

WHA

CHARTERED ACCOUNTANTS AND STATUTORY AUDITORS

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Mr Mark Miserotti
Pension Practitioner.com Ltd
Daws House
33/35 Daws Lane
London NW7 4SD

23 April 2013

Our ref: NAS/WHA/B18/CO

By email: markm@pensionpractitioner.com

Dear Mark

Re: Tierney Family Trust Executive Pension Scheme - Boutique Leisure Ltd

Further to your recent email dated 20 March 2013, please accept my apologies for the delayed response. Unfortunately I have been away unwell for a period of time and have only just been catching up with all my correspondence.

With reference to the shares in Boutique Leisure Limited, we were not the formation agents for Boutique Leisure Limited, and we have spoken to the clients involved in relation to the historic share transaction.

From our understanding, provided by the related parties, the Company was set up in December 2008 by the formation agents, with subscriber shares of £100. Mr J Tierney did not want to hold any shares until the Company had purchased the premises and had started trading. The formation agents registered 60 ordinary £1 shares in his name and he signed a declaration of nomineehip stating that he was holding these 60 shares on behalf of Patrick Fogerty. Herewith annexed is a copy of the nomineehip document. He did not physically pay for the shares as they did not legally belong to him at that point in time. With the declaration of nomineehip, he also gave the stock transfer form to Mr P Fogerty which he had signed on a blank basis as a back up to the transfer into Mr Patrick Fogerty's name, please find this herewith annexed. On 1 May 2009, Mr P Fogerty legally transferred the 60 ordinary £1 shares over to Mr John Tierney who took possession of those shares as of that date.

I trust that the enclosed and the above is self explanatory, but should you have any queries please do not hesitate to contact me.

Yours sincerely,



Nikki Spoor ACA FCCA - Director
White Hart Associates (London) Limited

Encs.



WHA is a trading name of White Hart Associates (London) Limited. White Hart Associates (London) Limited is registered to carry out audit work in the UK and Ireland by The Institute of Chartered Accountants in England and Wales.

Company registered in England and Wales. Company No. 4520239

Directors: A list of directors is available at the registered office of the company.

DECLARATION OF NOMINEESHIP

I, Mr John Tierney of Conway House, The Fairway, Worplesdon, Surrey HEREBY ACKNOWLEDGE AND DECLARE that I hold the shares shown in the Schedule hereto registered in my name as nominee of and trustee for Mr Patrick Lindsay Fogarty of The Crown, 174 Richmond Road, St Margarets, Middlesex (hereinafter called 'the owner') absolutely AND I UNDERTAKE AND AGREE not to transfer, deal with or dispose of the said shares save as the Owner may from time to time direct and further to give full effect to the trust hereby declared I HEREBY DEPOSIT with the Owner the Certificates for the said shares together with a transfer thereof executed by me in blank AND I HEREBY EXPRESSLY AUTHORISE AND EMPOWER the Owner at any time to complete such TRANSFER by inserting therein the name or names or any transferee or transferees and the date of the transfer and to complete the same in any other necessary particular as he shall see fit, which authority I hereby declare to be irrevocable by me AND I FURTHER UNDERTAKE AND AGREE to account to the Owner for all dividends or profits which may be paid to me from time to time upon the said shares together with all other monies, benefits or profits whatsoever which may be payable in respect thereof. AND I FURTHER UNDERTAKE AND AGREE at all times to use the voting and other voting powers attached to the said shares in such manner and for such purposes as the Owner may from time to time direct and will at the Owner's request and cost execute and deliver such proxy or proxies in relation to the said shares as the owner shall see fit to direct.

SCHEDULE

60 Ordinary shares of £1 each in Boutique Leisure Limited Distinctive Numbers 41 – 100 inclusive.

EXECUTED as a DEED on the 30 December 2008

SIGNED and DELIVERED
as a Deed by the said

in the presence of::

Constance Jester
+ *Robert Dave*
Wimley
Camdenley
Surrey
GU16 8SP

J E Tierney
30/12/2008

STOCK TRANSFER FORM

(Above this line for Registrars only)

Consideration Money

Transfer by Transferee's nominee to transferee who is beneficial owner at the transferee's request.

Certificate lodged with the Registrar

£NIL

(For completion by the Registrar/Stock Exchange)

Name of Undertaking.

Boutique Leisure Limited

Description of Security.

Ordinary £1 shares

Number or amount of Shares, Stock or other security and, in figures column only, number and denomination of units, if any.

Words
Sixty Ordinary one pound shares

Figures
60 Ordinary £1 shares

(60 units of £1)

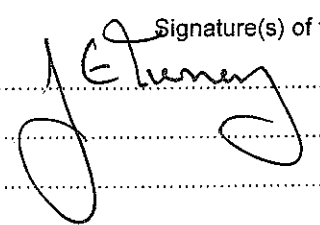
Name(s) of registered holder(s) should be given in full: the address should be given where there is only one holder.

In the name(s) of
Mr J Tierney
Conway House
The Fairway
Worplesdon
Surrey

If the transfer is not made by the registered holder(s) insert also the name(s) and capacity (e.g. Executor(s)) of the person(s) making the transfer.

I/We hereby transfer the above security out of the name(s) aforesaid to the person(s) named below

Signature(s) of transferor(s)

1. 
2.
3.
4.

A body corporate should execute this transfer under its common seal or otherwise in accordance with applicable statutory requirements.

Stamp of Selling Broker(s) or, for transactions which are not stock exchange transactions, of Agent(s), if any, acting for the Transferor(s).

Date

Full name(s) and full postal address(es) (including County or, if applicable, Postal District number) of the person(s) to whom the security is transferred.

Mr P Fogarty of The Crown, 174 Richmond Road, St Margarets, Middlesex.

Please state title, if any, or whether Mr., Mrs., or Miss.

Please complete in typewriting or in BLOCK CAPITALS.

I/We request that such entries be made in the register as are necessary to give effect to this transfer.

Stamp of Buying Broker(s) (if any)

Stamp or name and address of person lodging this form (if other than the Buying Broker(s))

**FORM OF CERTIFICATE REQUIRED WHERE TRANSFER IS EXEMPT FROM AD VALOREM
STAMP DUTY AS BELOW THRESHOLD**

(1) I/We certify that the transaction effected by this instrument does not form part of a larger transaction or series of transactions in respect of which the amount or value, or aggregate amount or value, of the consideration exceeds £1,000.

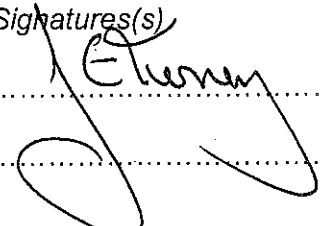
(1) I/We confirm that (1) I/we have been duly authorised by the transferor to sign this certificate and that the facts of the transaction are within (1) my/our knowledge (2).

(1) Delete as appropriate.

(2) Delete second sentence if certificate is given by transferor or his solicitor.

Signatures(s)

Description ("Transferor", "Solicitor", etc)

	TRANSFEROR
.....
.....
.....

Date

1st May 2009

Notes

(1) If the above certificate has been completed, this transfer does not need to be submitted to the Stamp Office but should be sent directly to the Company or its Registrars.

(2) If the above certificate is not completed, this transfer must be submitted to the Stamp Office and duly stamped.

Reference to the Registrar in this Form means the registrar or registration agent of the undertaking NOT the Registrar of Companies at Companies House.

STOCK TRANSFER FORM

(Above this line for Registrars only)

Consideration Money

Certificate lodged with the Registrar

£60

(For completion by the Registrar/Stock Exchange)

Name of
Undertaking.

Boutique Leisure Limited

Description of
Security.

Ordinary £1 shares

Number or amount of
Shares, Stock or
other security and, in
figures column only,
number and
denomination of
units, if any.

Words
Sixty ordinary one pound
shares

Figures
60 Ordinary £1 shares

(60 units of £1)

Name(s) of
registered holder(s)
should be given in
full: the address
should be given
where there is only
one holder.

In the name(s) of

Mr P Fogarty
505a – 507 Upper Richmond Road West
London
SW14 7DE

If the transfer is not
made by the
registered holder(s)
insert also the
name(s) and
capacity (e.g.
Executor(s)) of the
person(s) making the
transfer.

I/We hereby transfer the above security out of the name(s)
aforesaid to the person(s) named below

Signature(s) of transferor(s)

1.

2.

3.

4.

Stamp of Selling Broker(s) or, for transactions which
are not stock exchange transactions, of Agent(s), if
any, acting for the Transferor(s).

Date
.....01/05/2009.....

A body corporate should execute this transfer under its common seal or
otherwise in accordance with applicable statutory requirements.

Full name(s) and full postal
address(es) (including County
or, if applicable, Postal District
number) of the person(s) to
whom the security is
transferred.

Mr J Tierney
Conway House
Worpleston
Surrey

Please state title, if any, or
whether Mr., Mrs., or Miss.

Please complete in typewriting
or in BLOCK CAPITALS.

I/We request that such entries be made in the register as are necessary to give effect to this transfer.

Stamp of Buying Broker(s) (if any)

Stamp or name and address of person
lodging this form (if other than the Buying Broker(s))

**FORM OF CERTIFICATE REQUIRED WHERE TRANSFER IS EXEMPT FROM AD VALOREM
STAMP DUTY AS BELOW THRESHOLD**

(1) I/We certify that the transaction effected by this instrument does not form part of a larger transaction or series of transactions in respect of which the amount or value, or aggregate amount or value, of the consideration exceeds £1,000.

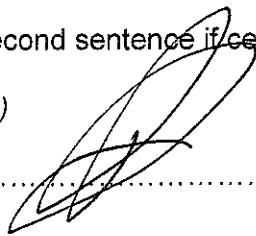
(1) I/We confirm that (1) I/we have been duly authorised by the transferor to sign this certificate and that the facts of the transaction are within (1) my/our knowledge (2).

(1) Delete as appropriate.

(2) Delete second sentence if certificate is given by transferor or his solicitor.

Signatures(s)

Description ("Transferor", "Solicitor", etc)

	Transferor
.....
.....
.....

Date

01/05/2009

Notes

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(2) If the above certificate is not completed, this transfer must be submitted to the Stamp Office and duly stamped.

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