

**G****Declaration by the directors  
of a holding company in  
relation to assistance for the  
acquisition of shares****155(6)b****CHFP000**Please do not write  
in this marginPlease complete  
legibly, preferably  
in black, type, or  
bold block  
lettering

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

To the Registrar of Companies

For official use

Company number

03446291

Name of Company

**\*PALL MALL HOLDINGS LIMITED****Note**  
Please read the  
notes on page 3  
before completing  
this formI/We SEE ANNEXURE A\*insert full name of  
companyØ insert name(s)  
and address(es) of  
all the directors= delete as  
appropriate~~[the sole director]~~ [all the directors] = of the above company (hereinafter called "this company" do solemnly  
and sincerely declare that

The business of the company is

§ delete which ever  
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 aboveThis company is [the] [a] = holding company of\* **PALL MALL EMPLOYMENT SERVICES LIMITED**

(incorporated in England and Wales with company number 05886602) which is

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

in ~~[this company]~~ [\* the Company~~the holding company of this company ] =~~Presentor's name, address and reference  
(if any)Tughans  
Solicitors  
Marlborough House  
30 Victoria Street  
BELFAST BT1 3 GS

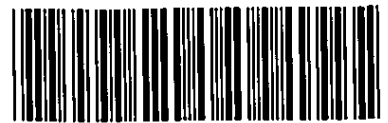
DX 433NR, BELFAST

Tel 9055 3300

For official use (02/00)  
General Section

Post Room

SATURDAY



\*AXGWUQX\*

A56

17/11/2007

296

COMPANIES HOUSE

The assistance is for the purpose of [that acquisition] [reducing or discharging a liability incurred for the purpose of that acquisition] = (note 1)

Please do not write in this margin

The number and class of the shares acquired or to be acquired is SEE ANNEXURE B

Please complete legibly, preferable in black type or bold block letters

The assistance is to be given to (note 2) RESOURCE (NI) LIMITED (formerly known as MAYBIN SUPPORT SERVICES (NI) LIMITED) a company incorporated in Northern Ireland with company number NI011703 and registered office at 17 Pennybridge Industrial Estate, Ballymena, Co Antrim, BT52 3HB (the "**Purchaser**")

The assistance will take the form of

SEE ANNEXURE C

The person who ~~[has acquired]~~ [will acquire] = the shares is the Purchaser

= delete as appropriate

The principal terms on which the assistance will be given are

SEE ANNEXURE D

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is an amount not exceeding £1,200,000

The amount of cash to be transferred to the person assisted is an amount not exceeding £1,200,000

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

Page 2

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

\*delete either (a) or (b) as appropriate

the date on which the assistance is to be given is within 8 weeks of the date hereof

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 G2 H. Ct. St.  
Belfast

Declarants to sign below

the 28th day of September  
two thousand and seven

TERENCE BRANNIGAN

before me [Signature]

Niall Harkin  
NIALL HARKIN

PAUL FRANCIS BEAN

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 register in England and Wales is  
The Registrar of Companies, Companies House,  
Crown Way, Cardiff CF13 3UZ  
or, for the companies registered in Scotland  
The Register of Companies, 37 Castle  
Terrace, Edinburgh, EH1 2EB

Annexures to the statutory declaration Form 155(6)B dated **28** September 2007 of all of the directors of **PALL MALL HOLDINGS LIMITED** (the “**Company**”) relating to certain financial assistance proposed to be given by **PALL MALL EMPLOYMENT SERVICES LIMITED** (a wholly owned subsidiary of the Company) (the “**Subsidiary**”) in connection with the acquisition (the “**Acquisition**”) by the Purchaser (as defined in the Form 155(6)B) of the entire issued share capital of the Company

#### ANNEXURE A

The directors of the Company are

Director	Address
Terence Brannigan	17 West Cliffe Grove, Harrogate, HG2 0PS
Niall Harkin	5 Campbell Chase, Belfast BT4 3PE
Paul Francis Bean	10 Ormiston Farm, Steadings, Kirknewton, Edinburgh, EH27 8DQ

#### ANNEXURE B

The number and class of the shares acquired is 705,705 ordinary shares of £0.01 each in the share capital of the Company

#### ANNEXURE C

##### FORM OF THE FINANCIAL ASSISTANCE

The financial assistance will take the form of the execution and delivery of, and performance by the Subsidiary of its obligations under, each of the following documents and transactions to which it is a party

