



Declaration in relation to assistance for the acquisition of shares

155(6)a

CHWP000

Please do not write in this margin

Pursuant to section 155(6) 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

--	--	--

04261851

Name of company

* STRATFORD CITY DEVELOPMENTS LIMITED (THE "COMPANY")

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

* insert full name of company

~~We~~ SEE SCHEDULE 1

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

† delete as appropriate

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

The business of the company is

§ delete whichever is inappropriate

~~(a) that of a recognised bank, licensed institution, within the meaning of the Banking Act 1979~~

~~(b) that of a person authorised under section 2 or 4 of the Insurance Companies Act 1982 to carry on insurance business in the United Kingdom~~

(c) something other than the above§

The company is proposing to give financial assistance in connection with the acquisition of shares in the ~~company~~ [company's holding company] DUELGUIDE

Limited]†

The assistance is for the purpose of ~~that acquisition~~ [reducing or discharging a liability incurred for the purpose of that acquisition] †

The number and class of the shares acquired or to be acquired is 92,702,830
ORDINARY SHARES OF £0.005 EACH

Presenter's name address and reference (if any)

Skadden, Arps, Slate, Meagher & Flom (UK) LLP
40 Bank Street, Canary Wharf
London E14 5DS
666030/11 1

For official Use (02/06)
General Section

Post room

FRIDAY



LD2 20/06/2008 106
COMPANIES HOUSE

The assistance is to be given to (note 2) SEE SCHEDULE 2

Please do not
write in
this margin

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

The assistance will take the form of

SEE SCHEDULE 3

The person who [has acquired ~~XXXXXX~~ ^{will acquire}† the share is
SEE SCHEDULE 4

† delete as
appropriate

The principal terms on which the assistance will be given are

SEE SCHEDULE 5

The amount of cash to be transferred to the person assisted is £ SEE SCHEDULE 6

The value of any asset to be transferred to the person assisted is £ SEE SCHEDULE 7

this margin

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

* delete either (a) or (b) as appropriate

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) ~~XXXXXX~~ 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) ~~XXXXXX~~ We have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding up.* (note 3)

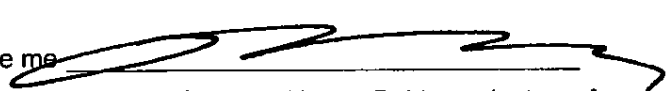
And ~~XXXXXX~~ we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Declared at 10 UPPER BANK STREET
LONDON E14 5JJ

Declarants to sign below

on

Day	Month	Year
19	06	2008

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



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

DX 33050 Cardiff

or, for companies registered in Scotland -

The Registrar of Companies
37 Castle Terrace
Edinburgh
EH1 2EB

DX 235 Edinburgh

or LP-4 Edinburgh 2

A Commissioner for Oaths
Bankside House, 107 Leadenhall Street,
London EC3A 4AF
England
(Iain Alexander Rogers)

Form 155(6)a

Schedule 1 to a Statutory Declaration of the directors of

Stratford City Developments Limited made on 1st June 2008

Names and addresses of directors:

Mr Peter Howard Miller
22a Oakleigh Park South
Oakleigh Park
London
N20 9JU

Mr Brian James Mackrill
28 Hestercombe Avenue
London
SW6 5LG

**Schedule 2 to a Statutory Declaration of the directors of
Stratford City Developments Limited**

- 1 The assistance is to be given as part of a broader restructuring of the group of companies of which DGL Acquisitions Limited is the ultimate holding company (respectively, the "Restructuring" and the "DGL Group") The Restructuring is being undertaken for the purpose of facilitating the division of the DGL Group between Westfield Acquisition PLC (and its affiliates), on the one hand, and R&M Investments (BVI) Limited (and its affiliates), on the other hand As part of the Restructuring, it is proposed that a number of acquisitions of shares will take place and a number of liabilities which were incurred for the purpose of previous acquisitions of shares will be reduced or discharged
- 2 The assistance covered by this statutory declaration is to be given to DGL Acquisitions Limited, a company registered in England and Wales (company number 05271553) with its registered office at 40 Berkeley Square, London W1J 5AL, as the purchaser of Duelguide Limited and is to be given for the purpose of (i) discharging the remaining liability of £187,126,218 established under the loan notes issued by DGL Acquisitions Limited to R&M Investments (BVI) Limited on 7 December 2004, (ii) discharging a liability of £4,120,315 owed by DGL Acquisitions Limited to R&M Investments (BVI) Limited as a result of certain DGL Group related transactions, and (iii) reducing a liability of £294,626,218 established under the loan notes issued by DGL Acquisitions Limited to Westfield Acquisition PLC on 7 December 2004 by £206,926,433
- 3 Assistance is also to be given to certain of the direct counter-parties to the agreements into which it is proposed that Stratford City Developments Limited will enter, being
 - 3 1 Duelguide Management Services Limited, a company registered in England and Wales (company number 01999376) with its registered office at 25 Harley Street, London W1G 9BR,
 - 3 2 Duelguide Holdings Limited, a company registered in England and Wales (company number 02636872) with its registered office at 6th Floor Midcity Place, 71 High Holborn, London WC1V 6EA, and
 - 3 3 Westfield UK Finance Limited, a company registered in England and Wales (company number 06507524) with its registered office at 6th Floor Midcity Place, 71 High Holborn, London WC1V 6EA

**Schedule 3 to a Statutory Declaration of the directors of
Stratford City Developments Limited**

The assistance will take the form of the execution and delivery by Stratford City Developments Limited of the following documents and the performance of its obligations thereunder

- 1 a deed of novation to be entered into between Stratford City Developments Limited, Duelguide Management Services Limited and Duelguide Holdings Limited (the "**Deed of Novation**"), and
- 2 a loan agreement to be entered into between Stratford City Developments Limited and Westfield UK Finance Limited (the "**Loan Agreement**"),

each of those documents being in such form as may be amended, supplemented, novated, and/or replaced from time to time together with the performance by Stratford City Developments Limited of other acts in connection with the acquisition of the shares, the financing of that acquisition and/or the Restructuring

**Schedule 4 to a Statutory Declaration of the directors of
Stratford City Developments Limited**

The person who has acquired the shares is

DGL Acquisitions Limited, a company registered in England and Wales (company number 05271553) with its registered office at 40 Berkeley Square, London W1J 5AL

**Schedule 5 to a Statutory Declaration of the directors of
Stratford City Developments Limited**

The principal terms on which the assistance will be given are

- 1 under the terms of the Deed of Novation, *inter alia*
- 1.1 Stratford City Developments Limited and Duelguide Management Services Limited will mutually release and discharge each other from their respective obligations and liabilities arising under and/or in respect of the relevant loan (being an amount of £237,502 that Stratford City Developments Limited is indebted to Duelguide Management Services Limited) and waive their respective rights, entitlements, claims and/or demands against each other thereunder and/or in respect thereof, and
- 1.2 in consideration of Duelguide Holdings Limited assuming, performing, discharging and being bound in every way by all of Stratford City Developments Limited's obligations and liabilities under and in respect of the relevant loan, Stratford City Developments Limited will agree to pay to Duelguide Holdings Limited consideration equal to the value of the relevant loan, such consideration to be left outstanding as an unsecured, repayable on demand loan, and
- 2 under the terms of the Loan Agreement, Stratford City Developments Limited will lend to Westfield UK Finance Limited the amount of £1,059,831

**Schedule 6 to a Statutory Declaration of the directors of
Stratford City Developments Limited**

The amount of cash to be transferred to the persons assisted is

- 1 Nil to DGL Acquisitions Limited, Duelguide Management Services Limited and
Duelguide Holdings Limited, and
- 2 £1,059,831 to Westfield UK Finance Limited

**Schedule 7 to a Statutory Declaration of the directors of
Stratford City Developments Limited**

The value of any asset to be transferred to the persons assisted is as follows

1 Nil



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Canary Wharf (38th Floor)
1 Canada Square
London E14 5AG
United Kingdom

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Fax +44 (0) 20 7311 4121
DX 38050 Blackfriars

Private & confidential

The Directors
Stratford City Developments Limited
6th floor
Midcity Place
71 High Holborn
London WC1V 6EA

19 June 2008

Dear Sirs

Auditors' report to the directors of Stratford City Developments Limited pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors dated 19 June 2008 in connection with the proposal that the company should give financial assistance as part of the broader restructuring of the group of companies of which DGL Acquisitions Limited is the ultimate holding company, in the manner described in the attached statutory declaration

This report is made solely to the company's directors as a body in accordance with section 156(4) of the Companies Act 1985. Our work has been undertaken so that we as the company's auditors might state to the company's directors those matters we are required to state to them in a report under section 156(4) of that Act and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's directors as a body for our work under section 156(4) of that Act or for this report.

We have enquired into the state of the company's affairs in order to review the bases for the statutory declaration.

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

Yours faithfully

KPMG LLP