



## Declaration in relation to assistance for the acquisition of shares

# 155(6)a

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

Company number

Name of company

\* GATEDALE LIMITED

XWe ESTHER ADLER AND PAUL ADLER BOTH OF 1 MELINA PLACE LONDON NW8 9SF

Ø insert name(s) and address(es) of all the directors

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

The business of the company is

[illegible]

XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX \$

(c) something other than the above §

The company is proposing to give financial assistance in connection with the acquisition of shares in the

[company] ~~XXXXXXXXXXXXXXXXXXXX~~

Limited) †

The assistance is for the purpose of [that acquisition] XXXXXXXX XXXXXXXX XXXXXXXX XXXXXXXX XXXXXXXX XXXXXXXX XXXXXXXX XXXXXXXX XXXXXXXX XXXXXXXX

~~XXXXXXXXXXXXXXXXXXXX~~ †

The number and class of the shares acquired or to be acquired is FOUR ORDINARY SHARES OF ONE POUND EACH BEING THE ENTIRE ISSUED SHARE CAPITAL OF THE COMPANY

For official Use  
General Section

WEDNESDAY



\*AS0C32FY\*

A29

20/08/2008

347

COMPANIES HOUSE

The assistance is to be given to (note 2) BROOKDANE LIMITED OF  
15-157 ST. JOHN'S STREET, LONDON EC1V 4PY

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

The giving of a third party Charge (which includes a guarantee of the liabilities of Brookdane Limited) secured over the Company's freehold property situate at The Square, Newcastle under Lyme, Staffordshire

The person who ~~has been~~ [will acquire] † the shares is

† delete as  
appropriate

BROOKDANE LIMITED

The principal terms on which the assistance will be given are

The giving of the third party Charge and Guarantee.

The amount of cash to be transferred to the person assisted is £ NIL

The value of any asset to be transferred to the person assisted is £ 13,000,000 00

The date on which the assistance is to be given is 19th JUNE 2006

Please do not  
write in this  
margin.

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

delete either (a) or  
(b) as appropriate

I/We 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) [I/We 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)


(b) ~~I/We have formed the opinion that the company will be unable to pay its debts as they fall due during the year immediately following that date]\* (note 3)~~

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

Declared at

Declarants to sign below

60 Welbeck Street.  
London W1G 9XB

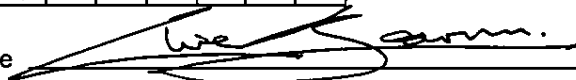
  
Golder

Day Month Year

on 

1	9	0	6	2	0	0	6
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before me



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

CWE Berman

## 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

## ***Report by the auditors of Gatedale Limited (the Company) to Northern Rock plc (the Bank)***

This report is given in connection with the proposed arrangement whereby the company will give financial assistance for the purchase of its own shares, particulars of which are given in the statutory declaration made this day by the directors pursuant to section 155(6) of the Companies Act 1985 (the Act)

The purpose of this report is to assist the Bank in considering whether the proposed arrangement is permitted under section 155(2) of the Act and it is not intended to be used, quoted or referred to for any other purpose

### **Basis of opinion**

We have examined the board memorandum dated 14 June 2006 (a copy of which is attached, initialled by us for the purpose of identification) for which the directors are solely responsible and have enquired into the Company's state of affairs so far as necessary for us to review the bases for the board memorandum. Our enquiry did not constitute an audit under the provisions of the Companies Act 1985

We confirm that at the close of business on 16 June 2006 the aggregate of the Company's assets as stated in its accounting records exceeded the aggregate of its liabilities as so stated

### **Opinion**

We are not aware of anything to indicate that the opinion expressed in paragraph 2 of the board memorandum is unreasonable in all the circumstances



**WESTBURY**

REGISTERED AUDITORS  
CHARTERED ACCOUNTANTS

14 June 2006

REPORT OF THE AUDITORS TO THE DIRECTORS OF GATEDALE LIMITED  
UNDER SECTION 156(4) OF THE COMPANIES ACT 1985

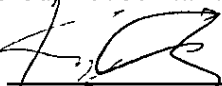
We have examined the attached statutory declaration of the Directors of Gatedale Limited in connection with the proposal that Gatedale Limited shall give Brookdane Limited financial assistance for the purchase of the entire issued share capital in Gatedale Limited

We have enquired into the state of Gatedale Limited's affairs as at today's date

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration dated 19<sup>th</sup> day of June 2006 as to the solvency of Gatedale Limited is unreasonable in all the circumstances

Yours faithfully  
Chartered Accountants

Dated

  
19<sup>th</sup> June 2006.