- deeds of accession (the “**Deeds of Accession**”) to be made by Pall Mall Holdings Limited, Pall Mall Employment Services Limited, Carillion Pall Mall Limited and Sovereign Soft Services Limited to the first supplemental facility agreement (the “**First Supplemental Facility Agreement**”) dated **27** September 2007 made between, *inter alios*, (1) Resource Services Group Limited (the “**Borrower**”), and (2) Anglo Irish Bank Corporation plc which is supplemental to the principal facility agreement (the “**Principal Facility Agreement**”) dated 24 July 2007 made between, *inter alios*, (1) the Borrower, (2) certain subsidiaries of the Borrower (as more particularly set out therein) (such subsidiaries, together with the Borrower, being the “**Obligors**”) and (3) Anglo Irish Bank Corporation plc in its capacity as lender (the “**Lender**”), as agent (the “**Agent**”), as arranger and as security trustee (the “**Security Trustee**”),
- debentures to be made by each of (1) Pall Mall Holdings Limited, Pall Mall Employment Services Limited, Carillion Pall Mall Limited and Sovereign Soft Services Limited (each as chargor, the “**Chargors**”) in favour

of (2) the Security Trustee (each a “**Debenture**” and any one or more, as the content requires, the “**Debentures**”), and

3 the payment by the Subsidiary of all or part of the professional or other fees incurred by the Borrower, the Purchaser or any subsidiaries of same in connection with the Acquisition (the “**Payment of the Transaction Fees**”), and

4 an accounts agreement to be made between, *inter alios*, (1) Pall Mall Holdings Limited, Carillion Pall Mall Limited, Pall Mall Employment Services Limited and Sovereign Soft Services Limited, (2) Anglo Irish Bank Corporation plc and (3) The Governor and Company of the Bank of Scotland (the “**Accounts Agreement**”)

## ANNEXURE D

### PRINCIPAL TERMS OF THE FINANCIAL ASSISTANCE

The principal terms on which the assistance will be given are

- 1 pursuant to the Deeds of Accession, the Subsidiary will accede to the Principal Facility Agreement as supplemented by the First Supplemental Facility Agreement pursuant to which
  - (a) the Bank has made available to the Borrower facilities to (i) assist in refinancing certain facilities previously provided by Ulster Bank Limited and Ulster Bank Ireland Limited (“**Ulster Bank**”) to the Borrower and certain of its subsidiaries, (ii) provide a working capital facility for the Borrower and its subsidiaries, (iii) provide a BACs guarantee to Ulster Bank and (iv) assist in financing the Acquisition,
  - (b) the Subsidiary has agreed that all outstandings owed under the Principal Facility Agreement and the First Supplemental Facility Agreement will be secured by all existing and future security granted by the Subsidiary to the Security Trustee,
  - (c) the Subsidiary has given certain warranties to the Agent, and
  - (d) the Subsidiary will become an Additional Guarantor in respect of cross company guarantee made by (1) the Borrower, Resource (NI) Limited, Maybinresource (Ireland) Limited (to be renamed Resource Business Support Limited), Resource Services (NI) Limited, Grove Pest Control (Irl) Limited, Resource Support Services (Irl) Limited (formerly known as Corporate Cleaning Services Limited), Corporate Facilities Services Limited, Corporate Cleanroom Services Limited, Lighting Pest Control Limited and Hourican Hygiene Services Limited (to be renamed Resource Facilities Support Limited) (each as guarantor, the “**Guarantors**”) in favour of (2) the Security Trustee (the “**Guarantee**”), such Guarantee being set out in the Principal Facility Agreement (as more particularly described at paragraph 3 of this Annexure D),

- 2 pursuant to the Debentures, each Chargor will, *inter alia*
- (a) covenant to discharge on demand all of the Chargor's liabilities under the Principal Facility Agreement and First Supplemental Facility Agreement and the other security documents set out in this Statutory Form,
  - (b) grant to the Security Trustee fixed and floating charges over all of the undertaking, property and assets of the Chargor,
  - (c) grant to the Security Trustee a fixed charge over the issued share capital from time to time of the subsidiaries (if any) of that Chargor,
  - (d) grant to the Security Trustee a power of attorney by way of security for the obligations so covenanted to be discharged,
- 3 pursuant to the Guarantee each of Pall Mall Holdings Limited, Pall Mall Employment Services Limited Carillion Pall Mall Limited and Sovereign Soft Services Limited (each as an "Additional Guarantor") will, *inter alia*
- (a) guarantee (in an unlimited amount) to the Security Trustee the discharge of all obligations owed by the Borrower or any of the Guarantors or the other Additional Guarantors under the Principal Facility Agreement or First Supplemental Facility Agreement and the other security documents set out in this Statutory Form,
  - (b) in the event that the obligations of the Borrower or the other Guarantors or the other Additional Guarantors prove to be unenforceable against such party, undertake to discharge the obligations so guaranteed as if the Additional Guarantor were the principal obligor and not merely a surety, and
  - (c) the obligations of the Additional Guarantor under the Guarantee are secured and collateralised by all security now or in the future granted by the Additional Guarantor to the Security Trustee (including for the avoidance of doubt, the security documents set out in this Statutory Form),
- 4 pursuant to the Payment of the Transaction Fees, the Subsidiary will discharge all or part of the professional or other fees incurred by the Borrower, the Purchaser or any subsidiaries of same in connection with the Acquisition, and
- 5 pursuant to the Accounts Agreement, the Subsidiary will agree to regulate the operation of certain of its bank accounts held with The Governor and Company of the Bank of Scotland

COMPANIES FORM No 155(6)b

**G****Declaration by the directors  
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acquisition of shares****155(6)b****CHFP000**Please do not write  
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bold block  
lettering

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

To the Registrar of Companies

For official use

Company number

03446291

Name of Company

**\*PALL MALL HOLDINGS LIMITED**Note  
Please read the  
notes on page 3  
before completing  
this form\*insert full name of  
companyI/We SEE ANNEXURE AØ insert name(s)  
and address(es) of  
all the directors= delete as  
appropriate~~(the sole director)~~ [all the directors] = of the above company (hereinafter called "this company" do solemnly  
and sincerely declare that§ delete which ever  
is inappropriate

The business of the company is

~~§(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

This company is [the] [a] = holding company of\* PALL MALL EMPLOYMENT SERVICES LIMITED(incorporated in England and Wales with company number 05886602) which is

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

in ~~[this company]~~ [\* the Company~~the holding company of this company ] =~~Presentor's name, address and reference  
(if any)Tughans  
Solicitors  
Marlborough House  
30 Victoria Street  
BELFAST BT1 3 GS

DX 433NR, BELFAST

Tel 9055 3300

For official use (02/00)  
General Section

Post Room

The assistance is for the purpose of [that acquisition] [reducing or discharging a liability incurred for the purpose of that acquisition] = (note 1)

Please do not write in this margin

The number and class of the shares acquired or to be acquired is SEE ANNEXURE B

Please complete legibly preferable in black type or bold block letters

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The assistance will take the form of

SEE ANNEXURE C

The person who ~~has acquired~~ [will acquire] = the shares is the Purchaser

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The principal terms on which the assistance will be given are

SEE ANNEXURE D

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The amount of cash to be transferred to the person assisted is an amount not exceeding £1,200,000

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

Page 2



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

\*delete either (a) or (b) as appropriate

the date on which the assistance is to be given is within 8 weeks of the date hereof

1/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

Declarants to sign below

Declared at Ranworths Hp 89 Shaker  
Parade, Harrogate HG1 1HF

TERENCE BRANNIGAN

the 28<sup>th</sup> day of September

two thousand and seven

NIAL HARKIN

before me

EM She

PAUL FRANCIS BEAN

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
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#### ANNEXURE A

The directors of the Company are

Director	Address
Terence Brannigan	13 Queen Parade <del>17 West Cliffe Grove</del> , Harrogate, HG2 0PS HG1 5PP <del>TJB</del>
Niall Harkin	5 Campbell Chase, Belfast BT4 3PE
Paul Francis Bean	10 Ormiston Farm, Steadings, Kirknewton, Edinburgh, EH27 8DQ

#### ANNEXURE B

The number and class of the shares acquired is 705,705 ordinary shares of £0.01 each in the share capital of the Company

#### ANNEXURE C

##### FORM OF THE FINANCIAL ASSISTANCE

The financial assistance will take the form of the execution and delivery of, and performance by the Subsidiary of its obligations under, each of the following documents and transactions to which it is a party

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- debentures to be made by each of (1) Pall Mall Holdings Limited, Pall Mall Employment Services Limited, Carillion Pall Mall Limited and Sovereign Soft Services Limited (each as chargor, the "**Chargors**") in favour

of (2) the Security Trustee (each a **"Debenture"** and any one or more, as the content requires, the **"Debentures"**), and

- 3 the payment by the Subsidiary of all or part of the professional or other fees incurred by the Borrower, the Purchaser or any subsidiaries of same in connection with the Acquisition (the **"Payment of the Transaction Fees"**), and
- 4 an accounts agreement to be made between, *inter alios*, (1) Pall Mall Holdings Limited, Canllion Pall Mall Limited, Pall Mall Employment Services Limited and Sovereign Soft Services Limited, (2) Anglo Irish Bank Corporation plc and (3) The Governor and Company of the Bank of Scotland (the **"Accounts Agreement"**)

## ANNEXURE D

### PRINCIPAL TERMS OF THE FINANCIAL ASSISTANCE

The principal terms on which the assistance will be given are

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  - (b) the Subsidiary has agreed that all outstandings owed under the Principal Facility Agreement and the First Supplemental Facility Agreement will be secured by all existing and future security granted by the Subsidiary to the Security Trustee,
  - (c) the Subsidiary has given certain warranties to the Agent, and
  - (d) the Subsidiary will become an Additional Guarantor in respect of cross company guarantee made by (1) the Borrower, Resource (NI) Limited, Maybinresource (Ireland) Limited (to be renamed Resource Business Support Limited), Resource Services (NI) Limited, Grove Pest Control (Irl) Limited, Resource Support Services (Irl) Limited (formerly known as Corporate Cleaning Services Limited), Corporate Facilities Services Limited, Corporate Cleanroom Services Limited, Lighting Pest Control Limited and Hourican Hygiene Services Limited (to be renamed Resource Facilities Support Limited) (each as guarantor, the **"Guarantors"**) in favour of (2) the Security Trustee (the **"Guarantee"**), such Guarantee being set out in the Principal Facility Agreement (as more particularly described at paragraph 3 of this Annexure D),

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- (a) covenant to discharge on demand all of the Chargor's liabilities under the Principal Facility Agreement and First Supplemental Facility Agreement and the other security documents set out in this Statutory Form;
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To the Registrar of Companies

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Company number

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Name of Company

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The business of the company is

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in ~~[this company]~~ ☒ the Company~~the holding company of this company ] =~~Presenter's name, address and reference  
(if any)Tughans  
Solicitors  
Marlborough House  
30 Victoria Street  
BELFAST BT1 3 GS

DX 433NR, BELFAST

Tel 9055 3300

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(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)

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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

Declared at Edinburgh (Exchange Tower,  
19 Canning Street)

TERENCE BRANNIGAN

the 28<sup>th</sup> day of September

two thousand and seven

NIAL HARKIN

before me Ronald Alan Shanks

X PFB  
PAUL FRANCIS BEAN

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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X (A)

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The financial assistance will take the form of the execution and delivery of, and performance by the Subsidiary of its obligations under, each of the following documents and transactions to which it is a party

- deeds of accession (the “Deeds of Accession”) to be made by Pall Mall Holdings Limited, Pall Mall Employment Services Limited, Carillion Pall Mall Limited and Sovereign Soft Services Limited to the first supplemental facility agreement (the “First Supplemental Facility Agreement”) dated **27** September 2007 made between, *inter alios*, (1) Resource Services Group Limited (the “Borrower”), and (2) Anglo Irish Bank Corporation plc which is supplemental to the principal facility agreement (the “Principal Facility Agreement”) dated 24 July 2007 made between, *inter alios*, (1) the Borrower, (2) certain subsidiaries of the Borrower (as more particularly set out therein) (such subsidiaries, together with the Borrower, being the “Obligors”) and (3) Anglo Irish Bank Corporation plc in its capacity as lender (the “Lender”) as agent (the “Agent”), as arranger and as security trustee (the “Security Trustee”),
- debentures to be made by each of (1) Pall Mall Holdings Limited, Pall Mall Employment Services Limited, Carillion Pall Mall Limited and Sovereign Soft Services Limited (each as chargor, the “Chargors”) in favour



of (2) the Security Trustee (each a “**Debenture**” and any one or more, as the context requires, the “**Debentures**”), and

- 3 the payment by the Subsidiary of all or part of the professional or other fees incurred by the Borrower, the Purchaser or any subsidiaries of same in connection with the Acquisition (the “**Payment of the Transaction Fees**”), and
- 4 an accounts agreement to be made between, *inter alios*, (1) Pall Mall Holdings Limited, Cautlion Pall Mall Limited Pall Mall Employment Services Limited and Sovereign Soft Services Limited, (2) Anglo Irish Bank Corporation plc and (3) The Governor and Company of the Bank of Scotland (the “**Accounts Agreement**”)

