

**CHFP025**

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## 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 bold block lettering**

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

For official use

**Company number**

05415314

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

Name of company

\* Boulton (Lancaster) Limited (the "Company")

\* insert full name  
of company

XWe a Everard Nicholas Goodman of 5 Bryanston Court, London W1H 7HA

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

Adam Hayden Cohen of Baram, 64 Galley Lane, Arkley, Hertfordshire EN5  
4AL.

Darren John Sharpe of 192 Noak Hill Road, Billerica, Essex CM12 9UX

† delete as appropriate

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

**The business of the company is**

5 delete whichever  
is inappropriate

[illegible]

(c) something other than the above §

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

**XXXXXXXXXXXXXXXXXXXX Company**

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

XXXXXXXXXXXXXXXXXXXXX †

The number and class of the shares acquired or to be acquired is one ordinary share with a  
par value of £1

Presentor's name address and  
 reference (if any)  
 Berwin Leighton Paisner LLP  
 Adelaide House  
 London Bridge  
 London  
 EC4R 9HA

92 Chancery Lane  
(#5911733)

For official Use  
General Section

SATURDAY



RM

\*R09ZFWV5\*

02/02/2008

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COMPANIES HOUSE

The assistance is to be given to (note 2) Allied Freehold Property Trust Limited of 77  
South Audley Street, London W1K 1EE

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

The assistance will take the form of

the execution and performance by the Company of: (i) a loan agreement (of even date) between the Company and Alliance & Leicester Plc as lender (the "**Lender**") (the "**Loan Agreement**") under which the Lender will provide a borrowing facility to the Company for the purpose of repaying in part the Company's existing indebtedness (the "**Existing Debt**") and also under which the Company will pay the Lender's fees, (ii) a debenture (the "**Debenture**") between the Company and Alliance & Leicester Plc, pursuant to which the Company will give a fixed and floating charge over its assets and undertaking to secure all of its liabilities to the Lender and will charge its assets and undertaking as security for those obligations, (iii) an inter-company loan agreement (the "**Inter-Company Loan Agreement**") between the Company as borrower and Allied Freehold Property Trust Limited ("**Allied**") as lender, pursuant to which Allied will make certain advances to the Company to assist the Company with its repayment of the Existing Debt; (iv) the novation to the Company from Allied of an interest rate hedging agreement between Allied and the Lender (the "**Hedging Novation**") in respect of at least 50% of the principal amount advanced pursuant to the Loan Agreement; and (v) a deed of subordination dated on or around even date made between the Lender, the Company and Allied pursuant to which the Company agrees not to repay the sums outstanding pursuant to the Inter-Company Loan Agreement under certain circumstances (the "**Deed of Subordination**").

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

† delete as  
appropriate

Allied Freehold Property Trust Limited

The principal terms on which the assistance will be given are

as regards the Loan Agreement and the Inter-Company Loan, that the Company will borrow certain sums and use the same to repay the Existing Debt,  
pursuant to and in consideration of the Lender entering into the Loan Agreement the Company will pay certain fees to the Lender,  
as regards the Debenture, that the Company will grant a fixed and floating charge over all assets and undertakings (present and future) of the Company in favour of the Lender;  
as regards the Hedging Novation, that the Company will take over the liabilities (if any) of Allied under the hedging agreement with the Lender, and  
as regards the Deed of Subordination, the Company agrees not to repay the Inter-Company Loan with Allied under certain circumstances

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 £ NIL

The date on which the assistance is to be given is on the date of this form

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

~~X~~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)

[illegible]

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

Declared at 77 South Andely Street  
London W1K 1JG.

Declarants to sign below

Day Month Year  
on 3/1 0/1 2008

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

Declarants to sign below

*Alister*

*Southey*

*Dean*

## 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

To The Directors  
Boulton (Lancaster) Limited

**AUDITORS REPORT TO THE DIRECTORS OF BOULTBEE (LANCASTER) LIMITED**  
**(THE "COMPANY")**

**PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985**

We have examined the attached statutory declaration of the directors dated 31 January 2008 in connection with the proposal that the Company should give financial assistance particulars of which are given in the statutory declaration.

**Basis of opinion**

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

**Opinion**

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



**Geo. Little, Sebire & Co**  
**Chartered Accountants and**  
**Registered Auditors**

31 January 2008