I, Peter Walter Caisley

of Southway House, 1 The Poyninga, Iwer, Buckinghamshire

[X Director] [the secretary] [the administrator] [the administrative receiver] of the above company, do
solemnly and sincerely declare that the debt for which the charge described below was given has been
paid or satisfied in [full] [part] †

Date and Description of charge ‡ 16 Jan 1985 Fixed and Floating Charge

Date of Registrations 18 Jan 1985

Name and address of [chargee] [trustee for the debenture holders] Samuel Montagu & Co.
Ltd, 114 Broad Street, London EC2

Short particulars of property charged § Fixed charge over property and book
debts and floating charge over balance of the undertaking

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.

Declared at Green Garden House

St Christopher's Place

London W.1.

the 5th day of June

one thousand nine hundred and eighty nine

before me Andrew Thompson

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

Declarant to sign below

P. Caisley

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

The Company
12/6

For official Use

Mortgage Section

REGISTERED

9 JUN 1989

COMPANIES REGISTRATION
9 JUN 1989
14

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Jordans

JORDAN & SONS LIMITED
21 ST THOMAS STREET
BRISTOL BS1 6JS
TELEPHONE 0272 236690
TELEX 449119 FAX 0272 230063
DX 74181 BRISTOL
TELECOM GOLD 74 JOR007



5/87



Declaration of satisfaction in full or in part of mortgage or charge

403a

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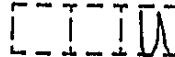
Pursuant to section 403(1) of the Companies Act 1985

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

To the Registrar of Companies

For official use

SM 172 0
Company number



1056749

Name of company

* CHRYSA LIS . PROPERTIES LTD

* Insert full name
of company

I, Peter Walter Caisley

of Southway House, 1 The Poynings, Iver, Buckinghamshire SL0 9DS

[a director] [the secretary] [the administrator] [the administrative receiver] of the above company, do
solemnly and sincerely declare that the debt for which the charge described below was given has been
paid or satisfied in [full] [part]

Date and Description of charge: 31st May 1985 - Debenture

Date of Registrations 11th June 1985

Name and address of [chargee] [debenture holders] CBS Records of
51 West 52nd Street, New York, New York 10019, USA

Short particulars of property charged: Fixed and floating charges over the
undertaking and all property and assets present and future.

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.

Declared at Green Garden House
8th Christopher's Place
London W.1

Declarant to sign below

the 7th day of June
one thousand nine hundred and eighty nine
before me Andrew Thompson

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

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Jordans

JORDAN & SONS LIMITED
21 ST THOMAS STREET
BRISTOL BS1 6JS
TELEPHONE 0272 23 4444
TELEX 449119 FAX 0272 23 4443
Cable 78161 BRISTOL
TELEGRAMS GOLI 174 JORD 007



Member of
The Law Society's
Association

5/87

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

Chrysalis Group
12 Stratford Place,
London.
WIN 9AF.

For official Use
Mortgage Section

REGISTERED

20 JUN 1989

Post room

COMP
20 JUN 1989

47