## ANNEXURE D

### PRINCIPAL TERMS OF THE FINANCIAL ASSISTANCE

The principal terms on which the assistance will be given are

- 1 pursuant to the Deeds of Accession, the Subsidiary will accede to the Principal Facility Agreement as supplemented by the First Supplemental Facility Agreement pursuant to which
  - (a) the Bank has made available to the Borrower facilities to (i) assist in refinancing certain facilities previously provided by Ulster Bank Limited and Ulster Bank Ireland Limited (“**Ulster Bank**”) to the Borrower and certain of its subsidiaries, (ii) provide a working capital facility for the Borrower and its subsidiaries, (iii) provide a BACs guarantee to Ulster Bank and (iv) assist in financing the Acquisition,
  - (b) the Subsidiary has agreed that all outstandings owed under the Principal Facility Agreement and the First Supplemental Facility Agreement will be secured by all existing and future security granted by the Subsidiary to the Security Trustee,
  - (c) the Subsidiary has given certain warranties to the Agent, and
  - (d) the Subsidiary will become an Additional Guarantor in respect of cross company guarantee made by (1) the Borrower, Resource (NI) Limited, Maybinresource (Ireland) Limited (to be renamed Resource Business Support Limited), Resource Services (NI) Limited, Grove Pest Control (Irl) Limited, Resource Support Services (Irl) Limited (formerly known as Corporate Cleaning Services Limited), Corporate Facilities Services Limited, Corporate Cleanroom Services Limited, Lighting Pest Control Limited and Hourican Hygiene Services Limited (to be renamed Resource Facilities Support Limited) (each as guarantor, the “**Guarantors**”) in favour of (2) the Security Trustee (the “**Guarantee**”), such Guarantee being set out in the Principal Facility Agreement (as more particularly described at paragraph 3 of this Annexure D),

- 2 pursuant to the Debentures, each Chargor will, *inter alia*
- (a) covenant to discharge on demand all of the Chargor's liabilities under the Principal Facility Agreement and First Supplemental Facility Agreement and the other security documents set out in this Statutory Form,
  - (b) grant to the Security Trustee fixed and floating charges over all of the undertaking, property and assets of the Chargor.
  - (c) grant to the Security Trustee a fixed charge over the issued share capital from time to time of the subsidiaries (if any) of that Chargor,
  - (d) grant to the Security Trustee a power of attorney by way of security for the obligations so covenanted to be discharged,
- 3 pursuant to the Guarantee each of Pall Mall Holdings Limited, Pall Mall Employment Services Limited, Carillion Pall Mall Limited and Sovereign Soft Services Limited (each as an "**Additional Guarantor**") will, *inter alia*
- (a) guarantee (in an unlimited amount) to the Security Trustee the discharge of all obligations owed by the Borrower or any of the Guarantors or the other Additional Guarantors under the Principal Facility Agreement or First Supplemental Facility Agreement and the other security documents set out in this Statutory Form,
  - (b) in the event that the obligations of the Borrower or the other Guarantors or the other Additional Guarantors prove to be unenforceable against such party, undertake to discharge the obligations so guaranteed as if the Additional Guarantor were the principal obligor and not merely a surety, and
  - (c) the obligations of the Additional Guarantor under the Guarantee are secured and collateralised by all security now or in the future granted by the Additional Guarantor to the Security Trustee (including for the avoidance of doubt, the security documents set out in this Statutory Form),
- 4 pursuant to the Payment of the Transaction Fees, the Subsidiary will discharge all or part of the professional or other fees incurred by the Borrower, the Purchaser or any subsidiaries of same in connection with the Acquisition, and
- 5 pursuant to the Accounts Agreement, the Subsidiary will agree to regulate the operation of certain of its bank accounts held with The Governor and Company of the Bank of Scotland

**AUDITORS REPORT**

The Directors  
Pall Mall Holdings Limited  
24 Birch Street  
Wolverhampton  
West Midlands  
WV1 4HY

Dear Sirs

**AUDITORS' REPORT TO THE DIRECTORS OF PALL MALL HOLDINGS LIMITED (COMPANY NUMBER 03446291) (THE "COMPANY") PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985**

We have examined the attached statutory declaration of the directors dated 28 September 2007 in connection with the proposal that Pall Mall Employment Services Limited (company number 05886602), a wholly owned subsidiary of the Company, should give financial assistance for the acquisition of 705,705 ordinary shares of £0.01 each in the Company, being the entire issued share capital of the Company

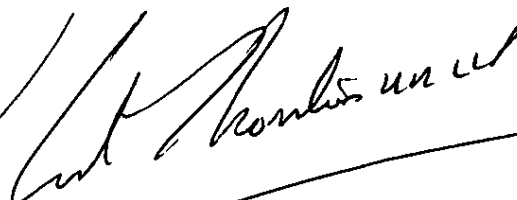
**BASIS OF OPINION**

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

GRANT THORNTON UK LLP  
REGISTERED AUDITORS  
CHARTERED ACCOUNTANTS



Belfast

28 September 2007