

# Declaration in relation to assistance for the acquisition of shares

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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02577560

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

\*Insert full name  
of company

Name of company

\* CARBASE (PORTSMOUTH) LIMITED

I/We ~~is~~ Kenneth Peter Phillips of 18 Reedling Drive, Southsea, Hampshire, PO4 8UF

Insert name(s) and  
address(es) of all  
the directors

† Delete as  
appropriate

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

§ Delete whichever  
is inappropriate

~~(a) that of a person authorised under section 3 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]~~ CARBASE (PORTSMOUTH)

Limited] †

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

The number and class of the shares acquired or to be acquired is 9000 ORDINARY SHARES OF  
£1 00 EACH

Presenter's name address and  
reference (if any)

Warner Goodman & Street  
8 College Place,  
London Road  
Southampton SO15 2FF  
DX 38542 SOUTHAMPTON 3

For official Use (02/06)  
General Section

Post room

TUESDAY



A48

08/05/2007

383

COMPANIES HOUSE

The assistance is to be given to (note 2) SOUTHERN COUNTIES ASSETS LIMITED WHOSE  
REGISTERED OFFICE IS KENILWORTH HAMBLEDON ROAD DENMEAD WATERLOOVILLE HAMPSHIRE  
PO7 6NU

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write in  
this margin

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bold block  
lettering

The assistance will take the form of

The Company executing a legal charge in favour of Clydesdale Bank Public  
Limited Company ('the Bank') of Unit 2, 1 Old Reservoir Road, Farlington,  
Portsmouth ('the Legal Charge')

The person who ~~has acquired~~ will acquire† the shares is

SOUTHERN COUNTIES ASSETS LIMITED WHOSE REGISTERED OFFICE IS AT KENILWORTH  
HAMBLEDON ROAD DENMEAD WATERLOOVILLE HAMPSHIRE PO7 6NU

† Delete as  
appropriate

The principal terms on which the assistance will be given are

1 The Bank will loan to Southern Counties Assets Limited the sum of  
£248,500, such sum to be used by Southern Counties Assets Limited to pay part  
of the consideration payable on the purchase of the entire issued share  
capital of the Company As security for such loan, the Company is required  
to enter into the Legal Charge.

2 The Legal Charge secures

(1) all monies and liabilities now or at any time hereafter due, owing or  
incurred to the Bank, whether actual or contingent and whether solely or  
jointly with any other person, and

(11) on a full and unlimited indemnity basis, all costs, charges and expenses  
incurred by the Bank in relation to the Legal Charge

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 \_\_\_\_\_

CO155(6)(a)2

Please do not  
write in  
this margin

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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)

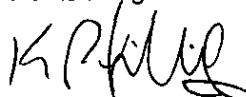
- (a) I/~~We~~ have formed the opinion that the company will be able to pay its debts as they fall due  
(b) during the year immediately following that date]\* (note 3)

~~I have 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 in full within 12 months~~  
~~of the commencement of the winding-up.] (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 15 Landport Terrace  
Portsmouth  
PO1 2QS

Declarants to sign below

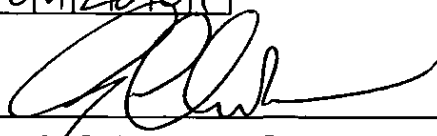


on Day Month Year

on 

05	04	20	19	17
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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 Solicitor Commissioner for Oaths

C. Cooke  
15 Landport Terrace  
Portsmouth PO1 2QS  
Tel 023 9282 2411

## NOTES

- |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                              |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>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</p> <p>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</p> <p>3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985</p> <p>4 The auditor's report required by section 156(4) of the Companies Act 1985 must be annexed to this form</p> | <p>5 The address for companies registered in England and Wales or Wales is -</p> <p>The Registrar of Companies<br/>Companies House<br/>Crown Way<br/>Cardiff<br/>CF14 3UZ</p> <p>DX 33050 Cardiff</p> <p>or, for companies registered in Scotland -</p> <p>The Registrar of Companies<br/>37 Castle Terrace<br/>Edinburgh<br/>EH1 2EB</p> <p>DX 235 Edinburgh</p> <p>or LP-4 Edinburgh 2</p> |
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**Auditors' report to the directors of Carbase (Portsmouth) Limited ("the Company") pursuant to section 156(4) of Companies Act 1985.**

We have examined the attached statutory declaration of the directors of the company dated 5 April 2007 in connection with the proposal that the Company should give financial assistance for the purpose of the acquisition of 9,000 Ordinary Shares in the Company

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

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

*HWCA limited*  
Registered Auditor

Date *05 APRIL 2007*