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legibly, preferably
in black type, or
bold block lettering**COMPANIES FORM No. 395****Particulars of a mortgage or charge****395****A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.**

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number



04392195

Name of company

* insert full name
of company

* LOVEFILM INTERNATIONAL LIMITED

Date of creation of the charge

20TH JULY 2006

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

RENT DEPOSIT DEED

Amount secured by mortgage or charge

£66,667.00 PLUS VAT DUE OR TO BECOME DUE FROM THE COMPANY TO
BARONTRADE LIMITED UNDER THE TERMS OF THE RENT DEPOSIT DEED
DATED 20TH JULY 2006

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

BARONTRADE LIMITED of 60 SLOANE AVENUE, LONDON

Postcode SW3 3DD

Presenter's name address and
reference (if any):
Landau & Cohen
Grosvenor House, 1 High Street,
Edgware, Middlesex HA8 7TA
(Ref: ACS/BAR30127.2)

Time critical reference

For official Use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

THE SUM OF £66,667.00 PLUS VAT HELD IN THE DEPOSIT ACCOUNT OF
BARCLAYS BANK PLC OF NORTH EAST LONDON GROUP PO BOX 16294, 1-2
TRINITY WAY, CHINGFORD, LONDON E4 8US

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Particulars as to commission allowance or discount (note 3)

A fee of £10 is payable
to Companies House in
respect of each register
entry for a mortgage or
charge.
(See Note 5)

Signed Landau & Cohen

Date 20TH JULY 2006

On behalf of ~~XXXXXX~~ [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.
- 5 Cheques and postal orders are to be made payable to **Companies House**
- 6 The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF4 3UZ, DX: 33050 Cardiff

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04392195

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A RENT DEPOSIT DEED DATED THE 20th JULY 2006 AND CREATED BY LOVEFILM INTERNATIONAL LIMITED FOR SECURING £66,667.00 AND ALL OTHER MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BARONTRADE LIMITED UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 2nd AUGUST 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8th AUGUST 2006.

P. Pam



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES