

# G

**CHFP025**

Please do not  
write in this  
margin

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

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

\* insert full name  
of company

Ø insert name(s) and address(es) of all the directors

Pursuant to section 155(6) of the Companies Act 1985

To the Registrar of Companies  
(Address overleaf - Note 5)

For official use

Company number

— — — — —

01601571

Name of company

\* Johnsen & Jorgensen Packaging Limited

XWe 0 Lyndon John Wild, The Drey, Hartford Hall Estate, Hartford Bridge,  
Northumberland NE22 8HP.  
David Matthew Young, 16 Kingfisher Way, Blyth, Tyne & Wear NE24 3QW  
Archibald Dickie Fyfe of 1 St Andrews Close, Thames Ditton, Surrey,  
KT7 0AF

† delete as appropriate

~~XXXXXXXXXX~~ [all the directors] † of the above company (hereinafter called 'this company') do solemnly and sincerely declare that:

§ delete whichever  
is inappropriate

The business of this company is:

(c) something other than the above §

This company is [the] ~~an~~ holding company of\* Jaycare Limited (CRN: 00654833)  
 \_\_\_\_\_ which is  
 proposing to give financial assistance in connection with the acquisition of shares  
 in ~~XXXXXXXXXX~~ Jaycare Holdings Limited (CRN: 04037862)  
 \_\_\_\_\_ the holding company of this company.] †

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

Ward Hadaway  
Sandgate House  
102 Quayside  
Newcastle upon Tyne  
NE1 3DX

DX 730360 Newcastle upon Tyne  
30

For official Use  
General Section



A51 COMPANIES HOUSE 737 16/05/2006

~~XXXXXXXXXXXXXXXXXXXX~~. † (note 1)

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

699,800 ordinary 10p shares

Tyne, NE27 0QF.

See Rider A

OSHM Holdings Limited

See Rider B

by giving it is Nil

Nil

Nil



## Rider A

1. the execution by the Company of a debenture in favour of The Governor and Company of the Bank of Scotland as security trustee ("the Security Trustee") charging the Company's undertaking, property, rights and all other assets to the Security Trustee by a creation of fixed and floating charges as security for all the Company's present and future liabilities to the Security Trustee and Allied Irish Bank plc (together the "Banks") ("the Debenture");
2. the entering into of a senior facilities agreement between the inter alia OSHM Holdings Limited, Jaycare Holdings Limited, Johnsen & Jorgensen Packaging Limited, Jaycare Limited and the Banks pursuant to which (inter alia) OSHM Holdings Limited, Jaycare Holdings Limited, Johnsen & Jorgensen Packaging Limited and Jaycare Limited would guarantee to and agree to indemnify the Banks in respect of all the present and future liabilities owed to the Banks by these companies (the "Senior Facilities Agreement"); and
3. the entering into of an inter-company loan agreement between OSHM Holdings Limited, Jaycare Holdings Limited, Johnsen & Jorgensen Packaging Limited and Jaycare Limited (the "Inter-Company Loan") whereby each of the companies propose to make funds available to each of the other companies to enable the companies to fund their obligations to the Banks pay all fees due in respect of the acquisition and for general working capital and other purposes from time to time.
4. the entering into of a legal charge in favour of the Security Trustee ("the Charge"), in respect of the Company's leasehold premises situated at:-
  - 4.1. Site BT175/16 New York Industrial Estate, North Chirton, Tyne & Wear which is more particularly described in a lease dated 20 November 1998 between The Urban Regeneration Agency (1) and John Waddington Properties Limited (2) as the same is registered at the Land Registry with title number TY348245.
  - 4.2. Premises at Nelson Way, Nelson Industrial Estate, Cramlington, Northumberland which are more particularly described in a lease dated 12 November 1998 between Olnato Limited (1) and Waddington Jaycare Limited (2) as the same is registered at the Land Registry with title number ND135941.
  - 4.3. Site BT86/5 West Chirton Industrial Estate, Tyne and Wear which is more particularly described in a Lease dated 30 July 1990 between English Industrial Estates Corporation (1) and Jaycare Limited (2) as the same is registered at the Land Registry with title number TY246503.
  - 4.4. Unit 14 Alder Road, West Chirton North Industrial Estate, Newcastle upon Tyne which is more particularly described in a lease dated 19 march 2003 between Charterhouse Property General Partner (No. 3)

Limited and Charterhouse Nominees (No. 2) Limited (1) and Jaycare Limited.

- 4.5. Site BT86, Units 5, 19B and 19C West Chirton Industrial Estate, Newcastle upon Tyne which is more particularly described in a lease dated 11 December 1985 between English Industrial Estates Corporation (1) and Novara Limited (2).

("the Properties")

## Rider B

1. Under the Debenture the Company charges the undertaking, property, rights and all other assets of the Company to the Security Trustee by the creation of a fixed and floating charge (in the terms therein contained) as security for all the Company's present and future obligations owed to the Banks (including the obligations assumed under the guarantee);
2. Under the Senior Facilities Agreement OSHM Holdings Limited, Jaycare Holdings Limited, Johnsen & Jorgensen Packaging Limited and Jaycare Limited guarantee all the present and future liabilities owed to the Banks by OSHM Holdings Limited, Jaycare Holdings Limited, Johnsen & Jorgensen Packaging Limited and Jaycare Limited (the "Senior Facilities Agreement"); and
3. Under the Inter-Company Loan each of the companies propose to make funds available to each of the other companies, on demand, and unsecured to enable the companies to fund their obligations to the Banks and for general working capital and other purposes from time to time.
4. Under the charge the Company charges the Properties by creation of a fixed charge (in the terms therein contained) as security for all the Company's present and future obligations owed to the Banks (including the obligations assumed under the Senior Facilities Agreement).

**Auditors' report to the directors of Johnsen & Jorgensen Packaging  
Limited pursuant to section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors of Johnsen & Jorgensen Packaging Limited ("the Company") dated 20 April 2006, prepared in accordance with applicable United Kingdom Law, in connection with the proposal that the Company's subsidiary Jaycare Limited should give financial assistance for the purchase of the entire issued share capital of the Company's holding company, Jaycare Holdings Limited.

This report is made solely to the directors in accordance with Section 156(4) of the Companies Act 1985. Our audit work has been undertaken so that we might state to the directors those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the directors, for our audit work, for this report, or for the opinions we have formed.

**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.

*Ernst & Young LLP*

Ernst & Young LLP  
Registered Auditor  
Belfast  
20 April 2006