

CHFP041

COMPANIES FORM No. 155(6)(a)

155(6)a

Declaration in relation to
assistance for the acquisition
of sharesPlease 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 letteringTo the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

02806856

Note
Please read the
notes on page 3
before completing
this form
*Insert full name
of company

Name of company

* Peverel Limited

~~X~~We ~~of~~ Richard Ward of 63 Telegraph Lane, Four Marks, Alton, Hampshire, GU34 5AW

Nigel Bannister of Burbush House, Brighton Road Sway, Lymington, Hampshire, SO41 6EB,

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

Michael Gaston of 1 Dents Road, London, SW11 6JA,

Keith Edgar of Clowes Point 27 Clowes Avenue, Bournemouth, BH6 4ER,

David Charles Edwards of ☒ Green Banks Close, Lymington, Hampshire SO41 0SQ~~John Gray of Crescent Road, Sway Road, Lymington, Hampshire, SO41 8LP~~

Lee Middleburgh of 6 Lock View, Evesham, Worcestershire, WR11 4PH,

William Procter of 14 Church Crescent, London, N3 1BG,

Catriona Wadlow of Southend House, 42 Hightown Road, Ringwood, Hampshire BH24 1NN,

Delete as
appropriate~~XXXXXXXXXX~~ [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 1978, or~~~~(b) that of a person authorised under section 6 of the Insurance Companies Act 1982 to carry on insurance business in the United Kingdom;~~

(c) something other than the above §

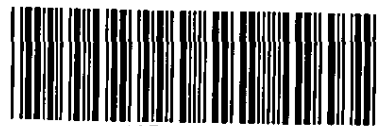
The company is proposing to give financial assistance in connection with the acquisition of shares in the
~~company~~ [company's holding company] Aztec Acquisitions Limited~~XXXXX~~†The assistance is for the purpose of ~~that acquisition~~ [reducing or discharging a liability incurred for the purpose of that acquisition]†The number and class of the shares acquired or to be acquired is 943 ordinary shares of 10p eachPresenter's name address and
reference (if any)Diana Yoon
Osborne Clarke
1 London Wall
London EC2Y 5EB
DX 466 LDE

ref 0930456 form 2

For official Use (02/06)
General Section

Post room

THURSDAY



AD8HGZQH

A30

15/05/2008

106

COMPANIES HOUSE

The assistance is to be given to (note 2) Aztec Opco Developments Limited (06330173) of
Euro House, 131-133 Ballards Lane, London, N3 1GR (the "**Purchaser**")

Please do not
write in
this margin

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

The assistance will take the form of

The execution and delivery by the company of a transfer of 9 and 11 Queensway (Queensway House) to Employcastle Limited (the "Transfer Deed") and the company fulfilling its obligations under the Transfer Deed

The person who [has acquired] ~~has acquired~~ the shares is
the Purchaser

↑ Delete as
appropriate

The principal terms on which the assistance will be given are

Pursuant to the Transfer Deed, the company will transfer 9 and 11 Queensway (Queensway House) Stem Lane Industrial Estate, New Milton, Hampshire BH25 5PR to Employcastle Limited.

The amount of cash to be transferred to the person assisted is £ up to £4,800,000

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 within 8 weeks from the date of this declaration

CO155(6)(a)/2

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

☒ 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) ☒ 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)

~~It is intended to commence the winding up of the company within 12 months of that date and 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 ☒ we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

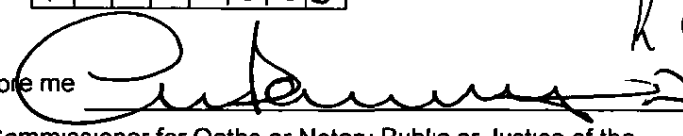
Declared at Queensway House
11, Queensway
New Milton, Hampshire

Declarants to sign below

on

Day	Month	Year
1	2	05
2	0	08

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

- | | |
|---|--|
| <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
Companies House
Crown Way
Cardiff
CF14 3UZ</p> <p>DX 33050 Cardiff</p> <p>or, for companies registered in Scotland -</p> <p>The Registrar of Companies
37 Castle Terrace
Edinburgh
EH1 2EB</p> <p>DX 235 Edinburgh</p> <p>or LP-4 Edinburgh 2</p> |
|---|--|

Finance Documents

"Finance Documents" means

1. a facility agreement dated *13 May 2008* between, Dunfermline Building Society as lender (the "**Lender**") and Employcastle Limited as borrower (the "**Borrower**") (the "**Facility Agreement**");
2. a transfer of 9 and 11 Queensway (title number HP471122) from Peverel Limited to Employcastle Limited (the "**Transfer Deed**"),
3. a lease of 9 and 11 Queensway (Queensway House) to be granted by Employcastle to Peverel Group Limited for a term of 20 years from the date of completion of the lease (the "**Queensway Lease**"),
4. a lease of 12, 14 and 16 Queensway (Frampton House and Forest House) to be granted by Employcastle Limited to Peverel Group Limited for a term of 20 years from the date of completion of the lease (the "**Frampton Lease**"),
5. a lease of 19 Queensway (Oregon House) to be granted by Employcastle Limited to Peverel Group Limited for a term of 20 years from the date of completion of the lease (the "**Oregon Lease**");
6. a deed of debenture to be executed by the Borrower (as defined in the Facility Agreement) in favour of the Lender (the "**Debenture**"),
7. a legal mortgage to be executed by the Borrower over the Properties (as defined in the Facility Agreement) in favour of the Lender by the Borrower (the "**Legal Mortgage**"); and
8. a notice substantially in form and substance satisfactory for drawdown as set out in the Facility Agreement (the "**Drawdown Request**").



