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

* insert full name
of Company

COMPANIES FORM No. 395

302030/273

Particulars of a mortgage or charge

A fee of £13 is payable to Companies House in respect
of each register entry for a mortgage or charge.

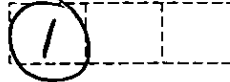
395

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



06507645

Name of company

* Chiswick Auctions Limited (the "Chargor")

Date of creation of the charge

27 March 2009

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

Deed of Charge (the "Security")

Amount secured by the mortgage or charge

The obligations (monetary or otherwise and whether actual or contingent) of the Chargor pursuant to the Loan Agreement (however created, arising or evidenced, whether direct or indirect, absolute or contingent) dated 27 March 2009 including, in particular (but without limitation) the obligation to repay the Chargee when the loan falls due for repayment and the obligation to pay interest when due (the "Secured Obligations").

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

Ingenious Resources Limited 15 Golden Square, London (the "Chargee")

Postcode W1F 9JG

Presentor's name address and
reference (if any):
Legal Department, Ingenious Media
Investments Limited, 15 Golden
Square, London W1F 9JG

Time critical reference

For official Use (02/00)
Mortgage Section

THURSDAY



A03

09/04/2009
COMPANIES HOUSE

200

Short particulars of all the property mortgaged or charged

see Addendum 4/4

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this margin

*Please complete
legibly, preferably
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bold block
lettering*

Particulars as to commission allowance or discount (note 3)

Signed



Date 7 April 2009

On behalf of chargee[†]

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

Notes

† delete as
appropriate

- 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

Company number

06507645

Name of company

* insert full name
of company

* Chiswick Auctions Limited

Addendum 1/4

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

Addendum 2/4

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

M395 Continuation

Company number

06507645

Name of company

* insert full name
of company

* Chiswick Auctions Limited

Addendum 3/4

3. Names, addresses and description of the mortgagees or persons entitled to the charge (continued)

Company number

06507645

Name of company

* insert full name
of company

* Chiswick Auctions Limited

Addendum 4/4

4. Short particulars of all the property mortgaged or charged (continued)

CHARGE

4.(1) The Chargor has granted as a continuing security for the payment and discharge of the Secured Obligations to the Chargee a first priority fixed charge with full title guarantee of all the Shares in the name of the Chargor and all related rights in the Shares including, but not limited to, any dividend, interest or other amount (cash or otherwise) paid or payable in relation to any Shares until the Chargor has unconditionally and irrevocably paid and discharged the Secured Obligations in full to the satisfaction of the Chargee.

4.(2) The Chargor charges with full title guarantee in favour of the Chargee by way of first priority fixed charge any of the Shares not effectively assigned to the Chargee pursuant to the above wording.

DEFINITIONS

"Loan Agreement" means the loan agreement dated 27 March 2009 pursuant to which the Chargee has agreed to lend the Chargor a loan.

"Shares" means the 200 B Ordinary Shares in Auburn Entertainment 5 plc allotted to the Chargor.

+45



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 6507645
CHARGE NO. 1**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEED OF CHARGE DATED 27
MARCH 2009 AND CREATED BY CHISWICK AUCTIONS LTD
FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM
THE COMPANY TO INGENIOUS RESOURCES LIMITED ON ANY
ACCOUNT WHATSOEVER 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 9 APRIL 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 16 APRIL 2009

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Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES