

# MG01

## Particulars of a mortgage or charge



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LASERFORM

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**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**

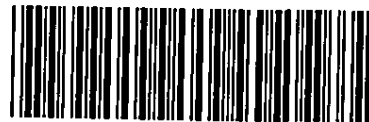
You may use this form to register particulars of a mortgage or charge in England and Wales or Northern Ireland



**What this form is NOT for**

You cannot use this form to register particulars of a charge for a Scottish company. To do this, please use form MG01s

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COMPANIES HOUSE

**1**

**Company details**

Company number

5 1 2 2 4 2 9

Company name in full

Applied Language Solutions Limited (the "Assignor")

For official use

7

**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

d1 d6 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

**MG01**

## Particulars of a mortgage or charge

**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 life of Gavin Wheeldon with policy number H255161401, 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 policy (the "Key-man Policy"), together with
- (b) (1) all rights and remedies in connection with, and the full benefit of, the Key-man Policy (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 the 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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## Particulars of a mortgage or charge

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### 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

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### 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).

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### Signature

Please sign the form here

Signature

Signature

X DIA Yifec

18 March 2020

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 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](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://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

In this form MG01 the following terms have the following meanings

**"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,

**"Delegate"** means any delegate, sub-delegate, agent, attorney or co-trustee appointed by the Security Trustee,

**"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");

**"Finance Parties"** means the Agent, the Lender and the Security Trustee,

**"Group"** means the Assignor and its subsidiaries from time to time,

**"Receiver"** has the meaning given to that term in the Facility Agreement,

**"Secured Parties"** means each Finance Party and any Receiver or Delegate and each a **"Secured Party"**, and

**"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

# MG01 - continuation page

Particulars of a mortgage or charge

<b>6</b>	<b>Short particulars of all the property mortgaged or charged</b>
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Please give the short particulars of the property mortgaged or charged
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Short particulars	
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## **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. 7**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT AN INSURANCE ASSIGNMENT OF  
KEY-MAN POLICIES DATED 16 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 19  
MARCH 2010

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22 MARCH 2010

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*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES