

000147/26

M**COMPANIES FORM No. 395****Particulars of a mortgage or charge****395**

CHWP000

Please do not
write in
this marginPlease complete
legibly, preferably
in black type, or
bold block lettering**A fee of £13 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)

For official use

Company number

1		
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5801446

Name of company

* insert full name
of Company

* Dennett C Limited

Date of creation of the charge

6th June 2006

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

DEBENTURE

Amount secured by the mortgage or charge

1. All present and/or future indebtedness of the Company to the Lender including interest;
2. All other liabilities whatsoever of the Company to the Lender present, future, actual and/or contingent;
3. All costs charges and expenses howsoever incurred by the lender in relation to the Debenture and such indebtedness and/or liabilities on a full indemnity basis;
4. The payment of interest on the foregoing day by day from demand until discharge (after as well as before judgement) at the rate of 12.50% per annum.

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

Snap-On UK Holdings Limited, 278/282 High Holborn, London

Postcode WC1V 7HA

Presenter's name address and
reference (if any) :Julie Green, Snap-on Finance
Telford Way Industrial Estate
Kettering, Northants. NN16 8SN

Time critical reference

For official Use (02/06)
Mortgage Section

Post room

A18
COMPANIES HOUSE734
07/06/2006

Short particulars of all the property mortgaged or charged

1. By way of fixed charge all equipment now or hereafter belonging to the Company.
2. By way of fixed charge all book debts and other debts now and from time to time due or owing to the Company.
3. By way of fixed charge the goodwill and the benefit of any licences held by or for the benefit of the Company.
4. By way of floating charge its undertaking and all its property, assets and rights whatsoever and wheresoever present and/or future including those for the time being charged by way of fixed charge pursuant to the foregoing sub-clauses if and to the extent that such charges as aforesaid shall fail as fixed charges but without prejudice to any such fixed charges as shall continue to be effective.
5. With reference to the property, assets and rights subject to the floating charge the Company shall not be at liberty without the consent in writing of the Lender to;
 - (a) create any mortgage, charge or lien ranking in priority to or pari passu with that charge; and/or
 - (b) sell, transfer or dispose of the whole or except in the ordinary course of business any part of the Company's undertaking or assets, but shall not sell, transfer or otherwise dispose of any of its undertaking or assets subject to a fixed charge under the Debenture.
6. The person entitled to the charge has the power to appoint an administrator.

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

R. C. J.

Date

6/6/06

On behalf of [company][mortgagee/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 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. 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. 05801446

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 6th JUNE 2006 AND CREATED BY DENNETT C LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO SNAP-ON UK HOLDINGS LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 7th JUNE 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12th JUNE 2006.

Pangela.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —