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CHWP007

COMPANIES FORM No. 410(Scot)

Particulars of a charge created by a company registered in Scotland

410

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



Please do not
write in
this margin

Pursuant to section 410 of the Companies Act 1985

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

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

For official use

Company number

		2
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SC191241

Name of company

* insert full name
of company

* **MDC Learning Systems Limited (the "Company")**

Date of creation of the charge (note 1)

25 August 2005

Description of the instrument (if any) creating or evidencing the charge (note 1)

Floating Charge

Amount secured by the charge

All sums which may be due or which may at any time hereafter become due by the Company under the factoring agreement between the Company and RBSCS dated 24 August 2005 and payment and performance by the Company of all sums and obligations which may be or become due by the Company to RBSCS.

Names and addresses of the persons entitled to the charge

The Royal Bank of Scotland Commercial Services Limited ("RBSCS")**Smith House, PO Box 50, Elmwood Avenue, Feltham Middlesex, TW13 7QD**

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

**HSH/RBW
Morton Fraser
DX ED119
EDINBURGH**

For official use

Charges Section

Post room



SCT SHFC68HH
COMPANIES HOUSE

0552
07/09/05

Short particulars of all the property charged.

The whole of the property which is, or may be from time to time while the floating charge is in force, comprised in the Company's property and undertaking, including without prejudice to the generality the Company's uncalled capital for the time being.

Please do not
write in
this margin

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legibly, preferably
in black type, or
bold block
lettering**

Statement, in the case of a floating charge, as to any restrictions on power to grant further securities and any ranking provision (note 2)

Except as may hereafter be agreed in writing by RBSCS, this Floating charge shall rank in priority to any fixed security as defined in Section 70 of the Insolvency Act 1986 and any other floating charge, being a fixed security or floating charge which shall have been created by the Company after the Company's execution hereof.

Without the previous consent in writing of RBSCS the Company shall not be entitled or at liberty to create or grant any such fixed security or floating charge or any other security, mortgage or charge affecting our assets or any part thereof, heritable or moveable.

Any such fixed security already subsisting in favour of RBSCS or which may at any time hereafter be granted by the Company in favour of RBSCS shall rank in priority to the Floating Charge hereby created.

Particulars as to commission, allowance or discount paid (see section 413(3))

N/A

Signed

Date _____

On behalf of ~~[company]~~ [chargee]†

Notes

1. A description of the instrument e.g. "Standard Security" "Floating Charge" etc, should be given. For the date of creation of a charge see section 410(5) of the Act. (Examples - date of signing of an Instrument of Charge; date of recording / registration of a Standard Security; date of intimation of an Assignment.)

2. In the case of a floating charge a statement should be given of (1) the restrictions, if any, on the power of the company to grant further securities ranking in priority to, or pari passu with the floating charge; and / or (2) the provisions, if any, regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property which is the subject of the floating charge or any part of it.

3. A certified copy of the instrument, if any, creating or evidencing the charge, together with this form with the prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of the creation of the charge. In the case of a charge created out of the United Kingdom comprising property situated outside the U.K., within 21 days after the date on which the copy of the instrument creating it could, in due course of post, and if despatched with due diligence, have been received in the U.K. Certified copies of any other documents relevant to the charge should also be delivered.

4. A certified copy must be signed by or on behalf of the person giving the certification and where this is a body corporate it must be signed by an officer of that body.

5. Cheques and Postal Orders are to be made payable to **Companies House**.

6. The address of the Registrar of Companies is:-

Companies House
37 Castle Terrace
Edinburgh EH1 2EB

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† delete as appropriate

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

Company number 191241

I hereby certify that a charge created by

MDC LEARNING SYSTEMS LIMITED

on 25 AUGUST 2005

for securing ALL SUMS DUE, OR TO BECOME DUE

in favour of

THE ROYAL BANK OF SCOTLAND COMMERCIAL SERVICES LIMITED

was delivered pursuant to section 410 of the Companies Act, 1985,
on 7 SEPTEMBER 2005 given at Companies House, Edinburgh
8 SEPTEMBER 2005



C O M P A N I E S H O U S E

