



APT LICENSING LIMITED

Company Number NI054094

(the "Company")

Statutory declaration in relation to an allotment of shares

I **MARK WEIR** of **18 CARMARY ROAD, CRUMLIN BT29 4TG** being a director of the Company and aged 18 years and upwards **DO SOLEMNLY AND SINCERELY DECLARE:-**

1. On 25 January 2007 the Company lodged a return in relation to the allotment of shares in the Company. This return was made on a Companies Registry Form No. 98(2) (the "**Initial Form**").
2. The Initial Form stated that the Company had allotted 228,572 Ordinary B Shares of £0.0005 each on 14 December 2006 to James Gerald Doherty. The details on the Initial Form in this regard were incorrect. The Company does not have any B Ordinary shares of £0.0005 each and the Initial Form should have referred to an allotment of 228,572 Ordinary B Shares of £0.005 each to James Gerald Doherty.
3. A replacement Companies Registry Form No. 98(2) with the correct details of the allotment is enclosed with this statutory declaration (the "**Replacement Form**"). The date on which the allotment was correctly made was 4 February 2007 and the Replacement Form which is enclosed with this statutory declaration notes this date as the correct date of allotment.
4. The Initial Form was lodged in error and the allotment which was purported to be recorded on the Initial Form has now been correctly recorded by the Replacement Form. Accordingly, the Initial Form should be treated as having been lodged in error.

We make this solemn declaration conscientiously believing the same to be true and by virtue of the Statutory Declaration Act 1835.

Declared at **30 Victoria Street, Belfast**

Dated: **30 December 2008**

Before me **Fergal O'Connell**

A Commissioner for Oaths or Notary Public or Justice of the Peace or a solicitor having the powers conferred on a Commissioner for Oaths.



G**Return of allotments of shares****98(2)**

Pursuant to Article 98(2) of the Companies (Northern Ireland) Order 1986

Please do not
write in this
marginPlease complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies (address overleaf)
(see note 1)**(REVISED 1989)**This form replaces forms
PUC2, PUC3 and 98(2)

Company number

NI 054094

1. Name of company

*insert full
name of
company

*

AUDIO PROCESSING TECHNOLOGY HOLDINGS LIMITED

2. This section must be completed for all allotments

† distinguish
between
ordinary
preference, etc

Description of shares †

"B" Ordinary

A Number allotted

228,572

B Nominal value of each

£ 0.005

C Total amount (if any) paid or due and payable
on each share (including premium if any)

£ 0.005

§ complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) [on 4 February 2007] §, or

(b) [from 20 to 20] §

The names and addresses of the allottees and the number of shares allotted to each should be given overleaf

3. If the allotment is wholly or partly other than for cash the following information must be given
(see notes 2 & 3)D Extent to which each share is to be treated as
paid up. Please use percentage.

100%

E Consideration for which the
shares were allotted CASH**NOTES**

1. This form should be delivered to the registrar of companies within one month of the (first) date of allotment.
2. If the allotment is wholly or partly other than for cash, the company must deliver to the registrar a return containing the information at D & E. The company may deliver this information by completing D & E and the delivery of the information must be accompanied by the duly stamped contact required by Article 98(2)(b) of the companies (Northern Ireland) Order 1986 or by the duly stamped prescribed particulars required by Article 98(3) of that Order (Form No. 98(3)).
3. Details of bonus issues should be included only in section 2.

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

Tughans
Solicitors
Marlborough House
30 Victoria Street
BELFAST BT1 3GS
Tel: 028 9055 3300

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Document Checking Section

