

**COMPANIES FORM No. 155(6)a** 

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



CHFP025				
Please do not write in this margin	Pursuant to section 155(6) of the Companies Ad	ct 1985		
Please complete egibly, preferably n black type, or pold block lettering	To the Registrar of Companies (Address overleaf - Note 5)	For official use	Company number	
Note Please read the notes on page 3 before completing this form	* RIDER HOUSE LIMITED			
Insert full name of company Insert name(s) and address(es) of all the directors	DAVID MESSENGER of Homewood,	Crow Lane, Tendring,	, Clacton on Sea, lul	
† delete as appropriate	[the sole director] [ANXINGXXIII] † of the The business of the company is	e above company do solem	_	
delete whichever is inappropriate	WXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX	XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX	-	
	The company is proposing to give financial a [company] (CANOLANG) (COMPANY)	ssistance in connection with	·	
	The assistance is for the purpose of [that acquisition]   (AQQQQQXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX			
	The number and class of the shares acquired o	or to be acquired is 100 C	Ordinary Shares of £1	
		<del></del>		

Presentor's name address and reference (if any) Freeth Cartwright LLP Cumberland Court 80 Mount Street

Nottingham NG1 6HH

DX 10039 Nottingham1 PMR/0874/2000917/2/4973174 For official Use General Section



Page 1

of The Counting House, Nelson Street, Kingston upon Hull, Humberside, HUl 1XE ("the Buyer") and Abbey National Plc whose registered office is at Abbey National House, 2 Triton Square, Regent's Place, London, NW1 3AN ("the Bank")	write in this margin  Please complet  legibly, prefera in black type, o bold block lettering
The assistance will take the form of	-
See Annexure 1  The person who NAXIMAG [will acquire] † the shares is	t delete as appropriate
the Buyer	арргорнаю
The principal terms on which the assistance will be given are	_
See Annexure 2	
The amount of cash to be transferred to the person assisted is £  Annexure 2a	_
The value of any asset to be transferred to the person assisted is £ Nıl	_
The date on which the assistance is to be given is within 8 weeks of the date hereof	Page 2

The date on which the assistance is to be given is

The assistance is to be given to (note 2) ELDER (U K ) LIMITED (COMPANY NUMBER 03010715)

Please do not

Page 2

Please do not vrite in this nargin

I/WEX 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)

Please complete egibly, preferably n black type, or hold block lettening

(a) [IMMX 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)

delete either (a) or (b) as appropriate  $\mathcal{Q}(t, f(b))$ 

PROCESTOR CONTROL CONT

**XXXXXXX** 

And I/Max 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

Compensate tourt

NOTTING HAM

Declarants to sign below

Day Month Year
0 3 0 4 2 0 0 8

before me MACK PIPKIN

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

or, for companies registered in Scotland -

The Registrar of Companies 37 Castle Terrace Edinburgh EH1 2EB

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#### RIDER HOUSE LIMITED

# ANNEXURES TO FORM 155(6)a ANNEXURE 1

All capitalised items in this annexure 1 shall have the meanings given to them in annexure 3

#### Form of assistance

The assistance will take the form of the execution by the Company of the following documentation (as the same may be amended, varied, supplemented or substituted from time to time) and the Company complying with and fulfilling its obligations under them

- 1 the Debenture,
- 2 the Guarantee, and
- 3 the Intra Group Loan Agreement

MP

#### RIDER HOUSE LIMITED

# ANNEXURES TO FORM 155(6)a ANNEXURE 2

All capitalised items in this annexure 2 shall have the meanings given to them in annexure 3

## Terms on which assistance given

The principal terms on which the assistance is given is as follows

#### 1 The Guarantee

Pursuant to the terms of the Guarantee, the Company undertakes to discharge the money and liabilities becoming due from the Buyer to the Bank

#### 2 The Debenture

Pursuant to the terms of the Debenture the Company grants to the Bank fixed and floating charges over all the property (including the Property), assets and undertaking of the Company as continuing security for all its liabilities and obligations to the Bank, including its liabilities under the Guarantee

### 3 The Intra Group Loan Agreement

Pursuant to the terms of the Intra Group Loan Agreement monies may be loaned to the Buyer as agreed from time to time, such loans to be interest free, to remain outstanding on inter-company loan account and to be repayable on demand. The loans made to the Buyer will inter alia assist the Buyer to fund the Acquisition.

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### RIDER HOUSE LIMITED

# ANNEXURES TO FORM 155(6)a ANNEXURE 2A

All capitalised items in this Annexure 2A shall have the meanings given to them in Annexure 3

#### **Amount of Cash Transferred to the Person Assisted**

Pursuant to the terms of the Intra Group Loan Agreement the Company will make loans to the Buyer in such amounts and at such times as agreed from time to time pursuant to the terms of the Intra Group Loan Agreement The amount loaned shall not exceed £5,000,000 in aggregate from time to time

MP

#### RIDER HOUSE LIMITED

# ANNEXURES TO FORM 155(6)a ANNEXURE 3

Acquisition the acquisition of the entire issued share capital of the

Company by the Buyer on the terms of the Acquisition

Agreement,

Acquisition Agreement the agreement to be entered into between the Sellers

and the Buyer for the Acquisition,

Bank Abbey National Plc,

Buyer Elder (U K ) Limited (Company Number 03010715),

Debenture to be given by the Company in favour of

the Bank securing all obligations of the Company to the Bank, including, without limitation, the liability and obligations of the Company to the Bank pursuant to the Guarantee and including a fixed charge over the

Property,

Group the Company and the Buyer,

Guarantee a guarantee to be entered into by the Company in favour

of the Bank in which the Company is to guarantee to the

Bank the obligations and liabilities of the Buyer,

Intra Group Loan Agreement the intra group loan agreement to be entered into

between the Company and the Buyer pursuant to which

monies may be loaned to the Buyer,

Property the freehold property known as Rider House and

registered under title number SF323873,

Sellers Stephen Miles Moxham and Helen Moxham,



Chartered Accountants and Chartered Tax Advisers

> The Counting House Nelson Street Kingston-Upon-Huil HU1 1XE

Telephone
01482 225564
Facsimile
01482 213301
website
www.graybrowne.co.uk

# AUDITORS' REPORT TO THE DIRECTOR OF RIDER HOUSE LIMITED (THE COMPANY) PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

We have examined the attached statutory declaration of the director dated 3 April 2008 in connection with the proposal that the Company should give financial assistance for the acquisition of its own shares

### **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 sole director in his statutory declaration as to any of the matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances

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Graybrowne Limited
Chartered Accountants and Registered Auditors
13-14 Nelson Street, Hull,
North Humberside,
HU1 1XE

3 APRIL

2008



