

# G

COMPANIES FORM No 155(6)(a)

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

# 155(6)a

CHFP021

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

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2468311

Name of company

ABBEY NATIONAL ALPHA INVESTMENTS

**Note**

Please read the notes on page 3 before completing this form

\* insert full name of company

I/We ~~ø~~ SHAUN PATRICK COLES OF 4 CHAPLIN WALK, GREAT CORNARD, SUDBURY,

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

SUFFOLK CO10 0YT AND DAVID MARTIN GREEN OF ABBEY NATIONAL HOUSE, 2 TRITON

SQUARE, REGENT'S PLACE, LONDON NW1 3AN

† 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 or licensed institution within the meaning of the Banking Act 1979~~ xx

~~(b) that of a person authorised under section 1 of the Insurance Companies Act 1982 to carry on~~ xx

~~insurance business in the United Kingdom~~ xx

(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]~~

Limited†

The assistance is for the purpose of ~~(the 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 1,183,977 ORDINARY SHARES

Presenter's name address and

Secretary of TSG Boi  
Abbey National plc  
2 Triton Sq  
London  
NW1 3AN

Page NW1 3AN

For official Use (02/06)  
General Section

WED SATURDAY



A26 \*AJNQTY1Y\* 15/03/2008 297  
COMPANIES HOUSE  
A51 \*ARWSVXR8\* 05/03/2008 127  
COMPANIES HOUSE

The assistance is to be given to (note 2) BRETTWOOD LIMITED, 19 - 21 Commercial Street,  
St Helier, Jersey JE2 3RU, Channel Islands and Abbey National Treasury  
Services plc of Abbey National House, Triton Square, Regent's Place, London  
NW1 3AN

Please do not  
write in  
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Please complete  
legibly, preferably  
in black type, or  
bold block lettering

The assistance will take the form of

The issue of a debenture to Brettwood Limited at a discount of £44,000,000 to its redemption value of £49,000,000.

The making of loans of up to £55,000,000 to Abbey National Treasury Services plc, which company will in turn make purchases of assets (including the debenture referred to above) from, and indirect loans to, Brettwood Limited.

The person who [has acquired]~~will acquire~~† the share is

† delete as  
appropriate

BRETTWOOD LIMITED, 19 - 21 Commercial Street, St Helier, Jersey JE2 3RU,  
Channel Islands

The principal terms on which the assistance will be given are

THE DEBENTURE WILL BE ISSUED TO BRETTWOOD LIMITED ON OR BEFORE 4 MARCH 2008 FOR CONSIDERATION OF £5,000,000 AND WILL BE REDEEMABLE ON 31 MARCH 2008 FOR £49,000,000.

THE LOANS TO ABBEY NATIONAL TREASURY SERVICES plc WILL BE IN THE SUM OF UP TO £55,000,000, WILL BE MADE BETWEEN 28 FEBRUARY 2008 AND 21 MARCH 2008, and WILL BEAR INTEREST AND BE REPAYABLE ON DEMAND.

The amount of cash to be transferred to the person assisted is £ UP TO £55,000,000

The value of any asset to be transferred to the person assisted is £ 44,000,000

The date on which the assistance is to be given is BETWEEN 28 FEBRUARY 2008 AND 21 MARCH 2008

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

~~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)

~~(b) [It is intended to commence the winding up of the company within 12 months of that date and I/we have formed the opinion that the company will be able to pay its debts as they fall due within 12 months of the commencement of the winding up]\* (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

Declared at Abbey National House,  
2 Triton Square, London NW1  
3AN

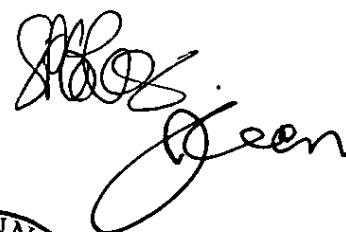
Day Month Year  
on 

27	01	2018
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before me J. KERR MILLIGAN  
Notary Public of London, England

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





## 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

# Deloitte.

## REPORT OF THE INDEPENDENT AUDITOR TO THE DIRECTORS OF ABBEY NATIONAL ALPHA INVESTMENTS ("THE COMPANY") PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

We report on the attached statutory declaration of the directors dated 27 February 2008, prepared pursuant to the Companies Act 1985, in connection with the proposal that the Company should give financial assistance in relation to

- the issue to Brettwood Limited of a debenture at a discount, which (a) would amount to a distribution by the Company to Brettwood Limited, and (b) is not included as an exempt transaction under section 153 of the Companies Act 1985, and
- the making of two subsequent loans to Abbey National Treasury Services plc, after receipt of which Abbey National Treasury Services would purchase the debenture from Brettwood Limited and thereby restore Brettwood Limited's financial position as referred to in section 152(b) of the Companies Act 1985.

This report is made solely to the directors of the Company for the purpose of section 156(4) of the Companies Act 1985. Our work has been undertaken so that we might state to the directors of the Company those matters that we are required to state to them in an auditors' report under that section 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, for our work, for this report, or for the opinions that we have formed.

### 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 their statutory declaration as to any of the matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

*Deloitte & Touche LLP*

Deloitte & Touche LLP  
Chartered Accountants and Registered Auditors  
London, UK

27 February 2008