

Victoria Bakery Ltd

83, High Street, Barnet,
Herts, EN5 5UR

Tel: 020 8449 0790

Fax: 020 8440 1206

www.victoriabakery.co.uk



Brad Davis
Pension Practitioner.com
Daws House
33-35, Daws Lane
London
NW7 4SD

16th March 2010.

Dear Brad

SSAS

Further to your conversation this afternoon I enclose the following:

Agreement dated 05/10/2000

Deed dated 10/03/2000

Deed of Appointment and Removal of Scheme Administrator

For your information the original scheme was set up in 1989, (the company at this time was known as Dunns (Barnet) Ltd) with Scottish Amicable. It was transferred to a SSAS in 2000.

If you can let me know exactly what else you require I will request it from Hazell Carr.

Many thanks for your help

Yours sincerely



James Freeman
(Managing Director)

PS: EMAIL JAMES @ VICTORIA BAKERY . CO . UK

102.2 SMOOTH RADIO

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AWARDS¹⁰**

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REG OFFICE UK 927624

• DIRECTORS: D A FREEMAN, J.S.FREEMAN

• VAT NO 229 5999 04

This documentation has been prepared by Hazell Carr acting on the instructions of the trustees to prepare documentation of this kind, populated (where applicable) with data specified by the trustees. However Hazell Carr is not responsible for giving, and is not to be treated as having given, any legal or other advice in connection with this documentation, including (but without limitation) advice as to whether the use of this or any other documentation in this or any other form is appropriate or necessary for the purposes of the trustees complying with any law or other requirement or otherwise as to the merits or suitability of this documentation. Hazell Carr's role is limited to the provision of administrative, rather than advisory services, and the trustees should not place any reliance on the skill or judgement of Hazell Carr in respect of any legal matter or any other task which would ordinarily be carried out by a "legal advisor" as envisaged by section 47 of the Pensions Act.

We strongly recommend that the trustees check this documentation carefully and seek independent specialist legal advice (in accordance with section 47 of the Pensions Act) in relation to its suitability and compliance with any legal requirements. We can supply details of a firm of solicitors who have expertise in pensions law.

DEED OF APPOINTMENT AND REMOVAL OF SCHEME ADMINISTRATOR

The name and address of the Principal Employer are as follows: -

PRIVATE & CONFIDENTIAL -

Victoria Bakery Limited
83 High Street
BARNET
EN5 5UR Nottinghamshire
S84 7DW

The names and addresses of the Trustees are as follows: -

Mr James Simon Freeman
Mrs Deborah Ann Freeman

The name and address of the Retiring Scheme Administrator is as follows: -

Hazell carr
Scotia House
Castle Business park
Stirling
FK9 4TZ

The name and address of the New Scheme Administrator is as follows: -

JAMES FREEMAN

NAME OF SCHEME

Victoria Bakery Ltd Retirement Benefits Scheme (the "Scheme") set up by a Definitive Trust Deed and Rules dated [06/04/2006] between the Principal Employer, the Trustees, the Scheme Administrator and Hazell Carr Pensions Services Limited (the "Trust Deed").

EFFECTIVE DATE - 4/4/2009

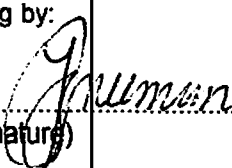
The Trust Deed governing the Scheme provides that the power to appoint and remove the Scheme Administrator is vested in the Principal Employer

The Principal Employer now wishes to exercise its powers under the Trust Deed to appoint the New Scheme Administrator and thereafter to remove the Retiring Scheme Administrator.

Notwithstanding the date hereof the amendment above shall have effect from the Effective Date.

Date 4/4/2009

Signed as a deed by PRIVATE & Victoria Bakery Limited
acting by:


(Signature)

Director/Company Secretary

..... Director/Company Secretary
(Signature)

Signed as a deed by the trustees of the Scheme (all trustees must sign):

[Signature] JAMES FREEMAN
(Trustees' Signature) (Name - Block Capitals)

In the presence of:

MRS. SUSAN DARE
(Witness' name)

[Signature]
(Witness' signature)

Please insert below address and occupation of witness:

7 The Ridings Secretary / Accounts Clerk
Alverstone Avenue
East Barnet
Herts. EN4 8DR
[Signature]
(Trustees' Signature) (Name - Block Capitals)

In the presence of:

RICHARD GREGG
(Witness' name)

[Signature]
(Witness' signature)

Please insert below address and occupation of witness:

18 GOMER CLOSE
CODICOTE
HTCHIN HILLS
SG4 8XP SARAH DAVISON
(Trustees' Signature) (Name - Block Capitals)

In the presence of:

.....
(Witness' name)

.....
(Witness' signature)

Please insert below address and occupation of witness:

.....
(Trustees' Signature)
In the presence of:

.....
(Name – Block Capitals)

.....
(Witness' name)

.....
(Witness' signature)

Please insert below address and occupation of witness:

Executed as a Deed by signing *J. Mann*..... (New Scheme Administrator)

In the presence of: -

D. Mann..... (Authorised Signatory)

DAVID ANN MANN..... (Print Full Name)

..... (Authorised Signatory)

..... (Print Full Name)

~~Executed as a Deed by affixing the common seal of Hazeltan Pensions Services Ltd~~

In the presence of: -

Julie Davis..... (Authorised Signatory)

JULIE DAVIS..... (Print Full Name)

John Webster..... (Authorised Signatory)

JOHN WEBSTER..... (Print Full Name)

SIGNED AS A DEED AND
DELIVERED BY
Xafinity SIPP Services
Limited acting by its Attorneys:

THIS DEED is made the10th..... day ofMarch..... ~~1999~~²⁰⁰⁰ BETWEEN:

- (1) Victoria Bakery Ltd, a company registered under the Companies Acts and having its registered office at 83 High Street, Barnet, Herts, EN5 5UR ("the Principal Employer"); and
- (2) Deborah Ann Freeman, James Simon Freeman and Scottish Amicable Trustees Limited, a company registered under the Companies Acts and having its registered office at PO Box 25, Craigforth, Stirling, FK9 4UE ("the New Trustees").

CONSIDERING

- (A) the Victoria Bakery Ltd Retirement Benefits Scheme ("the Scheme") has been approved by, or submitted for approval to, the Board of Inland Revenue (at their reference SF022/008567/E) as an exempt approved scheme under Chapter I of Part XIV of the Income and Corporation Taxes Act 1988;
- (B) the Scheme's current governing documentation makes provision for the investment of the Scheme's resources in policies of assurance only; and
- (C) the parties to this Deed wish, with effect from ("the Operative Date") and regardless of the date of this Deed:
 - (a) to appoint the New Trustees as the trustees of the Scheme;
 - (b) to give the trustees of the Scheme wider investment powers; and
 - (c) to make provision in the Rules which govern the Scheme ("the Rules") for the Scheme's becoming a Small Self-administered Scheme.

THIS DEED WITNESSES THAT

- (1) With effect from the Operative Date the Principal Employer resigns office as a trustee of the Scheme and appoints the New Trustees to be the trustees of the Scheme. The New Trustees accept office as trustees and agree to administer the Scheme in accordance with the Rules.
- (2) The Principal Employer assigns, disposes and conveys to the New Trustees as trustees of the Scheme the whole trust, estate and property, heritable and moveable, real and personal, of every description and wherever situated that may belong to it in its capacity as trustee of the Scheme at the Operative Date or over which it may then and in that capacity have power of appointment or disposal, together with the whole vouchers, titles and instructions relating to the trust.
- (3) With effect from the Operative Date the New Trustees as trustees of the Scheme with the consent of the Principal Employer amend the Rules by

deleting any Rules which have already been adopted and substituting the Rules which are attached to this Deed and coded S/RSSAS3 as amended herein ("the Rules"). The Rules are amended with effect from the Operative Date by adopting the additional Rules numbered 27 to 34 attached hereto as part of the provisions of the Scheme.

IN WITNESS WHEREOF this Deed typewritten on this and the preceding page on the day and year first above written is executed as follows

Executed as a Deed by Victoria Bakery Ltd as the Principal Employer acting by two of its Directors or a Director and the Company Secretary:

Shuman Director
Shuman Director/Company Secretary

Executed as a Deed by Scottish Amicable Trustees Ltd acting by:

Heath McInnes Authorised Signatory
[Signature] Authorised Signatory

Executed as a Deed by the said
Deborah Ann Freeman

[Signature]
Signature of Trustee

in the presence of:

JOHN WALSH
Signature, address and
occupation of witness

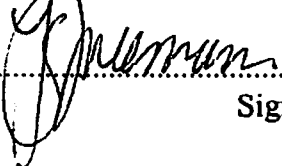
of 47, HIGH ST, COOKING

W27S 54 8XB
Address of Trustee

FLAT 2 NO3 COLERIDGE Rd
LONDON N8 8EH
COMPANY DIRECTOR


Executed as a Deed by the said
James Simon Freeman

in the presence of:


.....
Signature of Trustee

Signature, address and
occupation of witness

of 47, HILIT ST, COOKLE
.....
HCC75 54 8XB
.....
Address of Trustee


.....
7 THE RIDINGS
.....
ALVERSTONE AVE
.....
E. BARNET EN9 8DE
.....
Secretary

This document is prepared by Scottish Amicable based on its understanding of the current law. It has not been prepared based on consideration of any party's own individual and separate circumstances and, therefore, Scottish Amicable accept no liability as to whether this document is suitable to your circumstances or requirements. Before using this document, if you are in any doubt about its suitability, the Scheme Trustees (with the exception of Scottish Amicable Trustees Limited) should consult the Scheme's legal adviser or any other appropriate professional adviser. Any such Scheme Advisers should be properly appointed in accordance with Section 47 of the Pensions Act 1995. Scottish Amicable is not one of the Scheme's professional advisers.

