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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

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* insert full name of
company

To the Registrar of Companies

For official use

Company Number

3

3126277

Name of company

* XL Recordings Limited

Date of creation of the charge

1st August 2007

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

Fixed Charge Over Intellectual Property Rights

Amount secured by the mortgage or charge

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

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

Coutts & Co

Registered Office 440 Strand, London

Postcode

WC2R 0QS

Presentor's name, address and
reference (if any)Coutts & Co
Loan Securities Centre
440 Strand
WC2R 0QSPresentor's reference
and/or telephone number

Steve Trodd 020 7957 2808

For official use

Mortgage section

Post room

TUESDAY



A8J8CS3G

A46

14/08/2007

509

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

Charge by the Company as beneficial owner of the Intellectual Property Rights as a continuing security for the payment of all moneys, obligations and liabilities (whether present or future or actual or contingent) which may now or at any time hereafter be or become due, owing or incurred by the Chargor, hereby charges by way of fixed charge in favour of the Bank all the Intellectual Property Rights, any goodwill of the Chargor's business to which the Intellectual Property Rights relate and to any other right which may arise from, relate to, or be associated with, the Intellectual Property Rights, or their use in the Chargor's business to the extent that the Chargor is in fact able to charge such rights under law and/or under contract

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)

Nil

per pro Coutts & Co
Address Loan Securities Centre
440 Strand
London
WC2R 0QS

Please see notes below

Signed



Date 13/10/07

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 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 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 absolutely 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

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 FIXED CHARGE OVER INTELLECTUAL PROPERTY RIGHTS DATED THE 1st AUGUST 2007 AND CREATED BY XL RECORDINGS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO COUTTS & CO ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 14th AUGUST 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 20th AUGUST 2007

Handwritten signature



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES