

COMPANIES FORM No. 155(6)b

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



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old block lettering	Name of company		<u> </u>	
lote lease read the notes n page 3 before ompleting this formy	* HESTAIR SPECIALIST V	EHICLES LIMITED		
insert full name of company	*We ø Please see attached	d Schedule 2		
insert name(s) and address(as) of all the directors				
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delete whichever is inappropriete	The business of this company is:	LLALANIVAL SI MIKATAMIL LI SIMPANAL	warana wa	SALLY YSLLUKULLU KAMMININGU
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	proposing to give financial assistan	ce in connection wit	th the acquisition o	of shares
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			HEROOK WHY.	XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX
	Presentor's name address and	For official Use		CONTRACTOR
	reference (if any):	General Section	Pos	25FEB 1989
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	London EC2V 7LD	1	H t	CIVIL AT AT A MOUSE
	Rep: DOJ/CAQC	1		13 FEB 1989
Page 1	7 444		<u>j M</u>	35

Page 1

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The number and class of the shares acquired or to be acquired is: 200 Ordinary Shares	Please complet legibly, prefers in black type, o
of £1 each	
The assistance is to be given to: (note 2) Followood Limited	
Heathcote Way	
Heathcote Industrial Estate	
Warwick CV34 6TE	Property of the second
The assistance will take the form of:	
See attached Schedule 1.	
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The person who [kar acquire] will acquire] the shares is: Foleywood Limited	appropriate
The principal terms on which the assistance will be given are:	
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The execution of the Debenture and Guarantee as detailed in Schedule 1 attached	
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The amount (if any) by which the net assets of the company which is giving the assistance will be r	reduced
by giving it isNIL	
The amount of cash to be transferred to the person assisted is £ NONE	
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The value of any asset to be transferred to the person assisted is £ NONE	Page 2
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bold-block lettering

Please complete Affice have formed the opinion, as regards this company's initial situation immediately following the date legibly, prescribly in black type, or on which the assistance is proposed to be given that the company's initial situation immediately following the date found to be unable to pay its debts. (note 3)

別知知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) delete either (a) or

XIE XSHEH MELEYIXXXXH BURKAX BURK TOXANOXISSECTIOXIXISD B

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.

Declarants to sign below

one thousand nine hundred an

before me

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

NOTES

- 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.
- Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.

Price Waterhouse



REPORT OF THE AUDITORS TO THE DIRECTORS OF HESTAIR SPECIALIST VEHICLES LIMITED PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

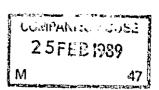
We have examined the attached statutory declaration of the directors dated 30 January 1989 in connection with Foleywood Limited's proposed purchase of all of the ordinary shares of the company. We have inquired into the state of affairs of Hestair Specialist Vehicles Limited so far as necessary for us to review the bases for the statutory declaration.

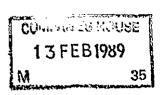
We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters required to be specified therein is unreasonable.

Price Weterhome

PRICE WATERHOUSE Chartered Accountants

30 January 1989







SCHEDULE .

The execution by the Company of the following:-

- 1. The joint and several guarantee by the Company of Foleywood Limited's obligations under Facility Documents (the "Facility Documents" as defined in the Senior Loan Agreement) to be entered into on or before 31st January 1989 in favour of Bankers Trust Company as agent on behalf of the Beneficiaries under the Facility Documents.
- Debenture in favour of Bankers Trust Company as agent on behalf of the Beneficiaries under the Facility Documents to secure the company's own obligations under the Facility Documents to be entered into on or before 31st January 1989.

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SCHEDULE 2

Stephen Leslie Burton of Woodhanger Cottage, Old Barn Lane, Churt, Surrey Geoffrey Harold Hollyhead of 12, Four Oaks Road, Sutton Coldfield, West Midlands

Robert Anthony Bryson of 24, Rodney Way, Boxgrove Park, Guildford, Surrey, GU1 2NY

Nigel Jonathon Ward of 54, Hilland Rise, Headley, Harts, GU35 8LZ

Patrick Brendan Geary of 21, Sherratt Close, Walmley, Sutton Coldfield, West Midlands

John William Callow of 26 Dodd Avenue, Myton Road, Warwick

Barry Ewart Mealing of The Old Deanary, The Butts, Warwick

Peter Grove of Church Cottage, Church Lane, Alveston, Nr Stratford on Avon, CV35 7QT

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COMPANIES FORM No. 155(6)b

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



Pursuant to section 155(6) of the Companies Act 1985 Please do not write in this margin For official use Company number To the Registrar of Companies Please complete 970239 legibly, preferably in black type, or Name of company bold block lettering HESTAIR SPECIALIST VEHICLES LIMITED Note Please read the notes on page 3 before completing this form. Please see attached Schedule 2 ±/We ø * Insert full name of company ø insert name(s) and address(es) of all the directors † delete as appropriate solemnly and sincerely declare that: The business of this company is: § delete whichever is inappropriate nd can escal she can be the continuous of the continuous can be an all and a(c) something other than the aboves Hestair Eagle Export Limited 卯 This company is 版刻al holding company of* which is proposing to give financial assistance in connection with the acquisition of shares ∤lO in this company(){

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

Clifford Chance Royex House Aldermanbury Square London EC2V 7LD

Ref DCJ-/CAQC

For official Use General Section



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The assistance is to be given to: (note 2) Foleywood Limited	
Heathcote Way	, ,,,,, ,
Heathcote Industrial Estate	
Warwick CV34 6TE	
The assistance will take the form of:	- -
See attached Schedulc 1.	
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Foleywood Limited	appropriate
The principal terms on which the assistance will be given are:	
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The execution of the Debenture and Guarantee as detailed in Schedule 1 attached	İ
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The amount (if any) by which the net assets of the company which is giving the assistance will be redu	ced
by giving it is	
The amount of cash to be transferred to the person assisted is £ NONE	
The value of any asset to be transferred to the person assisted is £ NONE	Page 2
The value of any asset to be transferred to the person assistants	

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XAVe 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)

0 xankitive 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) delete either (a) or

(b) as appropriate

> HANK LOLYNGCK HI-BK ABDVIGHK HIPEK XEER KACKODGHANAMINARGK AR IBAKKADAN MAG GELEGHELH HAR MAHAY LA KAKKADAHAK KKI

> 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.

Declar	ed at	NALLONG				
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one th	ousand ni	ne hundred	and _6	aght,	rui.	
oefore	me	grater	()	20-)	
A Cor	nmissioner	for Oaths				

the Peace or a Solicitor having the p a Commissioner for Oaths.

Declarants to sign below

NOTES

- 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.
- Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
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- 2. Debenture in favour of Bankers Trust Company as agent on behalf of the Beneficiaries under the Facility Documents to secure the company's own obligations under the Facility Documents to be entered into on or before 31st January 1989.

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Stephen Leslie Burton of Woodhanger Cottage, Old Barn Lane, Churt, Surrey Geoffrey Harold Hollyhead of 12, Four Oaks Road, Sutton Coldfield, West Midlands

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Nigel Jonathon Ward of 54, Hilland Rise, Headley, Hants, GU35 8LZ

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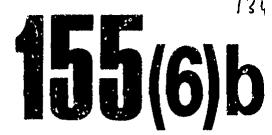
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lote	* HESTAIR SPECIALIST V	EHICLES LIMITED				
lease read the notes in page 3 before ompleting this form.						
insert full name of company	*We ø Please see attache	d Schedule 2	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			
insert name(s) and address(es) of all the directors						
delete as appropriate	XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX	t of the above comp	oany (hereinafter c	alled 'this company') do		
(m)	solemnly and sincerely declare tha	t:				
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	in this company)					
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ХЕ*х*ени*ну*статуриним инкустатуриним хуриним
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.

HANGE KOANTOOK HIPK GEODEPHY HURK XEVE KOOKKOPSHAWANINGER ARIOENON ASARK KAHAKKA BAHRAHKEN KAHAK XXX

Declared at Rayex House

Ardennanbury Say

Landan & ZZ.

the 30th day of January

one thousand nine hundred and Eguny-nine

before me Jelling R Daniel

RR Cooper

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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Helena 11 Danies

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