THIS AGREEMENT is made 5/10/2000, BETWEEN the Trustees ("the Trustees") of the Victoria Bakery Ltd Retirement Benefits Scheme ("the Scheme") the Members (as hereinafter defined) of the Scheme and Victoria Bakery ("the Principal Employer") a company registered under the Companies Act and whose Registered Office is at 83 High Street, Barnet, Herts, EN5 5UR

WHEREAS:

- (A) The Scheme was established by a Declaration of Trust by the Principal Employer dated [1 December 1989]
- (B) A supplemental Deed dated 10 March 2000 made between the Principal Employer and the then Trustees of the Scheme inter alia provides Rules which presently govern the Scheme ("the Rules").
- (C) The Trustees, the Members and the Principal Employer are desirous that the resources of the Scheme should be invested in part in employer-related investments, and in particular the employer-related investment aftermentioned.

NOW IT IS HEREBY AGREED as follows:-

1. Immediately following the execution hereof the sequence of events following shall occur in the following order:-
 - (a) the Trustees, acting on the appropriate professional advice, shall, if they choose to do so, resolve to make the employer-related investment provided for by Condition 2 hereof;
 - (b) if the Trustees so resolve, then the agreement or agreements implementing the said employer-related investment will take effect;
 - (c) if the Trustees so resolve, then in accordance with the terms hereof and of the agreement or agreements referred to in (b) above, the said employer-related investment shall be made by the Trustees.
2. The Members hereby consent to the making of the following employer-related investment of part of the resources of the Scheme by the Trustees:-

Purchase of the freehold property known as 2 Union Street, Barnet at the price of ~~£80,000~~ ^{£77,500.39} and letting of the same to John Ford and Tanya Ford for a term of 5 years at the initial rent of £7,500 per annum in addition to payment by the tenant of any government and other taxes. The said purchase is to be completed, and the said letting to have commenced within six months of the date hereof and the said transactions to be on such other reasonable terms and conditions as the Trustees may think fit subject always: (1) to receipt by the Trustees of a report to their reasonable satisfaction as to the value and condition of the said property; (2) to compliance with such terms as the Pension Schemes Office of the Inland Revenue, the Occupational Pensions Board or the Department of Social Security may reasonably impose and (3) to consistency with the approval of the Scheme under Chapter I of Part XIV of the Income and Corporation Taxes Act 1988.

3. In this Agreement unless the context otherwise requires words importing the singular only shall include the plural and vice versa and words importing the masculine only shall include the feminine and vice versa and the following expressions shall have the following meanings, viz:-

- (1) "resources" and "employer-related investment" shall bear the respective meanings borne by them in the Pensions Act 1993 or any re-enactment or modification thereof in force for the time being;
- (2) "the Members" shall mean every person who is in pensionable service for the purpose of the Scheme together with, as the case may be, every person who qualifies for benefits under the Scheme by reason of his pensionable service;
- (3) any other expressions shall bear the meanings borne by them in the Rules.

IN WITNESS WHEREOF the parties hereto have, in all their relative capacities, caused this Agreement, typewritten upon this and the preceding page, to be executed all on the day and year first above written.

Executed as a Deed by Scottish
Amicable Trustees Ltd acting by:

.....
.....
..... Authorised Signatory
..... Authorised Signatory

SIGNED AND DELIVERED AS A DEED

for and on behalf of Victoria Bakery
as the Principal Employer by:-

..... Director
..... Director/Company Secretary

SIGNED AND DELIVERED AS A DEED

by Deborah Ann Freeman

of ..BAY...CONASE..... (address)

..47, HIGH ST, COODEN

..Herts. SG4 8XB

as a member and as a Trustee ..x..... (signature)

in the presence of (signature of witness)

Witness' Name ..RICHARD BERS

Occupation ..SALES DIRECTOR

Address ..4, DRIVERS END

..CODICOTE

..HERTS. SG4 8TR

SIGNED AND DELIVERED AS A DEED

by James Simon Freeman

of ...BAJ COYNE, 47 HIGH ST..... (address)

...COYNE, HERTS...SS4 8XB.....

as a member and as a Trustee  (signature)

in the presence of  (signature of witness)

Witness' Name ...RICHARD BERR.....

Occupation ...SALES DIRECTOR.....

Address ...4 DEVEREUX END.....

...COYNE.....

...HERTS SS4 8XB.....

This document is prepared by Scottish Amicable based on its understanding of the current law. It has not been prepared based on consideration of any party's own individual and separate circumstances and, therefore, Scottish Amicable accept no liability as to whether this document is suitable to your circumstances or requirements. Before using this document, if you are in any doubt about its suitability, the Scheme Trustees (with the exception of Scottish Amicable Trustees Limited) should consult the Scheme's legal adviser or any other appropriate professional adviser. Any such Scheme Advisers should be properly appointed in accordance with Section 47 of the Pensions Act 1995. Scottish Amicable is not one of the Scheme's professional advisers.