

MG01

Particulars of a mortgage or charge

105609/26

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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

THURSDAY



PC5

"PJ8TLI7J"

11/03/2010

908

COMPANIES HOUSE

1

Company details

Company number

5 1 2 2 4 2 9

Company name in full

Applied Language Solutions Limited (the **"Assignor"**)

5

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

d0 d2 m0 m3 y2 y0 y1 y0

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

Insurance assignment of key-man policies (the **"Assignment"**)

4

Amount secured

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

Amount secured

All present and future obligations and liabilities
(whether actual or contingent and whether owed
jointly or severally or alone or in any other
capacity whatsoever) of each present or future
member of the Group to the Security Trustee and/or
the other Secured Parties (or any of them) under or
pursuant to any Finance Document (including all
monies covenanted to be paid under the Assignment)
(the **"Secured Obligations"**).

All capitalised terms, except those defined
elsewhere in this form MG01, are defined at the end
of section 6 (*Short particulars of all the property
mortgaged or charged*) of this form MG01.

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	Maven Capital Partners UK LLP as security trustee for the
Address	Secured Parties (as defined below) (the " Security Trustee ") St James's House, 7 Charlotte Street, Manchester
Postcode	M 1 4 D Z
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

1. Security assignment

By way of assignment all the Assignor's present and future right, title and interest, in and to

- (a) the key-man policies issued in the name of the Assignor by BUPA Life Assurance Limited in respect of the lives of Anthony Dixon and Simon Ratcliffe with policy numbers H255159901 and H255162201, respectively, as amended, supplemented or novated in any way from time to time, and each policy issued at any time in replacement or substitution of such policies (the "**Key-man Policies**"), together with
- (b) (1) all rights and remedies in connection with, and the full benefit of, the Key-man Policies (including the right to give an effective discharge for the monies assured or otherwise payable under them) and (2) all monies (including bonuses), proceeds and claims arising from any Key-man Policy, ((a) and (b) referred to together as the "**Assigned Assets**")

2. Negative Pledge and Disposal

The Assignor is not, without the prior written consent of the Security Trustee, to

- (a) create or permit to subsist any Security on any Assigned Asset other than as created by the Assignment, the Debenture or a Permitted Encumbrance (as defined in the Facility Agreement), or
- (b) sell, transfer, lease, lend or otherwise dispose of (whether by a single transaction or a number of transactions and whether related or not) and whether voluntarily or involuntarily the whole or any part of its interest in any Assigned Asset other than a Permitted Disposal (as defined in the Facility Agreement)

(See continuation page)

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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

Nil

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 *DAI, pe/UKLP* X
10 March 2010

This form must be signed by a person with an interest in the registration of the charge

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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 SFL

Company name DLA Piper UK LLP

Address

Post town

County/Region

Postcode M 2 3 D L

Country

DX DX: 14304 MANCHESTER

Telephone 0161 235 4196



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

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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		

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	<p>In this form MG01 the following terms have the following meanings</p> <p>"Debenture" means the debenture dated 2 March 2010 executed by each of the Assignor and Applied Language Solutions, LLC in favour of the Security Trustee,</p> <p>"Delegate" means any delegate, sub-delegate, agent, attorney or co-trustee appointed by the Security Trustee,</p> <p>"Facility Agreement" means the mezzanine facility agreement dated 2 March 2010 made between (1) the Assignor as Borrower (2) Maven Capital Partners UK LLP (the "Agent") and (3) Capital for Enterprise Fund A LP (the "Lender"),</p> <p>"Finance Parties" means the Agent, the Lender and the Security Trustee,</p> <p>"Group" means the Assignor and its subsidiaries from time to time,</p> <p>"Receiver" has the meaning given to that term in the Facility Agreement,</p> <p>"Secured Parties" means each Finance Party and any Receiver or Delegate and each a "Secured Party", and</p> <p>"Security" means any mortgage, pledge, lien, charge, assignment by way of security, hypothecation, security interest, title retention, preferential right or trust arrangements or any other security agreement or arrangement having the effect of security</p>	



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 5122429
CHARGE NO. 5**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT AN INSURANCE ASSIGNMENT OF
KEY-MAN POLICIES DATED 2 MARCH 2010 AND CREATED BY
APPLIED LANGUAGE SOLUTIONS LTD FOR SECURING ALL
MONIES DUE OR TO BECOME DUE FROM EACH PRESENT OR
FUTURE MEMBER OF THE GROUP TO MAVEN CAPITAL
PARTNERS UK LLP AS SECURITY TRUSTEE FOR THE SECURED
PARTIES AND/OR THE OTHER SECURED PARTIES (OR ANY OF
THEM) ON ANY ACCOUNT WHATSOEVER UNDER THE TERMS
OF THE AFOREMENTIONED INSTRUMENT CREATING OR
EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO
CHAPTER 1 PART 25 OF THE COMPANIES ACT 2006 ON THE 11
MARCH 2010

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11 MARCH 2010



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES