

MG01

Particulars of a mortgage or charge



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

Please return
via

CH London Counter

WEDNESDAY



LDX7BQ58

L10

22/12/2010

227

COMPANIES HOUSE

1

Company details

Company number

0 3 5 1 4 4 8 6

Company name in full

Gemco Service Limited ("Chargor")

For official use

3

→ 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 d0 m1 m2 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

Debenture ("Debenture")

4

Amount secured

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

Amount secured

All liabilities of the following companies to any of
Nordea Bank Finland Plc, Nordea Bank Danmark A/S, Nordea
Bank Finland Plc, Frankfurt Branch, Nykredit Bank A/S or
Sydbank A/S (collectively, the "Finance Party" and
individually, a "Finance Party")

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							
Name	Nordea Bank Finland Plc ("the Security Trustee")							
Address	City Place House, 55 Basinghall Street,							
	London							
Postcode	E	C	2	V		5	N	B
Name								
Address								
Postcode								

Continuation page

Please use a continuation page if you need to enter more details

6 Short particulars of all the property mortgaged or charged

	Please give the short particulars of the property mortgaged or charged						
Short particulars	<p>Pursuant to the Debenture the Chargor charged in favour of the Security Trustee (as trustee for the Finance Parties) and as a continuing security to secure the payment and discharge of the Secured Liabilities</p> <p>1 By way of fixed charge any right, title or interest which the Chargor has now or may subsequently acquire to or in any Land</p> <p>2 By way of fixed charge all Investments, including those held for it by any nominee</p> <p>3 By way of fixed charge all Equipment</p> <p>4 By way of fixed charge all Intellectual Property Rights</p> <p>4 By way of fixed charge its goodwill</p> <p>5 By way of fixed charge its uncalled capital</p> <p>6 By way of fixed charge the benefit of all Authorisations held in relation to any Security Asset</p> <p>7 By way of absolute assignment all its rights and interest under all contracts and policies of insurance</p> <p>8 By way of absolute assignment, all rights under all deeds and agreements to which it is a party and which are not mortgaged, charged by way of fixed charge or assigned under any of the provisions set out in paragraphs 1 - 7 above</p> <p>9 The Chargor also charged by way of floating charge all of its present and future business, undertaking and assets which were not effectively mortgaged, charged by way of fixed charge or assigned as set out in paragraphs 1 - 8 above</p> <p>10 The Chargor further agreed not to create or permit to subsist any security over any Security Asset</p>						

Continuation page

Please use a continuation page if you need to enter more details

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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

Not applicable

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 JNA Inbm UK LLP X

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 Andrew Hill

Company name SNR Denton UK LLP

Address One Fleet Place

London

Post town

County/Region

Postcode E C 4 M 7 W S

Country

DX DX 242 LONDON/CHANCERY LANE

Telephone 020 7242 1212



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,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
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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Amount secured

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

Amount secured

- (a) Stenhøj A/S,
- (b) Stenhøj Autolift A/S,
- (c) Stenhøj Kompressor A/S,
- (d) Stenhøj Hydraulic A/S,
- (e) Stenhøj Service A/S,
- (f) STH Holding GmbH,
- (g) Perkute Maschinenbau GmbH,
- (h) Sherpa Autodiagnostik GmbH,
- (i) Autop Maschinenbau GmbH,
- (j) The Chargor,
- (k) Gemco Equipment Limited, and

any subsidiary of Stenhøj A/S from time to time which is advanced facilities by, or grants security to, any Finance Party

("the Secured Liabilities")

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6	Short particulars of all the property mortgaged or charged
Short particulars	<p data-bbox="309 376 1034 403">Please give the short particulars of the property mortgaged or charged</p> <p data-bbox="309 427 1508 454">In the Debenture, the following defined terms bear the following meaning:</p> <p data-bbox="309 495 619 521">"Investments" means</p> <p data-bbox="309 555 1508 640">(a) All or any stocks, shares, bonds and securities of any kind (marketable or otherwise), negotiable instruments and warrants and any other financial instruments, and</p> <p data-bbox="309 674 1508 795">(b) All allotments, accretions offers, options, rights, bonuses, benefits and advantages, whether by way of conversion, redemption, preference, option or otherwise which at any time accrue to or are offered or arise in respect of them,</p> <p data-bbox="309 828 1508 887">and includes all dividends, interests and other distributions paid or payable on or in respect of them.</p> <p data-bbox="309 920 1508 978">"Land" has the same meaning as it has in section 205 (1) of the Law of Property Act 1925</p> <p data-bbox="309 1012 1508 1097">"Equipment" means all fixed and moveable plant, machinery, tools, vehicles, computers and office and other equipment and the benefit of all related Authorisations, agreements and warranties</p> <p data-bbox="309 1131 895 1158">"Intellectual Property Rights" means</p> <p data-bbox="309 1191 1508 1312">(a) Any patents, trademarks, service marks, trade names, domain names, rights in designs, software rights, utility models, database rights, copyrights, rights in the nature of copyright, and all other forms of intellectual or industrial property,</p> <p data-bbox="309 1346 1508 1440">(b) Any rights in or to inventions, formulae, confidential or secret processes and information, know-how and similar rights, goodwill and any other rights and assets of a similar nature,</p> <p data-bbox="309 1473 1508 1532">(c) Any other right to use, or application to register or protect, any of the items listed in paragraphs (a) or (b) above,</p> <p data-bbox="309 1565 1508 1592">arising or subsisting in any jurisdiction and whether registered or not</p> <p data-bbox="309 1626 1508 1684">"Authorisation" means an authorisation, consent, permission, approval, resolution, licence, exemption, filing, notarisation or registration</p> <p data-bbox="309 1718 1508 1776">"Security Asset" means any asset of the Chargor which is the subject of any Security created or to be created by the Debenture</p> <p data-bbox="309 1809 1508 1962">"Security" means a mortgage, charge, pledge, lien, assignment by way of security, retention of title provision, trust or flawed asset arrangement which has the effect of granting security, or any other security interest securing any obligation of any person or any other agreement or arrangement in any jurisdiction having a similar effect</p>



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 3514486
CHARGE NO. 3**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 10
DECEMBER 2010 AND CREATED BY GEMCO SERVICE LIMITED
FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM
STENHOJ A/S, STENHOJ AUTOLIFT A/S, STENHOJ
KOMPRESSOR A/S, STENHOJ HYDRAULIC A/S, STENHOJ
SERVICE A/S, STH HOLDING GMBH, PERKUTE
MASCHINENBAU GMBH, SHERPA AUTODIAGNOSTIK GMBH,
AUTOP MASCINENBAU GMBH, THE COMPANY, GEMCO
EQUIPMENT LIMITED AND ANY SUBSIDIARY OF STENHOJ A/S
TO THE FINANCE PARTY WAS REGISTERED PURSUANT TO
CHAPTER 1 PART 25 OF THE COMPANIES ACT 2006 ON THE 22
DECEMBER 2010

GIVEN AT COMPANIES HOUSE, CARDIFF THE 29 DECEMBER
2010

L. C.



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES