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COMPANIES FORM No. 155(6)a

Declaration in relation to assistance for the acquisition of shares.

155(6)a

Please 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 lettering

To the Registrar of Companies

For official use

Company number

[] [] [] []

612150

Name of company

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

* Bergfeld Limited

*Insert full name of company

I/Wet Sighismund Berger Samuel Berger Rifka Gross
Berish Berger Hasias Laufer Sarah Rachel Klein
Zelda Sternlicht Abraham Klein and Joshua Sternlicht
all care of 13-17 New Burlington Place London W1

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

§Delete as appropriate

~~The sole director~~ [all the directors] § of the above company do solemnly and sincerely ~~decare~~ ^{affirm} 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 1979 ‡~~
~~(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 ‡

The company is proposing to give financial assistance in connection with the acquisition of shares in the ~~company's holding company~~ ^{an arrangement under which the assets of the Gershon Berger Settlement including 297 'B' Shares in Lexbill Limited will be divided into four allocated funds followed by the distribution of three of those funds to beneficiaries or ‡ Trustees of new settlements}
The assistance is for the purpose of [that acquisition] ~~[reducing or discharging liability incurred for the purpose of that acquisition]. §~~

The number and class of the shares acquired or to be acquired is: 297 'B' Ordinary
Shares of £1.00 each in Lexbill Limited

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

The Grangewoods Partnership
1 Harley Street
London W1A 4DG

Ref: MS

For official use

General Section

Post room



EDX *EAN8800R* 81
COMPANIES HOUSE 18/01/96

The assistance is to be given to: (note 2) the Trustees of the Gershon Berger
Settlement, care of Frere Cholmeley Bischoff of 4 John Carpenter
Street, London EC4

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write in
this margin

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

The assistance will take the form of:

The Company will make a loan of up to £4,020,114 to the Trustees of the Gershon Berger Settlement in connection with an arrangement under which the assets of that settlement including 297 'B' Shares in Lexbill Limited will be divided into four allocated funds followed by the distribution of three of those funds to beneficiaries or trustees of new settlements

~~The person who has acquired will acquire the shares is:~~

*Delete as
appropriate

The 297 'B' shares in Lexbill Limited will be comprised in the allocation to the SB Allocated Fund one of the four allocated funds referred to above

The principal terms on which the assistance will be given are:

The loan to be made by the Company referred to above shall be repaid on or before 31st December 1998 and will be interest free. This loan shall be secured by an equitable charge over 178 'B' Shares in Lexbill Limited and shall be on a non-recourse basis

The amount of cash to be transferred to the person assisted is £ up to £4,020,114

The value of any asset to be transferred to the person assisted is £ nil

between 4 weeks and 8 weeks from the
date of the affirmation of this

The date on which the assistance is to be given is declaration 19


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

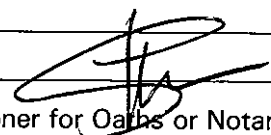
I/We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

(a) [I/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)



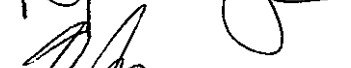


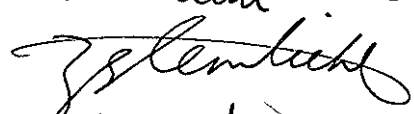

 (b) ~~It is intended to commence the winding up of the company within 12 months of that date, and I/we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding up.]† (note 3)~~

And 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.

GEOFFREY NIMAN LLB
Declared at 10 LOCKMEAD ROAD
LONDON N15 6BX
Tel. No. 01-800 4350
the 15 day of SEPTEMBER 1996
One thousand nine hundred and 96

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.

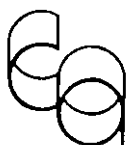
Declarants to sign below






Sarah R. Klein
Abraham Klein



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.





cohen
arnold
& co.

Chartered Accountants
Registered Auditors

Our Reference

Your Reference

13-17 New Burlington Place
Regent Street, London W1X 2JP
Telephone: 0171-734 1362
Fax: 0171-434 1117

**Auditors' Report to the Directors of Bergfeld Co. Limited pursuant to
Section 156(4) of the Companies Act 1985.**

We have examined the attached copy Statutory Declaration of the Directors which we have initialled in connection with the proposal that the company should give financial assistance.

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.

**Cohen Arnold & Co.,
Chartered Accountants &
Registered Auditors**

Dated: 12 July 1991

A. J. Cohen FCA M. Barnett FCA D. S. Davis FCCA D. M. Birns FCA J. Schwarz FCA
M. Blum FCA D. B. Myers FCA J. A. Neumann ACA
Consultants: J. Schonberg FCA M. Stern FCA MP

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