



**Registration of a Charge**

Company name: **HIPGNOSIS SFH VI LIMITED**

Company number: **11633814**



X8DWQYJN

Received for Electronic Filing: **13/09/2019**

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**Details of Charge**

Date of creation: **29/08/2019**

Charge code: **1163 3814 0004**

Persons entitled: **JPMORGAN CHASE BANK, N.A. AS AGENT**

Brief description: **HIPGNOSIS SFH VI LIMITED ARE NOT CHARGING THE INTELLECTUAL  
PROPERTY DETAILED IN THE CHARGE IN THE UK**

**Contains fixed charge(s).**

**Contains negative pledge.**

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**Authentication of Form**

This form was authorised by: **a person with an interest in the registration of the charge.**

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**Authentication of Instrument**

Certification statement: **I CERTIFY THAT SAVE FOR MATERIAL REDACTED PURSUANT  
TO S.859G OF THE COMPANIES ACT 2006 THE ELECTRONIC  
COPY INSTRUMENT DELIVERED AS PART OF THIS APPLICATION  
FOR REGISTRATION IS A CORRECT COPY OF THE ORIGINAL  
INSTRUMENT.**

Certified by:

**GREENBERG TRAURIG LLP**



## **CERTIFICATE OF THE REGISTRATION OF A CHARGE**

Company number: 11633814

Charge code: 1163 3814 0004

The Registrar of Companies for England and Wales hereby certifies that a charge dated 29th August 2019 and created by HIPGNOSIS SFH VI LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 13th September 2019 .

Given at Companies House, Cardiff on 16th September 2019

The above information was communicated by electronic means and authenticated by the Registrar of Companies under section 1115 of the Companies Act 2006



**Companies House**



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

## COPYRIGHT SECURITY AGREEMENT

This COPYRIGHT SECURITY AGREEMENT (this “*Copyright Security Agreement*”) dated as of August 29, 2019, among Grantors listed on the signature pages hereof (collectively, jointly and severally, “*Grantors*” and each individually “*Grantor*”), and JPMORGAN CHASE BANK, N.A., in its capacity as administrative agent (together with its permitted successors and assigns, the “*Administrative Agent*”) for the Secured Parties.

### W I T N E S S E T H:

WHEREAS, Hipgnosis Holdings UK Limited, a limited company established and existing under the laws of England and Wales (the “*Borrower*”), Hipgnosis Songs Fund Limited, a non-cellular company limited by shares organized under the laws of Guernsey (“*Holdings*”), Wilmington Trust (London) Limited, as English Security Agent, the Administrative Agent, and each lender from time to time party thereto have entered into a Credit Agreement dated as the date hereof (as it may be amended, restated, supplemented or otherwise modified from time to time, the “*Credit Agreement*”).

WHEREAS, the Secured Parties are willing to make (or continue to make) the financial accommodations to the Borrower and the other Grantors as provided for in the Credit Agreement and the other Loan Documents, but only upon the condition, among others, that Grantors shall have executed and delivered to the Administrative Agent, for the benefit of the Secured Parties, that certain Pledge and Security Agreement dated as of August 29, 2019 (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the “*Security Agreement*”).

WHEREAS, pursuant to the Security Agreement, Grantors are required to execute and deliver to the Administrative Agent, for the benefit of the Secured Parties, this Copyright Security Agreement.

NOW, THEREFORE, in consideration of the premises and the agreements hereinafter set forth, each Grantor hereby agrees as follows:

1. DEFINED TERMS. All capitalized terms used herein (including in the preamble and recitals hereto) but not otherwise defined herein have the meanings given to them in the Security Agreement or, if not defined therein, in the Credit Agreement.

2. GRANT OF SECURITY INTEREST IN COPYRIGHT COLLATERAL. Each Grantor hereby grants, collaterally assigns, and pledges to the Administrative Agent, for the ratable benefit of the Secured Parties, a security interest in all of such Grantor’s right, title, and interest in and to the following property, in each case whether now owned or existing or hereafter acquired or arising and wherever located (collectively, the “*Copyright Collateral*”):

- (a) all of such Grantor’s Copyrights including those referred to on Schedule I hereto;
- (b) all extensions or renewals of the foregoing; and
- (c) all products and proceeds of the foregoing, including any claim by such Grantor against third parties for past, present or future infringement of any Copyright.

3. SECURITY FOR OBLIGATIONS. This Copyright Security Agreement and the security interest created hereby secures the payment and performance of all the Secured Obligations, whether now existing or arising hereafter. Without limiting the generality of the foregoing, this Copyright Security Agreement secures the payment of all amounts which constitute part of the Secured Obligations and would be owed by Grantors, or any of them, to the Administrative Agent, the Secured Parties, or any of them,

whether or not they are unenforceable or not allowable due to the existence of a Bankruptcy Event involving any Grantor.

4. SECURITY AGREEMENT. The security interests granted pursuant to this Copyright Security Agreement are granted in conjunction with the security interests granted to the Administrative Agent, for the benefit of the Secured Parties, pursuant to the Security Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Administrative Agent with respect to the security interest in the Copyright Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

5. AUTHORIZATION TO SUPPLEMENT. Grantors shall promptly notify the Administrative Agent of any additional U.S. copyright registrations or applications therefor after the date hereof pursuant to the Credit Agreement or the Security Agreement. Grantors hereby authorize the Administrative Agent unilaterally to modify this Agreement by amending Schedule I to include any future U.S. registered copyrights or applications therefor of Grantors. Notwithstanding the foregoing, no failure to so modify this Copyright Security Agreement or amend Schedule I shall in any way affect, invalidate or detract from the Administrative Agent's continuing security interest in all Collateral, whether or not listed on Schedule I.

6. COUNTERPARTS. This Copyright Security Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original, but all such separate counterparts shall together constitute but one and the same agreement. In proving this Copyright Security Agreement or any other Loan Document in any judicial proceedings, it shall not be necessary to produce or account for more than one such counterpart signed by the party against whom such enforcement is sought. Any signatures delivered by a party by facsimile transmission or other electronic transmission shall be deemed an original signature hereto.

7. GOVERNING LAW. This Copyright Security Agreement shall be construed in accordance with and governed by the laws of the State of New York.

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IN WITNESS WHEREOF, each Grantor has caused this Copyright Security Agreement to be duly executed and delivered by its officer or officers thereunto duly authorized as of the date first above written.

GRANTORS:

HIPGNOSIS SONGS FUND LIMITED

By: 

Name: ~~ANDREW~~ WILKINSON  
Title: 

HIPNOSIS HOLDINGS UK LIMITED

By: 

Name: ~~ANDREW~~ WILKINSON  
Title: 

HIPGNOSIS SFH I LIMITED

By: 

Name: ~~ANDREW~~ WILKINSON  
Title: 

HIPGNOSIS SFH II LIMITED

By: 

Name: ~~ANDREW~~ WILKINSON  
Title: 

HIPGNOSIS SFH III LIMITED

By: 

Name: ~~ANDREW~~ WILKINSON  
Title: 

HIPGNOSIS SFH IV LIMITED

By: 

Name: ~~ANDREW~~ WILKINSON  
Title: 

HIPGNOSIS SFH V LIMITED

By: \_\_\_\_\_

Name:   
Title: 

HIPGNOSIS SFH VI LIMITED

By: \_\_\_\_\_

Name:   
Title: 

HIPGNOSIS SFH VII LIMITED

By: \_\_\_\_\_

Name:   
Title: 

HIPGNOSIS SFH VIII LIMITED

By: \_\_\_\_\_

Name:   
Title: 

HIPGNOSIS SFH IX LIMITED

By: \_\_\_\_\_

Name:   
Title: 

HIPGNOSIS SFH X LIMITED

By: \_\_\_\_\_

Name:   
Title: 

HIPGNOSIS SFH XI LIMITED

By: \_\_\_\_\_

Name: ANDREW WILKINSON  
Title: \_\_\_\_\_

HIPGNOSIS SFH XII LIMITED

By: \_\_\_\_\_

Name: ANDREW WILKINSON  
Title: \_\_\_\_\_

HIPGNOSIS SFH XIII LIMITED

By: \_\_\_\_\_

Name: ANDREW WILKINSON  
Title: \_\_\_\_\_

HIPGNOSIS SFH XIV LIMITED

By: \_\_\_\_\_

Name: ANDREW WILKINSON  
Title: \_\_\_\_\_

HIPGNOSIS SFH XV LIMITED

By: \_\_\_\_\_

Name: ANDREW WILKINSON  
Title: \_\_\_\_\_

HIPGNOSIS SFH XVI LIMITED

By: \_\_\_\_\_

Name: ANDREW WILKINSON  
Title: \_\_\_\_\_



HIPGNOSIS SFH XVII LIMITED

By:

Name:   
Title: 

HIPGNOSIS SFH XVIII LIMITED

By:

Name:   
Title: 

HIPGNOSIS SFH XIX LIMITED

By:

Name:   
Title: 

HIPGNOSIS SFH XX LIMITED

By:

Name:   
Title: 

BIG SHY SONGS LIMITED

By:

Name:   
Title: 

ACKNOWLEDGED AND AGREED:

JPMORGAN CHASE BANK, N.A., as the  
Administrative Agent

By:

A large black rectangular redaction box covering the signature of the Administrative Agent.

