

# M

COMPANIES FORM No. 395

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016607

395

## Particulars of a mortgage or charge

Please do not write  
in this margin

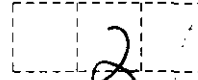
Pursuant to section 395 of the Companies Act 1985

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

To the Register of Companies

For official use

Company Number



3126277

Name of company

\* insert full name  
of company

\* XL RECORDINGS LIMITED

Date of creation of the charge

13TH JUNE 2000

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

MORTGAGE DISBURSE - SCHEDULING 2 PROPERTIES.

Amount secured by the mortgage or charge

All liabilities of the Company present and future actual and/or contingent to Coutts &amp; Co

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

Coutts &amp; Co

Registered Office: 15, Lombard Street, London

WILL OGS

440 STRAND

Postcode

EC4V 9AU

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

Coutts &amp; Co

Address: LEAN SECURITIES CENTRE  
440 STRAND  
LONDON WILL OGSPresenter's reference  
and/or telephone number  
020 7957 2809

Time critical reference

AS ABOVE

For official use  
Mortgage section

Post room

A17  
COMPANIES HOUSE0506  
29/06/00

## Short particulars of all the property mortgaged or charged

Please do not write  
in this margin

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

X  
SEE ATTACHED

510

- (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 and the proceeds of sale thereof.
- (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) A specific charge over its goodwill and the benefit of any licenses.
- (e) A floating charge over the undertaking and all the other property and assets present and the 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 the undermentioned property and the proceeds of sale thereof.

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

Nil

pre pro Coutts & Co

Address: LOAN SECURITIES CENTRE  
100 STRAND  
LONDON WC2R 0BS

Please see notes below.

Signed

Date 27/6/00

On behalf of ~~[company]~~ [mortgage/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 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 verification and where this is given by a body corporate it must be signed by an official of that body. A verified copy will also be accepted where section 398(4) applies (property situate on 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 absolute or conditionally, or
  - (b) procuring or agreeing to produce 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.

COMPANIES FORM No. 395

395

## Particulars of a mortgage or charge

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Pursuant to section 395 of the Companies Act 1985

Please complete  
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block lettering

~~To the Registrar of Companies~~

For official use

Company number

~~Name of company~~

\* Insert full name  
of company

Date of creation of the charge

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

Amount secured by the mortgage or charge

All liabilities of the Company present and future actual and/or contingent to Coutts & Co.

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

Coutts &amp; Co.

Registered Office: 15, Lombard Street, London

Postcode

EC3V 9AU

Presentor's name, address and  
reference (if any):  
Coutts & Co.  
Address:

Presentor's reference  
and/or telephone number

Time critical reference

For official use  
Mortgage section

| Post room

## Short particulars of all the property mortgaged or charged

The property hereinafter described ("the property") and/or the proceeds of sale thereof together with a floating charge over all moveable plant machinery implements utensils furniture and equipment at any time placed upon or used in or about the property viz:

THE MORTGAGE DEEDS SPECIFICALLY SCHEDULE TWO PROPERTIES - TITLE NO'S 278166 AND 289179 IN RESPECT OF THE FREEHOLD PROPERTIES KNOWN AS 41B BLENHEIM CRESCENT W11 2ET AND 1 CORDINGTON Mews, KENSINGTON, W11 2ET RESPECTIVELY, BOTH REGISTERED AT HM Land Registry IN THE KENSINGTON AND CHELSEA DISTRICT OF GREATER LONDON.

Please do not write  
in this margin

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

Particulars as to commission allowance or discount (note 3)

Nil

per pro Coutts & Co.

Address: ~~LOW~~ SECURITIES CORP  
400 SILVER  
LONDON V22 0AS

Signed

Date 27/6/2000

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.

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03126277

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 13th JUNE 2000 AND CREATED BY XL RECORDINGS LIMITED FOR SECURING 04 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 29th JUNE 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 3rd JULY 2000.

A handwritten signature in black ink, appearing to be 'JFK'.



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E