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COMPANIES FORM No. 395

Particulars of a mortgage or charge

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

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

Name of company

* Grand Central Sound Studios Limited (the "Company")

Date of creation of the charge

25th June 2004

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

Chattel Mortgage

Amount secured by the mortgage or charge

Any and all of the obligations of the Company (whether or not for the payment of money, and including any obligation to pay damages for breach of contract) which are or may become payable to the Governor and Company of the Bank of Scotland pursuant to the Facility Agreement by a commercial loan facility dated on or about the date of the Chattel Mortgage and made between (1) the Company and (2) The Governor and Company of the Bank of Scotland as lender.

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

The Governor and Company of the Bank of Scotland, The Mound, Edinburgh

Postcode EH1 1YZ

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

Davies Wallis Foyster
Centurion House
129 Deansgate
Manchester
M3 3AA

AZC/RLH/58500/1334

Time critical reference

For official Use
Mortgage Section

Post room

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COMPANIES HOUSE

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29/06/04

CHFP025

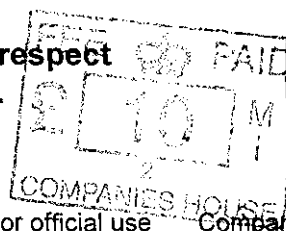
Please do not write in this margin

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

*insert full name of Company

341100/10.

395



For official use

Company number

2478789

Short particulars of all the property mortgaged or charged

1 used AMS Neve 32 fader Digital Film Console audio mixing console, configured with 96 channels 4 ESP cards, twin link machine control and 32 track audiofile SC data storage system. Serial number 1011.

1 used AMS Neve 32 fader Digital Film Console audio mixing console, configured with 96 channels 5 ESP cards, twin link machine control and 32 track audiofile SC data storage system. Serial number 1110.

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 28 June 2004

On behalf of [company] [mortgagee/chargee] †

A fee of £10 is
payable to
Companies House
in respect of each
register entry for a
mortgage or
charge.
(See Note 5)

† 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.
- 5 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF14 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02478789

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHATTEL MORTGAGE DATED THE 25th JUNE 2004 AND CREATED BY GRAND CENTRAL SOUND STUDIOS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND 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 29th JUNE 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 1st JULY 2004.

R.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES