

CHFP025

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	31	32	33	34	35	36	37	38	39	40	41	42	43	44	45	46	47	48	49	50	51	52	53	54	55	56	57	58	59	60	61	62	63	64	65	66	67	68	69	70	71	72	73	74	75	76	77	78	79	80	81	82	83	84	85	86	87	88	89	90	91	92	93	94	95	96	97	98	99	100
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2374614

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

Name of company

* Alpa (U.K.) Limited

* insert full name
of company

1/10/68 Julian Lawrence Wileys of Cherry Hall Farm, Birkby Lane, Baliff Bridge,
West Yorkshire, HD6 4JJ

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

[illegible]

(c) something other than the above §

The company is proposing to give financial assistance in connection with the acquisition of shares in the

[company] XXXXXXXXXXXXXXXXXXXXXXXXXX

The assistance is for the purpose of [that acquisition] XXXXXXXX XXXXXXXX XXXXXXXX XXXXXXXX XXXXXXXX XXXXXXXX

~~XXXXXXXXXXXXX~~ +

The number and class of the shares acquired or to be acquired is: 100,000 Ordinary shares
of £1.00 each

Presentor's name address and
reference (if any) :
Schofield Sweeney
Number 1, Valley Court
Canal Road
Bradford
BD1 4SP

11755 Bradford

For official Use
General Section

Post room



The assistance is to be given to: (note 2) _____
Wiley Accessories Ltd (company no 1087243)

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 1

The person who ~~may be named~~ [will acquire] † the shares is:

† delete as
appropriate

Wiley Accessories Ltd

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

See Appendix 2

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

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/~~XXX~~ 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) ~~I/We have formed the opinion that the company will be unable to pay its debts as they fall due during the year immediately following that date]~~ (note 3)

And I/~~XX~~ 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

Declarants to sign below

St James' House, Leeds, LS1

J. Wiley

on

Day	Month	Year
09	07	2005

before me Ruth Jones

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 or 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

Alpa (U.K.) Limited

Appendix 1 to Form 155(6)(a)

The assistance will take the form of the execution and delivery by the Company of:

- (1) a composite guarantee (the “**Composite Guarantee**”) to be given by the Company and Wiley Accessories Ltd in favour of the Bank to secure all the present and future indebtedness and liabilities to the Bank howsoever arising of the Company and Wiley Accessories Ltd, subject to any limitation which appears in the Composite Guarantee itself;
- (2) a debenture (the “**Debenture**”) to be given by the Company in favour of the Bank to secure all the present and future indebtedness and liabilities to the Bank howsoever arising of the Company subject to any limitation which appears in the Debenture itself;
- (3) a general pledge (the “**General Pledge**”) to be given by the Company in favour of the Bank to secure all the present and future indebtedness and liabilities to the Bank howsoever arising of the Company subject to any limitation which appears in the Pledge and Assignment (both as defined therein) itself; and
- (4) a facility agreement to be entered into between the Company and the Bank for the provision of a £500,000 overdraft facility to the Company (the “**Overdraft Facility Agreement**”).

Alpa (U.K.) Limited

Appendix 2 to Form 155(6)(a)

The assistance will be given on the following terms:

1. pursuant to the terms of the Cross Guarantee, the Company will:
 - 1.1 the discharge of the Debt (as defined therein) to the Bank on demand;
and
 - 1.2 indemnify the Bank against all loss occasioned by, or arising from, any legal limitation, disability or want of authority of, or affecting the Borrower (as defined therein) or any person acting or purporting to act on the Borrower's behalf regarding the Debt.
2. pursuant to the terms of the Debenture, the Company will with full title guarantee as finance for the payment and discharge of the Debt (as defined therein), create fixed and floating charges over all its undertaking, property and assets in favour of the Bank.
3. pursuant to the General Pledge, the Company will pledge with full title guarantee the Documents (as defined therein) and the Goods (as defined therein) for the discharge of the all liabilities owed to the Bank by the Company and assign with full title guarantee to the Bank all rights and claims to which the Company is or may in the future become entitle in relation to the proceeds of any policy of insurance.
4. pursuant to the Overdraft Facility Agreement the Company will obtain the benefit of an overdraft banking facility of £500,000.

BARBER HARRISON & PLATT

CHARTERED ACCOUNTANTS

2 Rutland Park
Sheffield S10 2PD

Tel: (0114) 266 7171
Fax: (0114) 266 9846
Email: info@bhp.co.uk
Internet: <http://www.bhp.co.uk>

Our Ref

Your Ref

SS
Alpa
The Directors
Alpa (UK) Limited
167 London Road
Leicester
LE2 1EG

Dear Sirs

ALPA SS
AUDITORS' REPORT TO THE DIRECTORS OF ALPA (UK) LIMITED (COMPANY NUMBER: 2374614) ("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 8 July 2005 in connection with the proposal that the Company should give financial assistance to Wiley Accessories Limited (company number 1087243) for the purchase of the entire issued share capital of the Company.

This report is made solely to the director, in accordance with Section 156(4) of the Companies Act 1985. Our work has been undertaken so that we might state to the director those matters that we are required to state to him in a special 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 director, for our 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 basis 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.

Signed: *Barber Harrison & Platt*

BARBER HARRISON & PLATT
Chartered Accountants and
Registered Auditors

Date: 8 July 2005

PARTNERS: G L Stuart-Harris, M J Ferreday, C A King, J Warner LL.B, P Cross BSc, A C D Staniforth B Eng, P C Allsop BA, D W Charlton BSc, R M Matthews,

CONSULTANTS: A M C Staniforth BA, G A Gee, J E Moore

6861

ASSOCIATES: M J Woods, D Elsom BA, C Haw, J E Marshall BA, H R Mee BSc, C H Ringrose BA

ALSO at 57-59 Saltergate Chesterfield S40 1UL Tel: (01246) 232121 Fax: (01246) 201359

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