

# Declaration by the directors of a holding company in relation to assistance for the acquisition of shares

# 155(6)b

CHFP025

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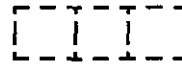
Pursuant to section 155(6) of the Companies Act 1985

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



04565504

Name of company

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

\* CLICKLOOP LIMITED

\* insert full name  
of company

**XWe a** TIMOTHY WALTON OF 6 CAVENDISH PLACE, LONDON W1G 9NB  
NICOLAS ALFORD OF 6 CAVENDISH PLACE, LONDON W1G 9NB  
CHRIS GILL OF 5 THE STRAND, LONDON WC2N 5AF  
MARTIN WOOD OF 5 THE STRAND, LONDON WC2N 5AF

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

† delete as  
appropriate

~~XXXXXXXXXXXX~~ [all the directors]† of the above company (hereinafter called 'this company') do  
solemnly and sincerely declare that:

§ delete whichever  
is inappropriate

The business of this company is:

- (a) ~~that of a recognised bank, licensed depositary or other institution carrying on the business of banking~~  
(b) ~~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§

This company is ~~not~~ [a] holding company of\* LXB PROPERTY FINANCE LIMITED

\_\_\_\_\_ which is  
proposing to give financial assistance in connection with the acquisition of shares  
in ~~XXXXXXXXXX~~ CLICKLOOP HOLDINGS LIMITED

~~XX~~  
the holding company of this company.†

Presentor's name address and  
reference (if any) :

Clifford Chance LLP  
10 Upper Bank Street  
London  
E14 5JU

149120 Canary Wharf 3  
REF:VXC/L2684/00609

For official Use  
General Section

Post room



A29  
COMPANIES HOUSE

0282  
13/07/05

397445

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

The assistance is to be given to: (note 2) LXB PROPERTIES (WINCHESTER) LIMITED

THE EXECUTION, DELIVERY AND PERFORMANCE BY LXB PROPERTY FINANCE LIMITED (THE "COMPANY") OF ITS OBLIGATIONS UNDER AN INTERCOMPANY LOAN AGREEMENT TO BE ENTERED INTO BETWEEN LXB PROPERTIES (WINCHESTER) LIMITED (AS BORROWER) AND THE COMPANY (AS LENDER) (THE "INTERCOMPANY LOAN AGREEMENT") IN SUCH FORM AS SHALL BE AMENDED, SUPPLEMENTED, NOVATED AND/OR REPLACED FROM TIME TO TIME.

† delete as appropriate

RETAIL PROPERTY HOLDINGS TRUST LIMITED

BY EXECUTING THE INTERCOMPANY LOAN AGREEMENT THE COMPANY WILL MAKE AN ON-DEMAND AND INTEREST-BEARING LOAN AVAILABLE TO LXB PROPERTIES (WINCHESTER) LIMITED TO ENABLE LXB PROPERTIES (WINCHESTER) LIMITED TO REPAY ITS DEBT TO CLASSIC ALLIANCE LIMITED, SUCH REPAYMENT HAVING BEEN DEMANDED BY CLASSIC ALLIANCE LIMITED.

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

WITHIN 8 WKS OF TODAYS DATE

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

I/We have formed the opinion, as regards this 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)

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

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

(b) [REDACTED] intended to commence the winding up of the company within 12 months of that date, and [REDACTED] gave [REDACTED] 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 10 UPPER BANK STREET, LONDON  
E14 5JJ

Declarants to sign below

	Day	Month	Year
on	28	06	2005

before me M. L.

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

NBT  
 7/5  
 y.s. Wood.  
 cm gm

## 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**  
Companies House  
37 Castle Terrace  
Edinburgh  
EH1 2EB



**BDO Stoy Hayward**  
Corporate Finance

BDO Stoy Hayward LLP  
Emerald House East Street  
Epsom Surrey KT17 1HS  
Telephone +44 (0)1372 734300  
Facsimile +44 (0)1372 734301  
Web Site: www.bdo.co.uk

**Private and Confidential**

The Directors  
Clickloop Limited  
6 Cavendish Place  
London  
W1G 9NB

28 June 2005

Our ref: NSW0044/C

Dear Sirs

**Independent auditors' report to the directors of Clickloop Limited pursuant to Section 156(4) of the Companies Act 1985**

We have examined the attached statutory declarations of the directors of Clickloop Limited (the "Company") dated 28 June 2005 in connection with the proposal that the Company's subsidiary, LXB Property Finance Limited, should give financial assistance for the purchase of the entire share capital of Clickloop Holdings Limited.

Our report has been prepared pursuant to the requirements of section 156(4) 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 declarations.

**Opinion**

We are not aware of anything to indicate that the opinion expressed by the directors in their declarations 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*

BDO Stoy Hayward LLP  
Chartered Accountants and Registered Auditors

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COMPANIES HOUSE

\*AJDBZ6XJ\*

0266  
13/07/05