

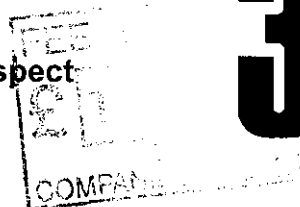
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Particulars of a mortgage or charge

395

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



CHFP025

Please do not write in this margin

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

*insert full name of Company

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

[] [] [] [] [] [] [] []

04018752

Name of company

* Kobalt Music Group Limited (the "Mortgagor")

Date of creation of the charge

22 November 2006

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

A Third Party Charge of Securities (the "Charge of Securities")

Amount secured by the mortgage or charge

All the Debtor's liabilities to the Bank of any kind and in any currency (whether present or future actual or contingent and whether incurred alone or jointly with another) together with the Bank's charges and commission Interest and Expenses (the "Debtor's Obligations")

"Debtor" means Kobalt Music Publishing Limited, Kobalt Music Administration Limited, Kobalt Music Services Limited and Kobalt Music Group Limited

"Expenses" means all expenses (on a full indemnity basis) incurred by the Bank at any time in connection with the Securities or the Debtor's Obligations or in taking or perfecting the Charge of Securities or in preserving defending or enforcing the security created by the Charge of Securities or in exercising any power under the Charge of Securities or otherwise with interest from the date they are incurred

"Interest" means interest at the rate(s) charged to the Debtor by the Bank from time to time

"Securities" has the meaning set out on page 2 of this form 395

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

The Royal Bank of Scotland plc (the "Bank") of 4 Abbey Street, Reading

Postcode RG1 3BA

Presentor's name address and reference (if any):
Eversheds LLP
Senator House
85 Queen Victoria Street
London
EC4V 4JL

Time critical reference
2493205 / BARNLSL

For official Use (06/2005)
Mortgage Section | Post room

A46 COMPANIES HOUSE *A9B5LL83* 473 02/12/2006

Short particulars of all the property mortgaged or charged

In consideration of the Bank giving time or credit or banking facilities to the Debtor and for the purpose of securing the discharge on demand of the Debtor's Obligations the Mortgagor as absolute owner (and under English law with full title guarantee) assigns to the Bank its whole right title and benefit to the Securities and all income derived from the Securities and all rights attaching to the Securities.

"Securities" means any stocks shares bonds warrants or other securities (certificated or uncertificated) from time to time (1) named in any schedule supplied by or on behalf of the Mortgagor to the Bank by reference to the Charge of Securities or (2) in respect of which title or the relative account entries is/are held in the name of or to the order of the Bank or its nominee or (3) in respect of which the relative certificates or other title documents are deposited with or held to the order of the Bank or its nominee

Note:- The Charge of Securities contains covenants by the Company with the Bank:-

- (i) not without the Bank's prior written consent to create or permit to arise any mortgage charge (fixed or floating) or lien on the Securities
- (ii) to deposit with the Bank or its nominee all documents relating to any bonus or rights or other issue of stock or shares in respect of the Securities
- (iii) to mandate to the Bank all dividends, distributions and other income arising from the Securities

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

Signed

Eversteeds LLP.

Date

29/11/06

On behalf of ~~XXXXXX XXXXXX~~ (chargee) †

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

† 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 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

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

COMPANY No. 04018752

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A THIRD PARTY CHARGE OF SECURITIES DATED THE 22nd NOVEMBER 2006 AND CREATED BY KOBALT MUSIC GROUP LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE KOBALT MUSIC PUBLISHING LIMITED, KOBALT MUSIC ADMINISTRATION LIMITED, KOBALT MUSIC SERVICES LIMITED AND KOBALT MUSIC GROUP LIMITED TO THE ROYAL BANK OF SCOTLAND plc ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 2nd DECEMBER 2006.

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



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

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