

# 155(6)a

Pursuant to section 155(6) of the Companies Act 1985

Company number

Name of company

\* MPE LIMITED

XWe a DAVID SEABURY, 4 REGENT MEWS, BIRKDALE, SOUTHPORT. PR8 2NX  
JAN NALBORCZYK, 9 ENNERDALE DRIVE, AUGHTON, ORMSKIRK LANCs L39 5EA  
IAN KANE, 10 ST Wydum, 26 WESTCLIFFE ROAD, BIRKDALE, SOUTHPORT PR8 2TG

~~XXXXXXXXXXXX~~ [all the directors] † of the above company do solemnly and sincerely declare that:

**The business of the company is:**

[illegible]

(c) something other than the above §

The company is proposing to give financial assistance in connection with the acquisition of shares in the [company] ~~XXXXXXXXXXXXXXXXXX~~

[illegible]

The number and class of the shares acquired or to be acquired is:  
of £1 each

**Presenter's name address and reference (if any) :**  
Brabners Chaffe Street LLP  
1 Dale Street  
Liverpool  
L2 2ET

14118      Liverpool

For official Use  
General Section



A12 \*AUTUZJDO\* 290  
COMPANIES HOUSE 04/10/2006

A51 \*AKBLBIK3\* 337  
COMPANIES HOUSE 05/09/2006

A26 #AU54T18W 617  
COMPANIES HOUSE 24/08/2006

The assistance is to be given to: (note 2) MPE Limited  
(Company No. 3291415) whose registered office is Hammond Road Knowsley  
Industrial Park Liverpool L33 7UL

Please do not  
write in this  
margin

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

The assistance will take the form of:

1. An Unlimited Guarantee in favour of The Royal Bank of Scotland plc ("the Bank") in relation to all indebtedness due to the Bank.
2. Legal Charge in favour of The Royal Bank of Scotland plc creating a charge against all tangible and intangible property of the Company.

The person who ~~XXXXXXXXXX~~ [will acquire] † the shares is:

† delete as  
appropriate

MPE LIMITED

The principal terms on which the assistance will be given are:

See Appendix 1

The amount of cash to be transferred to the person assisted is £ 160,000

The value of any asset to be transferred to the person assisted is £ N/A

The date on which the assistance is to be given is 31 July 2006



**MPE LIMITED**

**COMPANY NO: 3291415**

**Appendix to Form 155 (6) a**

The principal terms upon which the assistance will be given are:

1. Under the terms of the Unlimited Guarantee:
  - 1.1 The Company will be required to pay the Royal Bank of Scotland plc ("the Bank") on demand the balance from time to time unpaid of all monies due or to become due to the Bank by the Company and to discharge on demand all liabilities owing or to become owing to the Bank by the Company howsoever arising.
2. Under the terms of the Legal Charge:
  - 2.1 The Company will be required to pay the Bank on demand the balance from time to time unpaid of all monies due or to become due to the Bank by the Company.
  - 2.2 As beneficial owner and as continuing security for payment and discharge of all obligations under the Legal Charge the Company will be required to charge to the Bank all freehold and leasehold property.
3. Under the terms of the Unlimited Guarantee and Legal Charge the Company will be required to covenant that it would not, without prior written consent of the Bank;
  - 3.1 Create or allow to arise any mortgage, debenture, charge, lien or encumbrance on all or any part of the property charged to the Bank; or
  - 3.2 Assign, factor, discount, transfer or otherwise dispose of the whole or any material part of its undertaking, property or assets, in each case subject to the exceptions set out in the Unlimited Guarantee and Legal Charge.

Your ref

Our ref 4M0114/DJT/DRC/AJF/mc



Delivering solutions through excellence

**Private and Confidential**

The Directors  
MPE Limited  
Hammond Road  
Knowsley Industrial Park  
Liverpool  
L33 7UL  
(Company Number 3291415)

19 July 2006

Dear Sirs

**MPE Limited (the "Company")**

We have examined the attached statutory declarations of the directors of the Company dated 19 July 2006 in connection with the proposal that the Company should give financial assistance in connection with the purchase of shares in the Company.

We have enquired into the state of affairs of the Company in order to review the bases for the statutory declarations.

We are not aware of anything to indicate that the opinion expressed by the directors in their declarations as to any of the matters in Section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully

**CLB Coopers**

a member of

**POLARIS™**  
INTERNATIONAL

Partners - Chartered Accountants

D R Clift  
M G Garrett  
D Hall  
S Lindsay

I T Smethurst  
D J Travis  
P A Whiteway  
M D Worsley

Other Partners  
M T Getliffe LLB  
D E Hill FABRP  
A J White CTA

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