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COMPANIES FORM No. 395

006055/13

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

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

8

Company number

01847467

Name of company

* BRITANNIA ROW PRODUCTIONS LIMITED of 3rd FLOOR, KINGS HOUSE, 12-42 WOOD STREET, KINGSTON UPON THAMES, SURREY KT1 1TG ("the Company")

Date of creation of the charge

8 July 2009

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

Supplemental chattel mortgage ("the Mortgage")

Amount secured by the mortgage or charge

Under the terms of the Mortgage, the Company agreed that it will pay on demand and without deduction or set off to FAL all monies on the date of the Mortgage or at any time thereafter which are due, owing or incurred by the Company to FAL including (but not limited to) under or pursuant to the Lease Purchase Agreement or in respect of the Transaction and all other monies and liabilities covenanted to be paid under the Mortgage or arising under any other finance agreement of any kind entered into between FAL and the Company and whether owing as principal or as surety, whether alone or jointly and/or severally, whether present or future, whether monetary or non monetary, actual or contingent and liquidated or unliquidated.

together the "Secured Obligations".

Please see Addendum 4/4 for definitions.

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

Five Arrows Leasing Limited, Heron House, 5 Heron Square, Richmond ("FAL")

Postcode TW9 1EL

Presentor's name address and reference (if any):

Five Arrows Leasing Limited
Heron House, 5 Heron Square,
Richmond, Surrey TW9 1EL

For official Use (02/00)

Mortgage Section

Post room

SATURDAY



AUNPHBGO

A29

11/07/2009

193

COMPANIES HOUSE

Time critical reference

Five Arrows Leasing
Nigel Pearce

Short particulars of all the property mortgaged or charged

As security for the Secured Obligations, the Company with full title guarantee assigns absolutely to FAL by way of security all of its right, title and interest in the Non-Vesting Assets together with the benefit of all existing guarantees, warranties, and servicing and maintenance agreements and intellectual property rights licenced to or to which the Company is entitled in relation to the Assets.

As further security for the Secured Obligations, the Company with full title guarantee charges in favour of FAL by way of fixed equitable charge all Non-Vesting Assets which are not owned by FAL or the Company on the date of the Mortgage and which the Company subsequently acquires, all future guarantees, warranties and servicing and maintenance agreements to which the Company becomes entitled in relation to the Assets and the benefit of all insurances (including all claims and return premiums) in relation to the Assets.

The Company covenants not to grant (or permit to be created) any further mortgage, charge, pledge, assignment or encumbrance of or over the Charged Property (including any charge of land on which the Non-Vesting Assets may be situate) other than in favour of FAL, or to sell, let, hire, part with possession of or otherwise dispose of the Non-Vesting Assets or any interest in them or to attempt to do any of such things or to do or omit to do anything which could in any way prejudice the security of FAL under the Mortgage in each and every case without having first obtained the express written consent of FAL.

See further Addendum 4/4

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



Date

9/2/2009

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

On behalf of mortgagee[†]

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

01847467

Name of company

* insert full name
of company

* BRITANNIA ROW PRODUCTIONS LIMITED of 3rd FLOOR, KINGS HOUSE, 12-42 WOOD STREET, KINGSTON UPON THAMES, SURREY KT1 1TG ("the Company")

Addendum 1/4

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

Supplemental Chattel Mortgage dated 8 July 2009

Addendum 2/4

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

£219,714.21 plus accrued interest as calculated from time to time

Company number

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Addendum 3/4

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

Five Arrows Leasing Limited, Heron House, 5 Heron Square, Richmond ("FAL")

Name of company

* insert full name
of company

* BRITANNIA ROW PRODUCTIONS LIMITED of 3rd FLOOR, KINGS HOUSE, 12-42 WOOD STREET, KINGSTON UPON THAMES, SURREY KT1 1TG ("the Company")

Addendum 4/4

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

"Assets" means the plant, machinery, equipment, vehicles or other assets described in the Schedule below and includes any and each of them where there are more than one.

"Charged Property" means the Non-Vesting Assets and other rights and interests mortgaged or charged to State pursuant to the terms of the Mortgage and includes any part of them.

"Lease Purchase Agreement" means the lease purchase agreement entered into on or about the date of the Mortgage in respect of the Assets;

"Non-Vesting Assets" means all or any of the Assets which are to be or have purportedly been sold by the Company to FAL and where, for whatever reason, title to the Asset or Assets concerned fails (or is held to have failed) to vest absolutely and effectively in FAL.

The Schedule

The Assets

6	x	K1 3-Way full range active WST enclosure (CA-COM) serial numbers 6201399 to 6201404	
1	x	K1 Chariot for 4 x K1 or 4 x K1-SB	
1	x	K1 Protective cover for 4 K1/K1-SB on Chariot	
3	x	K1 Cabling Kit	
12	x	K1-SB K1 System Subwoofer 2 x 15" serial numbers 6301181 to 6301192	
3	x	K1 Chariot for 4 x K1 or 4 x K1-SB	
3	x	K1 Protective cover for 4 K1/K1-SB on Chariot	
4	x	DO25 Loudspeaker cable CA-COM 8x4mm2, 25m length	
4	x	DOSUB-LA8 Loudspeaker cable extension for SB28, SB118 and passive encl's	
2	x	K1-BUMP Structure for flying & stacking K1 & K1-SB arrays serial numbers 7001073 & 7001074	
2	x	K1-BUMPDELTA Rigging accessory for rear attachment of 2 motors to K1 BUMP 6501061 & 6501062	
1	x	LARAK Empty Touring Rack pre-equipped with PK9U, LA Power, LA Panel 6401136	
3	x	LA8 Amplified Controller 4 x 1800 W/4 AMP, Ethernet Network 5202345 to 5202347	
1	x	DOM2 6 pair multi-conductor cable AMP Link, 2m length	
18	x	KUDO 3-way full-range active WST enclosure (CA-COM) serial numbers 2205590 to 2205594, 2205596, 2205677-2205680, 2205736, 2205737, 2205741, 2205742, 2205745, 2205746, 2205721 & 2205722	
18	x	KPLA-2 Removable front dolly on wheels	
9	x	KCOVx2 2 x protective covers for KUDO enclosure	
12	x	DO.7 Loudspeaker cable CA-COM 8x4mm2, 0.7m length	
6	x	DO25 Loudspeaker cable CA-COM 8x4mm2, 25m length	
2	x	KBUMP Rigging/stacking bumper for installing KUDO vertically serial numbers 2001652 & 2001653	

For further
chattels
see 395

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STREET, KINGSTON UPON THAMES, SURREY KT1 1TG ("the Company")

The Assets (continued)

4	x	KLIFT Rigging bumper for installing KUDO horizontally	2101418 to 2101421
2	x	KJACKx2 2 x tilt adjustment screw jacks for KUDO bumper	
2	x	LARAK Empty Touring Rack pre-equipped with PK9U, LA Power, LA Panel	
		6401137 & 6401138	
6	x	LA8 Amplified Controller 4 x 1800 W/4 AMP, Ethernet Network	serial numbers 5202349, 5202351 to 5202353, 5202356, 5202359
2	x	DOM2 6 pair multi-conductor cable AMP Link, 2m length	
1	x	DOM30 6 pair multi-conductor cable cross link, 30m length	
1	x	DOMF Multi-pair cable adapter LINK-BREAKOUT, 6 XLR3 female	
12	x	SB28 High power subwoofer 2 x 18"	serial numbers 5402959, 5403021 to 5403030, 5403106
12	x	SB28PLA Removable front dolly for SB28 enclosure	
6	x	SB28COVx2 2 x protective covers for SB28 enclosure	
3	x	DO25 Loudspeaker cable CA-COM 8x4mm2, 25m length	
3	x	DOSUB-LA8 Loudspeaker cable extension for SB28, SB118 & passive encl's	
1	x	LARAK Empty Touring Rack pre-equipped with PK9U, LA Power, LA Panel	
		6401139	
3	x	LA8 Amplified Controller 4 x 1800 W/4 AMP, Ethernet Network	serial numbers 5202360, 5202361, 5202363
1	x	DOM2 6 pair multi-conductor cable AMP Link, 2m length	
3	x	HS BC33 Diaphragm for 3" driver	
1	x	HP BC33 3" driver ohms 20 ohms	
4	x	HP PH62 6.5" speaker 8 ohms	
2	x	HS PH154 15" Recone kit	
1	x	HP PH154 15" speaker 8 ohms	
2	x	HS BM11 Diaphragm for 1" driver	
1	x	HP BM11 1" driver 16 Ohms	
4	x	HP BE51 5" speaker	
2	x	HP BC122 12" speaker	
2	x	HS BM181 18" Recone kit	
1	x	HP BM181 18" Speaker 8 Ohms	



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 1847467
CHARGE NO. 8**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A SUPPLEMENTAL CHATTEL
MORTGAGE DATED 8 JULY 2009 AND CREATED BY
BRITANNIA ROW PRODUCTIONS LIMITED FOR SECURING ALL
MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO
FIVE ARROWS LEASING LIMITED 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 11 JULY 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 16 JULY 2009



Companies House
— for the record —

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THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES