

M

COMPANIES FORM No. 395

395

Particulars of a mortgage or charge

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

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

*Insert full name
of company

To the Registrar of Companies

For official use Company number



2126744

Name of company

* FFrr Music Limited

Date of creation of the charge

8 February 1996

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

Charge by way of Security Assignment

Amount secured by the mortgage or charge

All funding (and interest due thereon) made available to the
Company by the Chargee from time to time.

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

PolyGram International Music B.V., PO Box 23, 3740 Baarn

The Netherlands

Postcode

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

Patrick Bradley
Senior Legal Adviser
PolyGram International Ltd.
8 St. James's Square
London SW1Y 4JU

For official use
Mortgage section

Post room



PMO *P4QBGIXP* 384
COMPANIES HOUSE 10/02/96

Time critical reference

Short particulars of all the property mortgaged or charged

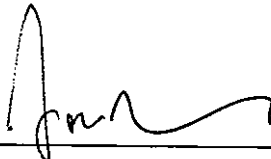
Charge by way of floating charge over all rights to receive income pursuant to all agreements for compositions entered into by the Company prior to 30 June 1998.

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)

Signed



Date

8 February 1996

On behalf of ~~[company]~~ [mortgagee/chargee]*

*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.

FILE COPY



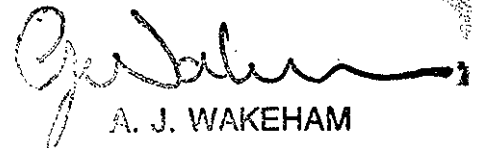
CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02126744

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE BY WAY OF SECURITY ASSIGNMENT DATED THE 8th FEBRUARY 1996 AND CREATED BY FFRR MUSIC LIMITED FOR SECURING ALL FUNDING MADE AVIALIBLE TO THE COMPANY BY POLYGRAM INTERNATIONAL MUSIC B.V. FROM TIME TO TIME WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 10th FEBRUARY 1996.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14th FEBRUARY 1996.



A. J. WAKEHAM

for the Registrar of Companies



COMPANIES HOUSE

HC026B

15/2
18
1996