

MG01

Particulars of a mortgage or charge

162438/546

IRIS Laserform

A fee is payable with this form

We will not accept this form unless you send the correct fee
Please see 'How to pay' on the last page

✓ **What this form is for**
You may use this form to register
particulars of a mortgage or charge
in England and Wales or Northern
Ireland

✗ **What this form is NOT for**
You cannot use this form to register
particulars of a charge for a
company. To do this, please use
form MG01s

TUESDAY



A08 04/12/2012 #221
COMPANIES HOUSE

1 Company details

Company number 0 0 8 8 4 4 4 9

Company name in full Music Sales Group Limited (the "Chargor")

For official use

→ **Filing in this form**
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

2 Date of creation of charge

Date of creation d2 d3 m1 m1 y2 y0 y1 y2

3 Description

Please give a description of the instrument (if any) creating or evidencing the
charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'

Description A Third Party Charge of Securities entered into between the Chargor and
Coutts & Company (the "Bank") (the "Charge")

4 Amount secured

Please give us details of the amount secured by the mortgage or charge

ay
c.m.
Amount secured

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
"Secured Liabilities")

Continuation page

Please use a continuation page if
you need to enter more details

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5 Mortgagee(s) or person(s) entitled to the charge (if any)

Please give the name and address of the mortgagee(s) or person(s) entitled to the charge

Continuation page
Please use a continuation page if you need to enter more details

Name Coutts & Company

Address 440 Strand

London

Postcode W C 2 R 0 Q S

Name

Address

Postcode

6 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Continuation page
Please use a continuation page if you need to enter more details

Short particulars

Pursuant to the Charge the Chargor assigns to the Bank its whole right title and benefit to the Charged Assets and all income derived from the Charged Assets and all rights attaching to the Charged Assets

Negative Pledge Clause

Under the terms of the Charge the Chargor will not without the Bank's prior written consent create or permit to arise any Encumbrance on the Charged Assets

Definitions

Charged Assets: Any Securities from time to time named in any schedule supplied by or on behalf of the Mortgagor to the Bank by reference to the Charge (including, without limitations, the Schedule set out below)

Debtor: Music Sales Limited (Company No. 315155) whose registered office is situated at 14/16 Berners Street London W1T 3LJ

Encumbrance: Any mortgage charge (fixed or floating) pledge hypothecation or lien and any other arrangement or interest (whether by way of assignment trust title retention or otherwise) which has the effect of creating security or payment priority

Expenses All expenses (on a full indemnity basis) incurred by the Bank at any time in connection with the Charged Assets or the Secured Liabilities or in taking or perfecting the Mortgage or in preserving defending or enforcing the security created by the Mortgage or in exercising any power under the Mortgage or otherwise with Interest from the date they are incurred

(Continued on Continuation Sheet)

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7 Particulars as to commission, allowance or discount (if any)

Please insert the amount or rate percent of any commission, allowance or discount paid or made either directly or indirectly by the company to any person on consideration of his

- subscribing or agreeing to subscribe, whether absolutely or conditionally, or
- procuring or agreeing to procure subscriptions, whether absolute or conditional,

for any debentures included in this return The rate of interest payable under the terms of the debentures should not be entered

Commission, allowance or discount N/A

8 Delivery of instrument

You must deliver the original instrument (if any) creating or evidencing the charge and these prescribed particulars to the Registrar of Companies within 21 days after the date of creation of the charge (section 860) If the property is situated and the charge was created outside the United Kingdom (UK), you must deliver the information to the Registrar within 21 days after the date on which the instrument could have been received in the UK in the normal course of post and assuming you had posted it promptly (section 870)

We will accept a verified copy of the instrument creating the charge where the property charged is situated and the charge was created outside the UK (section 866) The company or the person who has delivered the copy to the Registrar must verify it to be a correct copy and sign it Where a body corporate gives the verification, an officer of that body must sign it We will also accept a verified copy where section 867(2) applies (property situated in another part of UK)

9 Signature

Please sign the form here

Signature

Signature

X *Farrell & Co LLP* X

This form must be signed by a person with an interest in the registration of the charge

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Particulars of a mortgage or charge



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form and will establish where we return the original documents. The contact information you give will be visible to searchers of the public record.

Contact name MJB/1000 10009617

Company name Farrer & Co LLP

Address 66 Lincoln's Inn Fields

Post town

County/Region London

Postcode W C 2 A 3 L H

Country

DX 32 Chancery Lane

Telephone +44 (0)20 3375 7000



Certificate

We will send your certificate to the presenter's address if given above or to the Company's Registered Office if you have left the presenter's information blank.



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following

- ☐ The company name and number match the information held on the public Register
- ☐ You have included the original deed with this form
- ☐ You have entered the date the charge was created
- ☐ You have supplied the description of the instrument
- ☐ You have given details of the amount secured by the mortgagee or chargee
- ☐ You have given details of the mortgagee(s) or person(s) entitled to the charge
- ☐ You have entered the short particulars of all the property mortgaged or charged
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record.



How to pay

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

Make cheques or postal orders payable to 'Companies House'.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below.

For companies registered in England and Wales

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

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6 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Short particulars

(Continued from MG01 Section 6)

Interest: Interest at the rate(s) charged to the Debtor by the Bank from time to time

Securities Any stocks shares bonds warrants options notes unit trust units or other equity or debt instruments or securities in each case whether constituted evidenced or represented by certificates or other documents or by an entry in the accounts of the issuer clearing house depository custodian or other person or otherwise and all rights against clearing houses depositories custodians or other persons holding instruments or securities

Schedule

21,000 ordinary shares of £1 each held by the Chargor in the Debtor



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 869(5) & (6) of the Companies Act 2006

**COMPANY NO. 884449
CHARGE NO. 10**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A THIRD PARTY CHARGE OF
SECURITIES DATED 23 NOVEMBER 2012 AND CREATED BY
MUSIC SALES GROUP LIMITED FOR SECURING ALL MONIES
DUE OR TO BECOME DUE FROM MUSIC SALES LIMITED TO
COUTTS & COMPANY ON ANY ACCOUNT WHATSOEVER WAS
REGISTERED PURSUANT TO CHAPTER 1 PART 25 OF THE
COMPANIES ACT 2006 ON THE 4 DECEMBER 2012**

**GIVEN AT COMPANIES HOUSE, CARDIFF THE 6 DECEMBER
2012**

dx



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**