BDO Stoy Hayward LLP
Corporate Finance

Arcadia House Maritime Walk
Ocean Village Southampton SO14 3TL
Telephone +44 (0)23 8088 1798
Facsimile +44 (0)23 8088 1705
DX 2008 Southampton
Web site www.bdo.co.uk

Private and confidential

The Directors
Peverel Limited
Euro House
131-133 Ballards Lane
Finchley
London
N3 1GR

12 May 2008

Dear Sirs

Independent auditors' report to the directors of Peverel Limited (the "Company") pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of the Company dated **12** May 2008 in connection with the proposal that the Company should give financial assistance for the purpose of reducing a liability incurred for the acquisition of shares in the Company's holding company, Aztec Acquisitions Limited

Our report has been prepared pursuant to the requirements of section 156(4) of the Companies Act 1985 and for no other purpose. No person is entitled to rely on this report unless such a person is a person entitled to rely upon this report by virtue of and for the purpose of section 156(4) of the Companies Act 1985 or has been expressly authorised to do so by our prior written consent. Save as above, we do not accept responsibility for this report to any other person or for any other purpose and we hereby expressly disclaim any and all such liability

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 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

BDO Stoy Hayward LLP
Chartered Accountants and Registered Auditors



COMPANIES FORM No. 155(6)(a)

Declaration in relation to assistance for the acquisition of shares

155(6)a

Pursuant to section 155(6) of the Companies Act 1985

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

For official use

Company number

02806856

Name of company

* Peverel Limited

~~Whe~~ Richard Ward of 63 Telegraph Lane, Four Marks, Alton, Hampshire, GU34 5AW
 Nigel Bannister of Burbush House, Brighton Road Sway, Lymington, Hampshire, SO41 6EB,
 Michael Gaston of 1 Dents Road, London, SW11 6JA, Keith Edgar of Clowes Point 27 Clowes Avenue, Bournemouth, BH6 4ER,
 David Charles Edwards of 7 Green Banks Close, Lymington, Hampshire SO41 0SQ
~~John Gray of Crooktree, Sway Road, Lymington, Hampshire, SO41 8LR~~
 Lee Middleburgh of 6 Lock View, Evesham, Worcestershire, WR11 4PH, William Procter of 14 Church Crescent, London, N3 1BG,
 Catrona Wadlow of Southend House, 42 Hightown Road, Ringwood, Hampshire BH24 1NN,

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

(a) that of a recognised bank, licensed institution, or within the meaning of the Banking Act 1983, or that of a person authorised under section 364 of the Insurance Companies Act 1982 to carry on a relevant 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] Aztec Acquisitions Limited

Expired +

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 943 ordinary shares of 10p each

Diana Yoon
Osborne Clarke
1 London Wall
London EC2Y 5EB
DX 466 LDE

ref 0930456 form 2

For official Use (02/06)

General Section

Post room

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CO155(6)(a)/2

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(b) as appropriate

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- (a) ~~X~~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)

~~It is declared to commence the winding up of the company within 12 months of the date and
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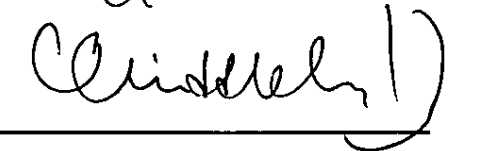
And ~~X~~we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Declared at 35 Park Lane Declarants to sign below
London

on Day Month Year
1 12 9 5 21 01 08

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

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4 The auditor's 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 -

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DX 33050 Cardiff

or, for companies registered in Scotland -

The Registrar of Companies
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Edinburgh
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DX 235 Edinburgh

or LP-4 Edinburgh 2

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Corporate Finance

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DX 2008 Southampton
Web site www.bdo.co.uk

Private and confidential

The Directors
Peverel Limited
Euro House
131-133 Ballards Lane
Finchley
London
N3 1GR

12 May 2008

Dear Sirs

Independent auditors' report to the directors of Peverel Limited (the "Company") pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of the Company dated 12 May 2008 in connection with the proposal that the Company should give financial assistance for the purpose of reducing a liability incurred for the acquisition of shares in the Company's holding company, Aztec Acquisitions Limited

Our report has been prepared pursuant to the requirements of section 156(4) of the Companies Act 1985 and for no other purpose. No person is entitled to rely on this report unless such a person is a person entitled to rely upon this report by virtue of and for the purpose of section 156(4) of the Companies Act 1985 or has been expressly authorised to do so by our prior written consent. Save as above, we do not accept responsibility for this report to any other person or for any other purpose and we hereby expressly disclaim any and all such liability

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 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

BDO Stoy Hayward LLP
Chartered Accountants and Registered Auditors

