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in black type, or
bold block lettering

* insert full name
of Company

COMPANIES FORM No. 395

301945/13

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

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

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03904065

Name of company

* Barco Holdings Limited (the "Chargor")

Date of creation of the charge

6 January 2009

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

Deed of Security Assignment (the "Charge")

Amount secured by the mortgage or charge

The obligations of the Chargor pursuant to the Loan Agreement dated 30 September 2008 and in particular (but without limitation) the obligation to repay the Chargee when the loan falls due for repayment and the obligation to pay interest when due (the "Secured Obligations").

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

Ingenious Resources Limited 15 Golden Square, London (the "Chargee")

Postcode W1F 9JG

Presenter's name address and
reference (if any):
Legal Department, Ingenious Media
Investments Limited, 15 Golden
Square, London W1F 9JG

Time critical reference

For official Use (02/00)
Mortgage Section

Post room

FRIDAY



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AK13F6K3

16/01/2009

COMPANIES HOUSE

51

Short particulars of all the property mortgaged or charged

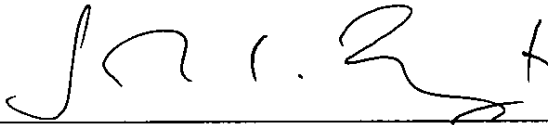
see Addendum 4/4

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bold block
lettering*

Particulars as to commission allowance or discount (note 3)

Signed



Date 15/01/2009

On behalf of chargee[†]

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

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

03904065

Name of company

* insert full name
of company

* Barco Holdings Limited

Addendum 1/4

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

Addendum 2/4

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

M395 Continuation

Company number

03904065

Name of company

* insert full name
of company

* Barco Holdings Limited

Addendum 3/4

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

Company number

03904065

Name of company

* insert full name
of company

* Barco Holdings Limited

Addendum 4/4

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

(1) ASSIGNMENT

The Chargor has assigned with full title guarantee and as a continuing security for the payment and discharge of the Secured Obligations to the Chargee by way of security all of their present and future rights and interest in, to and under the Intercompany Loan Agreement until the Chargor has unconditionally and irrevocably paid and discharged the Secured Obligations in full to the satisfaction of the Chargee. The assets assigned by the Chargor by way of security are described as the "Collateral" in the Charge.

(2) CHARGE

The Chargor has also charged with full title guarantee in favour of the Chargee by way of first fixed charge any of the Collateral not effectively assigned to the Chargee pursuant to the above wording.

DEFINITIONS

Loan Agreement: the loan agreement dated 30 September 2008 pursuant to which the Chargee has agreed to lend the Chargor a loan.

Intercompany Loan Agreement: the loan agreement dated 30 September 2008 pursuant to which the Chargor has agreed to lend Barco Sales Limited a loan.



FILE COPY

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

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

**COMPANY NO. 3904065
CHARGE NO. 1**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEED OF SECURITY ASSIGNMENT
DATED 6 JANUARY 2009 AND CREATED BY BARCO HOLDINGS
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME
DUE FROM THE COMPANY TO INGENIOUS RESOURCES
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 16 JANUARY 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 16 JANUARY
2009

M H
PD



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES