

CHFP025

Please do not write in this margin COMPANIES FORM No. 155(6)a

Declaration in relation to assistance for the acquisition of shares

155(6)a

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

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

Note Please read the notes on page 3 before completing this form.

- * insert full name of company
- ø insert name(s) and address(es) of all the directors

To ti	he F	Regi	strar	of (Com	pan	ies
(Ad	dre	SS C	verl	eaf	- N	ote	5)

For official use

Company number

3291415

Name of company

* MPE LIMITED

XWe & DAVID SEABURY, 4 REGENT MEWS, BIRKDALE, SOUTHPORT PR8 2NX
JAN NALBORCZYK 9 ENNERDALE DRIVE, AUGUTON, ORNBKIRK LANCS L39 BEA
IAN KANE, 10 ST WYDUM, 26 WESTCLIFFE ROAD, BIRKDALE, SOUTHPORT PR8 2TG

† delete as appropriate

§ delete whichever is inappropriate The business of the company is:

(c) something other than the above §

The company is proposing to give financial assistance in connection with the acquisition of shares in the [company] **EXMONICEXMONICEMATION** [company] **EXMONICEMATION** [company] **EXMONIC

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

of £1 each

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

Brabners Chaffe Street LLP 1 Dale Street Liverpool L2 2ET

14118 Liverpool

For official Use General Section



COMPANIES HOUSE

04/10/2006

XXXXXXXX

A51 *AKBLBIK3*
COMPANIES HOUSE

337 05/09/2006

A26 #AU54TIBLE
COMPANIES HOUSE

617 24/08/2006

The assistance is to be given to: (note 2) MPE Limited , Plantage					
(Company No. 3291415) whose registered office is Hammond Road Knowsley Industrial Park Liverpool L33 7UL					
	Please comple legibly, prefera				
	in black type, o 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.					
 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 [XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX	† delete as appropriate				
MPE LIMITED					
	-				
The principal terms on which the assistance will be given are:	_				
See Appendix 1					
	·				
	j				
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 value of any assection be transferred to the person assisted is E. M. A.	-				

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

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

* delete either (a) or (b) as appropriate When have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

- (a) WWe have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date]* (note 3)

And X/we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declarants to sign below

Jan Kane Aswallong

Declared at

1 Dale Street, Livepool

Day Month Year on 1907206

before me STEVEN MURRAY

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on

a Commissioner for Oaths.

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.
- 5 The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies Companies House Crown Way Cardiff CF14 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies 37 Castle Terrace Edinburgh EH1 2EB

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.

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")

Coopers

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