Name: Peter Christensen

Title:

A black rectangular redaction box covering the title of the Administrative Agent.

SCHEDULE I

to

COPYRIGHT SECURITY AGREEMENT

Copyright Registrations

<b>Grantor</b>	<b>Country</b>	<b>Copyright</b>	<b>Writer</b>
Hipgnosis SFH I Limited	US	Something Just Like This	Alexander Pall, Andrew Taggart
Hipgnosis SFH I Limited	US	LOVE YOURSELF	Benjamin Levin
Hipgnosis SFH I Limited	US	CASTLE ON THE HILL	Benjamin Levin
Hipgnosis SFH VII Limited	US	Sweet Dreams Are Made Of This	Dave Stewart
Hipgnosis SFH I Limited	US	Closer (Feat. Halsey)	Alexander Pall, Andrew Taggart
Hipgnosis SFH I Limited	US	Don't Let Me Down (Feat. Daya)	Alexander Pall, Andrew Taggart
Hipgnosis SFH I Limited	US	DON'T STOP BELIEVIN'	Neal Schon
Hipgnosis SFH XVII Limited	US	NEEDED ME	Brittany Hazzard
Hipgnosis SFH II Limited	US	What Do You Mean	Jason Boyd
Hipgnosis SFH XIV Limited	US	STITCHES	Teddy Geiger
Hipgnosis SFH I Limited	US	Paris	Alexander Pall, Andrew Taggart
Hipgnosis SFH VII Limited	US	Would I Lie To You	Dave Stewart
Hipgnosis SFH XV Limited	US	HandClap	Sam Hollander
Hipgnosis SFH I Limited	US	Roses	Alexander Pall, Andrew Taggart
Hipgnosis SFH XVI Limited	US	LOCKED OUT OF HEAVEN	Ari Levine
Hipgnosis SFH XII Limited	US	TITANIUM	Giorgio Tuinfort
Hipgnosis SFH XIV Limited	US	TREAT YOU BETTER	Teddy Geiger
Hipgnosis SFH XVII Limited	US	WHAT LOVERS DO	Brittany Hazzard
Hipgnosis SFH I Limited	US	COLD WATER	Benjamin Levin
Hipgnosis SFH XI Limited	US	Eric B for President: Term 1 (Explicit)	Eric Bellinger
Hipgnosis SFH XVII Limited	US	FAKE LOVE	Brittany Hazzard
Hipgnosis SFH VIII	US	Baby	Christopher Stewart

Limited			
Hipgnosis SFH I Limited	US	ISSUES	Benjamin Levin
Hipgnosis SFH XVI Limited	US	WHEN I WAS YOUR MAN	Ari Levine
Hipgnosis SFH I Limited	US	All Time Low	Jon Bellion
Hipgnosis SFH I Limited	US	LET'S STAY TOGETHER	Al Jackson
Hipgnosis SFH II Limited	US	Where Are Ü Now	Jason Boyd
Hipgnosis SFH XVI Limited	US	Just The Way You Are	Ari Levine
Hipgnosis SFH VII Limited	US	There Must Be An Angel Playing	Dave Stewart
Hipgnosis SFH I Limited	US	DON'T WANNA KNOW	Benjamin Levin
Hipgnosis SFH IX Limited	US	SMOOTH	Itaal Shur
Hipgnosis SFH I Limited	US	HAPPIER	Benjamin Levin
Hipgnosis SFH I Limited	US	Trumpets	Jon Bellion
Hipgnosis SFH I Limited	US	BABY	Terius Nash
Hipgnosis SFH I Limited	US	SINGLE LADIES (PUT A RING ON IT)	Terius Nash
Hipgnosis SFH XVI Limited	US	TREASURE	Ari Levine
Hipgnosis SFH I Limited	US	All We Know (Feat. Phoebe Ryan)	Alexander Pall, Andrew Taggart
Hipgnosis SFH XVII Limited	US	NOW OR NEVER	Brittany Hazzard
Hipgnosis SFH XII Limited	US	ONE LAST TIME	Giorgio Tuinfort
Hipgnosis SFH I Limited	US	DIVE	Benjamin Levin
Hipgnosis SFH XVII Limited	US	2 PHONES	Brittany Hazzard
Hipgnosis SFH I Limited	US	#Selfie	Alexander Pall, Andrew Taggart
Hipgnosis SFH I Limited	US	SUPERMARKET FLOWERS	Benjamin Levin
Hipgnosis SFH XIV Limited	US	THERE'S NOTHING HOLDIN' ME BACK	Teddy Geiger
Hipgnosis SFH I Limited	US	UMBRELLA	Terius Nash
Hipgnosis SFH XVI Limited	US	Marry You	Ari Levine
Hipgnosis SFH XIV Limited	US	MERCY	Teddy Geiger
Hipgnosis SFH XII Limited	US	HEY MAMA	Giorgio Tuinfort
Hipgnosis SFH XVII Limited	US	FEELS	Brittany Hazzard
Big Shy Songs Limited	US	COLD WATER	Jamie Scott
Hipgnosis SFH I Limited	US	Great Are You Lord	Jason Ingram

Hipgnosis SFH I Limited	US	NOW OR NEVER	Benjamin Levin
Hipgnosis SFH I Limited	US	Honest	Alexander Pall, Andrew Taggart
Hipgnosis SFH XVII Limited	US	HAVANA	Brittany Hazzard
Hipgnosis SFH I Limited	US	HOLY GRAIL	Terius Nash
Big Shy Songs Limited	US	DRAG ME DOWN	Jamie Scott
Hipgnosis SFH IV Limited	US	WE ARE FAMILY	Bernard Edwards
Hipgnosis SFH XVIII Limited	US	You Make It Easy	Michael Knox
Hipgnosis SFH I Limited	US	ANYWAY YOU WANT IT	Neal Schon
Hipgnosis SFH XII Limited	US	WITHOUT YOU	Giorgio Tuinfort
Hipgnosis SFH II Limited	US	Company	Jason Boyd
Hipgnosis SFH XI Limited	US	Eazy Call (Explicit)	Eric Bellinger
Hipgnosis SFH II Limited	US	Despacito (feat. Justin Bieber) [Remix]	Jason Boyd
Hipgnosis SFH IV Limited	US	LE FREAK	Bernard Edwards
Hipgnosis SFH II Limited	US	Purpose	Jason Boyd
Hipgnosis SFH VII Limited	US	Here Comes The Rain Again	Dave Stewart
Hipgnosis SFH I Limited	US	NEW MAN	Benjamin Levin
Hipgnosis SFH XVI Limited	US	Grenade	Ari Levine
Hipgnosis SFH XVI Limited	US	The Lazy Song	Ari Levine
Hipgnosis SFH XVI Limited	US	Count On Me	Ari Levine
Hipgnosis SFH I Limited	US	XO	Terius Nash
HIPGNOSIS SFH VI LIMITED	US	ME, MYSELF & I	Thomas Barnes, Benjamin Kohn, Peter Kelleher
Hipgnosis SFH XVII Limited	US	BODY	Brittany Hazzard
Hipgnosis SFH I Limited	US	LOVE ON TOP	Terius Nash
Hipgnosis SFH I Limited	US	Young	Alexander Pall, Andrew Taggart
Hipgnosis SFH XII Limited	US	TURN ME ON	Giorgio Tuinfort
Hipgnosis SFH VIII Limited	US	Ride	Christopher Stewart
Hipgnosis SFH XVI Limited	US	IT WILL RAIN	Ari Levine
Hipgnosis SFH VIII Limited	US	Your love	Christopher Stewart

Big Shy Songs Limited	US	STORY OF MY LIFE	Jamie Scott
Hipgnosis SFH VIII Limited	US	1+1	Christopher Stewart
Big Shy Songs Limited	US	SKIN	Jamie Scott
Hipgnosis SFH I Limited	US	Sick Boy	Alexander Pall, Andrew Taggart
Hipgnosis SFH IV Limited	US	RAPPER'S DELIGHT	Bernard Edwards
HIPGNOSIS SFH VI LIMITED	US	CHANGING	Thomas Barnes, Benjamin Kohn, Peter Kelleher
Hipgnosis SFH I Limited	US	GREEN ONIONS	Al Jackson
Hipgnosis SFH I Limited	US	RUN THE WORLD (GIRLS)	Terius Nash
Hipgnosis SFH II Limited	US	Children	Jason Boyd
Hipgnosis SFH VIII Limited	US	Dance for you	Christopher Stewart
Big Shy Songs Limited	US	THIS TOWN	Jamie Scott
Hipgnosis SFH XII Limited	US	DANGEROUS	Giorgio Tuinfort
Hipgnosis SFH XI Limited	US	Eric B for President: Term 2 (Explicit)	Eric Bellinger
Hipgnosis SFH II Limited	US	Life Is Worth Living	Jason Boyd
Hipgnosis SFH XVIII Limited	US	Rearview Town	Michael Knox
Hipgnosis SFH I Limited	US	LUV	Benjamin Levin
Hipgnosis SFH II Limited	US	Mark My Words	Jason Boyd
Hipgnosis SFH XII Limited	US	SEXY BITCH	Giorgio Tuinfort
HIPGNOSIS SFH VI LIMITED	US	DON'T BE SO HARD ON YOURSELF	Thomas Barnes, Benjamin Kohn, Peter Kelleher
Hipgnosis SFH XVII Limited	US	PICK UP THE PHONE	Brittany Hazzard
Hipgnosis SFH IV Limited	US	GOOD TIMES	Bernard Edwards
Hipgnosis SFH II Limited	US	No Pressure	Jason Boyd
Hipgnosis SFH I Limited	US	Setting Fires (Feat. XYLO)	Alexander Pall, Andrew Taggart
Hipgnosis SFH III Limited	US	With you	Johnta Austin
Hipgnosis SFH XII Limited	US	SWEET ESCAPE	Giorgio Tuinfort
Hipgnosis SFH XVI Limited	US	Fuck You	Ari Levine
Hipgnosis SFH X Limited	US	YEAH	Garrett Hamler
Big Shy Songs Limited	US	TOO MUCH TO ASK	Jamie Scott
Hipgnosis SFH I Limited	US	The One	Alexander Pall, Andrew Taggart

Hipgnosis SFH IV Limited	US	UPSIDE DOWN	Bernard Edwards
Hipgnosis SFH XVIII Limited	US	Drowns the Whiskey	Michael Knox
Hipgnosis SFH II Limited	US	No Sense	Jason Boyd
Hipgnosis SFH II Limited	US	I'm The One	Jason Boyd
Hipgnosis SFH XV Limited	US	Someone To You	Sam Hollander
Hipgnosis SFH I Limited	US	OPEN ARMS	Neal Schon
Hipgnosis SFH I Limited	US	END OF TIME	Terius Nash
Hipgnosis SFH XVI Limited	US	Talking To The Moon (Album Version)	Ari Levine
Hipgnosis SFH XII Limited	US	REST OF MY LIFE	Giorgio Tuinfort
Hipgnosis SFH X Limited	US	DIVA	Garrett Hamler
Hipgnosis SFH I Limited	US	DON T LET GO LOVE	Lyric
Hipgnosis SFH I Limited	US	Disturbia	Brian Kennedy
Hipgnosis SFH XVI Limited	US	GORILLA	Ari Levine
Hipgnosis SFH I Limited	US	Monster	Jon Bellion
Hipgnosis SFH XV Limited	US	Roll Up	Sam Hollander
Hipgnosis SFH IV Limited	US	I'M COMING OUT	Bernard Edwards
Hipgnosis SFH XII Limited	US	SHE WOLF (FALLING TO PIECES)	Giorgio Tuinfort
Hipgnosis SFH I Limited	US	BIRTHDAY CAKE	Terius Nash
Hipgnosis SFH XII Limited	US	TURN ME ON (NICKI MINAJ VERSION)	Giorgio Tuinfort
Hipgnosis SFH I Limited	US	Inside Out	Alexander Pall, Andrew Taggart
Hipgnosis SFH I Limited	US	1 + 1	Terius Nash
Hipgnosis SFH I Limited	US	WATERFALLS	Lyric
Hipgnosis SFH I Limited	US	My Type (Feat. Emily Warren)	Alexander Pall, Andrew Taggart
Hipgnosis SFH VIII Limited	US	Obsessed	Christopher Stewart
Hipgnosis SFH I Limited	US	BARCELONA	Benjamin Levin
Hipgnosis SFH VII Limited	US	Thorn In My Side	Dave Stewart
Hipgnosis SFH VIII Limited	US	Novacane	Christopher Stewart
Hipgnosis SFH XVI Limited	US	Runaway Baby	Ari Levine
Big Shy Songs Limited	US	NIGHT CHANGES	Jamie Scott
Hipgnosis SFH VII Limited	US	Miracle Of Love	Dave Stewart
Hipgnosis SFH XII Limited	US	RIGHT NOW	Giorgio Tuinfort

Hipgnosis SFH VII Limited	US	Sisters Are Doing It For	Dave Stewart
Hipgnosis SFH II Limited	US	Trust	Jason Boyd

Copyright Applications

Grantor	Country	Copyright Application	Application Serial No.	Application Filing Date