

# G

CHA 116

## 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  
(Address overleaf - Note 5)

For official use

Company number

---

01337265

#### Note

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

Name of company

\* MELROSE FILM PRODUCTIONS LIMITED (the "COMPANY")

\* insert full name of company

I/We SEE APPENDIX 1

§ 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 declare 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~~ [company's holding company SELMORE FILMS

Limited]†

The assistance is for the purpose of [that acquisition] ~~[reducing or discharging a liability incurred for the purpose of that acquisition]†~~

The number and class of the shares acquired or to be acquired is: 100 ORDINARY SHARES OF  
£1 EACH

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

Dibb Lupton Alsop  
125 London Wall  
London  
EC2Y 5AE

DX: 33866 Finsbury Square

For official Use  
General Section



The assistance is to be given to: (note 2) GAC NO. 184 LIMITED ("GAC")

Please do not  
write in this  
margin

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

The assistance will take the form of:

SEE APPENDIX 2

The person who ~~has acquired~~ [will acquire]<sup>†</sup> the shares is:

<sup>†</sup> delete as  
appropriate

GAC

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

SEE APPENDIX 3

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

The date on which the assistance is to be given is WITHIN 8 WEEKS OF THE DATE HEREOF 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

~~\*/~~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.

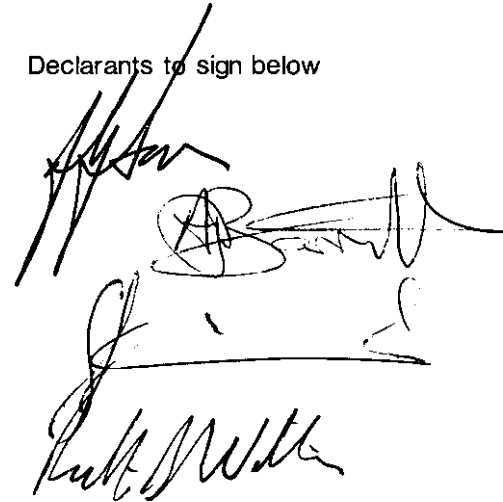
Declared at Kempson House, Canonville Street,  
London, EC3A 7AN

the 22nd day of December  
one thousand nine hundred and Ninety-nine

before me H.J. LUNT *H.J. Lunt*

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



## 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  
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies  
37 Castle Terrace  
Edinburgh  
EH1 2EB

## FINANCIAL ASSISTANCE DECLARATION

### SCHEDULE 1

#### Directors' Details

Name	Address
John Gavin Lowe	Ivy Meade 91 Wellington Road Bollington Cheshire SK10 5HT
Anthony John Barritt	51 Hilltop Loughton Essex IG10 1PX
Garnet James Hinds	Melodies 36A Kingsfield Road Oxmey Herts WD1 4PS
Richard Brian Williams	Appin Cottage 50 The Drive Wallington Surrey SM6 9NF

### SCHEDULE 2

#### Form of Financial Assistance

- (i) A debenture (the "**Debenture**") to be entered into by the Company in favour of The Governor and Company of the Bank of Scotland ("**BoS**").
- (ii) A corporate guarantee (the "**Guarantee**") to be entered into by GAC and certain of its subsidiaries including the Company in favour of BoS.
- (iii) An intra-group loan agreement to be entered into between GAC and its subsidiaries including the Company (the "**Intra-Group Loan Agreement**").

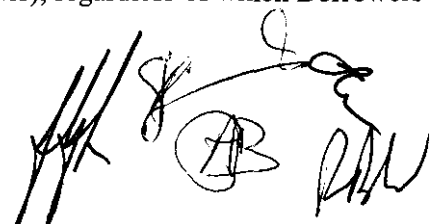
Handwritten signatures and initials, including a large signature on the left, a smaller one in the middle, and initials 'AB' in a circle on the right.

- (iv) An intercreditor agreement to be entered into between BoS, GAC and certain of its subsidiaries, including the Company, and the Subordinated Creditors (as defined therein) (the **"Intercreditor Agreement"**).
- (v) an assignment of intellectual property rights (the **"Assignment"**) to be entered into by the Company in favour of BoS.
- (vi) A working capital facility letter (the **"WCF Letter"**) to be entered into between BoS, GAC and the Company

### **SCHEDULE 3**

#### **The principal terms in which the financial assistance will be given**

- (i) The Company undertakes under the Debenture to pay and discharge all of its own indebtedness and liabilities to BoS (including, without limitation, those under the Guarantee and to secure such obligations by way of first fixed and floating charges over all its undertaking, property and assets whatsoever and wheresoever present and future.
- (ii) The Company undertakes under the Guarantee to guarantee the payment and discharge of the indebtedness and liabilities of GAC and all other Principals (as defined in the Guarantee) to BoS.
- (iii) The Company undertakes under the Intra-Group Loan Agreement to provide to GAC a loan facility of up to the limit of the Facilities Limit (as defined therein) in aggregate.
- (iv) *The Company acknowledges the arrangement of priorities between the various creditors of GAC, the Company and its other subsidiaries as set out in the Intercreditor Agreement.*
- (v) The Company undertakes under the Assignment to pay and discharge all of its own indebtedness and liabilities to BoS (including, without limitation, those under the Guarantee and to (amongst other things) secure such obligations by way of assignment to BoS of all the Company's Intellectual Property Rights, (as defined therein), Applications (as defined therein) by way of licence to BoS of all the Third Party Rights (as defined therein) capable of assignment and by way of fixed charge the Materials (as defined therein).
- (vi) The Company undertakes under the WCF Letter to be jointly and severally liable for the liabilities of all the Borrowers (as defined in the WCF Letter), regardless of which Borrowers shall draw funds under the WCF Letter



The Directors  
Melrose Film Productions Limited  
Dumbarton House  
68 Oxford Street  
London  
W1N 0LH

22 December 1999

Ref: MF-1

Dear Sirs

**Auditors' report to the directors of Melrose Film Productions Limited pursuant to Section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors of Melrose Film Productions Limited ('the Company') dated 22 December 1999 in connection with the proposal that the Company give financial assistance for the purchase of the entire share capital of the Company's parent, Selmore Films Limited.

**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.

Yours faithfully



PricewaterhouseCoopers  
*Chartered Accountants and Registered Auditors*