

395

## Particulars of a mortgage or charge

Please do not  
write in  
this margin

Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies  
(Address overleaf - Note 5)

For official use Company number

		2	4866770
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Name of company

\* insert full name  
of Company

* CONWAY D LIMITED
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Date of creation of the charge

28 October 2003
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Description of the instrument (if any) creating or evidencing the charge (note 2)

DEBENTURE
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Amount secured by the mortgage or charge

<ol style="list-style-type: none"> <li>1. All present and/or future indebtedness of the Company to the Lender including interest;</li> <li>2. All other liabilities whatsoever of the Company to the Lender present, future, actual and/or contingent;</li> <li>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;</li> <li>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 11.50% per annum.</li> </ol>
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Names and addresses of the mortgagees or persons entitled to the charge

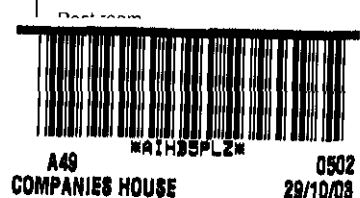
Snap-on U.K. Holdings Limited	
Chichester House, 278/282 High Holborn	
London, WC1V 7HA	
Postcode	

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

Nicola Wagland  
Snap-on Finance UK Limited  
Telford Way Industrial Estate  
Kettering Northants  
NN16 8SN

Time critical reference

For official Use  
Mortgage Section



Please do not  
write in  
this margin

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

- 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.

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- 6 The person entitled to the charge has the power to appoint an administrator.

Particulars as to commission allowance or discount (note 3)

Signed

Date

28/10/03

On behalf of [company][mortgagee/chargee]†

† 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 The address of the Registrar of Companies is:-

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 04866770

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 28th OCTOBER 2003 AND CREATED BY CONWAY D LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO SNAP-ON U.K. HOLDINGS LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 29th OCTOBER 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 30th OCTOBER 2003.

*pm*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —