

# G

CHFP041

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

01809512

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

Name of company

\* Event Services Limited

\*insert full name  
of company

~~I/We~~ <sup>Ø</sup> Philip Simon Hulme of 22 Victoria Road, Fulwood,  
Preston, Lancashire PR2 8ND

Ø 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~~ \_\_\_\_\_

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: 10,000 Ordinary Shares  
of £1 each

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

Lockett Loveday McMahon  
DX 710275  
Manchester 3

For official use  
General :



The assistance is to be given to: (note 2) Fayre Haven Investments Limited  
(registered in England and Wales with number 3272603 whose  
registered office is at 22 Victoria Road, Fulwood, Preston,  
Lancashire PR2 8ND (the "Purchaser")

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:

the execution by the Company of:

- (a) a debenture in favour of HSBC Bank plc ("the Bank")  
("the Bank Debenture")
- (b) a limited cross company guarantee in favour of the Bank  
("the Bank Guarantee")
- (c) a consultancy agreement between (1) David Andrew Binns and  
(2) the Company ("the Consultancy Agreement")
- (d) an intra-group loan agreement between (1) the Company and  
(2) the Purchaser ("the Intra Group Facility").

and the payment by the Company of its own costs (including  
all professional charges and Bank Charges) in connection with  
the acquisition.

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

<sup>†</sup>delete as  
appropriate

The Purchaser

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

See annexure

The amount of cash to be transferred to the person assisted is £ 0

The value of any asset to be transferred to the person assisted is £ 0

The date on which the assistance is to be given is within 4 weeks after the date hereof Page 2

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.

Declared at Arbunright House,  
Parsonage Gardens, Manchester  
M3 2LF

Declarant to sign below

on      Day   Month      Year  
         1   6   0   7   2   0   0   3

before me J. R. Davage

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

- 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 is:-

The Registrar of Companies  
Companies House  
Crown Way  
Cardiff  
CF14 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies  
37 Castle Terrace  
Edinburgh  
EH1 2EB

**Company Number: 01809512**

**EVENT SERVICES LIMITED**  
**("the COMPANY")**

**COMPANIES FORM 155(6)a**

**Annexure**

The principal terms on which assistance will be given are:

1. under the terms of the Bank Debenture the Company is to secure repayment to the Bank of all monies and liabilities at any time due, owing or incurred by the Company and the Purchaser to the Bank by the grant of fixed and floating charges over all its undertaking, property, assets and rights as further described therein;
2. under the terms of the Bank Guarantee, the Company is to guarantee to the Bank the payment of the liabilities of the Purchaser;
3. under the terms of the Consultancy Agreement the Company is to pay David Andrew Binns for consultancy services post-completion;
4. under the terms of the Intra-Group Facility the Company will provide certain loan facilities to the Purchaser; and
5. the Company will meet all its own costs in relation to the acquisition (including any in relation to the Bank).



To: The Directors  
Event Services Limited  
The Old Foundry  
Brow Mills Industrial Estate  
Brighthouse Road  
HALIFAX  
Yorkshire  
HX3 8BZ

Date: 16<sup>th</sup> July 2003

**STATUTORY REPORT OF THE AUDITORS TO THE DIRECTORS OF  
EVENT SERVICES LIMITED (the "Company")  
PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985**

We have examined the attached statutory declaration of the Directors of the Company dated July 2003 in connection with the proposal that the Company should give financial assistance for the purchase of the entire issued share capital of the Company.

**Respective Responsibilities of Directors and Auditors**

The Company's Directors are responsible for the statutory declaration. It is our responsibility to form an independent opinion on that declaration, based on our enquiries into the state of the Company's affairs.

**Basis of opinion**

We have enquired into the state of affairs of the Company so far as necessary 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 the attached statutory declaration as to any of the matters mentioned in Section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

  
WALLWORK NELSON JOHNSON  
Chartered Accountants