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COMPANIES FORM No. 410(Scot)

Particulars of a charge created
By a company registered in Scotland

CO 410

A fee of £13 is payable to Companies House in respect
of each register entry for a mortgage or charge.

Pursuant to section 410 of the Companies Act 1985

Please do not
write in
this margin

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

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

For official use

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Company Number

SC222407

Name of company

Lingo24 Limited

*insert full name
of company

Date of creation of the charge (note 1)

12 day of December 2008

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

Floating Charge

Amount secured by the charge

All the Company's liabilities to The Royal Bank of Scotland plc (present, future, actual or contingent and whether incurred alone or jointly with another) including interest and expenses.

Names and addresses of the persons entitled to the charge

The Royal Bank of Scotland plc
36 St Andrew Square
Edinburgh EH2 2YB

Presenter's name address telephone
Number and reference (if any):
The Royal Bank of Scotland plc
Credit Documentation
DX 714895
Manchester-25
Our ref: 78175/SP/JW
Telephone: 0161 755 6091

For Official Use (02/06)
Charges Section

Post room

SATURDAY



SCT

20/12/2008
COMPANIES HOUSE

1365

Short particulars of all the property charged.

All the Company's property, undertaking, assets (including uncalled capital) and rights owned now or in the future.

Note:- The Floating Charge contains provisions by which the Company undertakes to the Bank that it will not without the Bank's consent:-

- (a) dispose of any interest in heritable, freehold or leasehold land (**Land**);
- (b) grant, or accept a surrender of, any lease or licence of any of its Land or consent to a tenant assigning or sub-letting;
- (c) dispose of any other property, assets or rights, other than in the ordinary course of business;
- (d) deal with its book and other debts, except by collecting them in the ordinary course of business. In particular, the Company will not realise its book debts and other debts by means of invoice discounting or factoring arrangements;
- (e) call on or accept payment of any uncalled capital.

Please do not write in this margin

Please complete legibly, preferably in black type, or Bold black lettering

If there is not enough space on this form you may use the prescribed continuation sheet 410cs

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

The Floating Charge provides that:-

- (i) the Company will not, without the Bank's consent, permit or create any fixed security, floating charge or lien on any of its property, undertaking, assets (including uncalled capital) or rights, whether ranking before or after the Floating Charge, except in favour of the Bank;
- (ii) any fixed charge given by the Company to the Bank will rank in priority to the Floating Charge;
- (iii) the Floating Charge will rank in priority to any fixed charge and any other floating charge granted by the Company after completion of the Floating Charge, unless the Bank agrees otherwise.

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

Nil

For The Royal Bank of Scotland plc

Signed 

Date 16/12/08

On behalf of [company][chargee]†

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

†Delete as appropriate

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
DX 235 Edinburgh or LP - 4 Edinburgh 2



FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

COMPANY NO. 222407

CHARGE NO. 2

I HEREBY CERTIFY THAT A CHARGE CREATED BY LINGO24
LIMITED

ON 12 DECEMBER 2008

FOR SECURING ALL SUMS DUE OR TO BECOME DUE

IN FAVOUR OF ROYAL BANK OF SCOTLAND PLC

WAS DELIVERED PURSUANT TO SECTION 410 OF THE
COMPANIES ACT 1985 ON 20 DECEMBER 2008

GIVEN AT COMPANIES HOUSE, EDINBURGH 23 DECEMBER
2008



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES