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MG01

Particulars of a mortgage or charge



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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.

SATURDAY



A0088FJC

A33

05/12/2009

286

COMPANIES HOUSE

1

Company details

Company number

0 3 0 8 7 0 6 9

Company name in full

September Songs Limited (the "Company")



For official use



Filling 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

27 11 2009

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 fixed charge over intellectual property rights granted by the Company in favour of the Bank
(defined below) dated 27 November 2009 (the "IPR Charge").

4

Amount secured

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

Amount secured

All moneys, obligations and liabilities (whether present or future or
actual or contingent) which were at the date of the IPR Charge or
at any time thereafter due, owing or incurred by the Company to
the Bank on any account or otherwise howsoever (whether solely
or jointly with any other person and whether as principal or surety)
together with interest and other Bank charges so that interest will
be calculated and compounded in accordance with the practice of
the Bank from time to time as well after as before any demand
made or judgment obtained hereunder (the "Secured
Obligations").

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 & Co. (the "Bank")

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

The Company as beneficial owner of its Intellectual Property Rights as a continuing security for the payment of the Secured Obligations charged by way of first fixed charge in favour of the Bank all its Charged Property.

The Company also covenanted with the Bank (except for security created in favour of the Bank) not to create or permit to subsist any mortgage, charge, assignment, lien or encumbrance or other right in the nature of security on any of its Charged Property or the entitlement to benefit from the use and exploitation of them.

In this form MG01:

"Charged Property" means the Intellectual Property Rights of the Company, any goodwill of the Company's business to which the Intellectual Property Rights relate and to any other right which may arise from, relate to, or be associated with, the Intellectual Property Rights, or their use in the Company's business to the extent that the Company is in fact able to charge such rights under law and/or under contract.

To be continued...

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Particulars of a mortgage or charge

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

NA

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 866).

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 870). 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 *Farrer & 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 **Katie White**

Company name **Farrer & Co LLP**

Address

Post town

County/Region

Postcode **W C 2 A 3 L H**

Country

DX **32 Chancery Lane**

Telephone **+44 (0)20 7242 2022**



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,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS.
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

MG01 - continuation page

Particulars of a mortgage or charge

6 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged.

Short particulars

Continued...

"Intellectual Property Rights" means all intellectual property rights, both at the date of the IPR Charge and thereafter, including all patents, trademarks, service marks, designs (whether or not registered), business names, domain names, utility models, design rights, copyrights (including for the avoidance of doubt, all copyright in recordings (including remixes, edits and all versions of them), musical and lyrical compositions (including arrangements adaptations and translations of them) and in magazines, periodicals, catalogues, brochures, libraries of photographs, promotional and advertising materials and records, blocks, plates, film separations, transparencies, articles, features, feature headings, logos and devices, drawings, sketches and cartoons), rights in computer software, applications for any of the above (including the right to make such applications), and all licences and agreements for any of the above, and all rights of use and exploitation of the above property rights, in any part of the world and all confidential information, technical information and know-how owned by the Company or, where licensed to the Company for use in or for the purposes of the Company's business, all rights so granted, together with fees, royalties, other payments and rights to receive such royalties and payments and other rights of every kind deriving from the above property rights at the date of the IPR Charge or at any time in the future belonging to the Company.



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

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

**COMPANY NO. 3087069
CHARGE NO. 8**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A FIXED CHARGE OVER
INTELLECTUAL PROPERTY RIGHTS DATED 27 NOVEMBER
2009 AND CREATED BY SEPTEMBER SONGS LIMITED FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
COMPANY TO COUTTS & CO ON ANY ACCOUNT
WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1
PART 25 OF THE COMPANIES ACT 2006 ON THE 5 DECEMBER
2009**

**GIVEN AT COMPANIES HOUSE, CARDIFF THE 13 DECEMBER
2009**

PO
JEB



Companies House
— for the record —



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