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CHFP025

COMPANIES FORM No. 155(6)b

**Declaration by the directors  
of a holding company in  
relation to assistance for the  
acquisition of shares**

155(6)b

Please do not  
write in this  
margin

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

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

For official use

Company number

[ ] [ ] [ ] [ ] [ ] [ ]

3713007

Name of company

\* Rent A Space Limited

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

\* insert full name  
of company

~~We~~ Nicholas Paul Smith of Scrag Oak, Wadhurst, Sussex, TH5 6NP; and  
Clive Douglas Drysdale of the Hollies, Bath Road, Maidenhead,  
Berkshire, SL6 4LH

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

† 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:

- (a) ~~that it is a person authorised under section 1 of the Insurance Companies Act 1982 to carry on  
insurance business in the United Kingdom~~
- (b) ~~that it is a person authorised under section 1 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] ~~the~~ holding company of\* Hallco 483 Limited (Company No:4045669)

which is

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

in [this company] [ and Hallco 747 Limited (company number 4410941)

the holding company of this company.]†

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

Eversheds  
115 Colmore Row  
Birmingham  
B3 3AL

DX:13004 BIRMINGHAM 1  
BIRCOP 650011

For official Use  
General Section

Post room



A24  
COMPANIES HOUSE

0718  
21/02/03

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

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

The number and class of the shares acquired or to be acquired is: 1000 ordinary shares of £1 each in Hallco 747 and 50,000 "B" ordinary shares of £1 in Rent A Space Ltd

The assistance is to be given to: (note 2) Mentmore plc (Company Number: 307397)  
of Park House, 14 Pepys Road, London, SW20 8NH

The assistance will take the form of:

Please see part 1 of the attached Schedule.

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

Mentmore plc (No. 307397) whose registered office is at Park House, 14 Pepys Road, London SW20 8NH

† delete as appropriate

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

Please see part 2 of the attached Schedule.

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is Nil

The amount of cash to be transferred to the person assisted is £ See Part 3 of the Schedule

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 See part 4 of the Schedule

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

~~X~~We have formed the opinion, as regards this 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)

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

(a) ~~X~~/We have formed the opinion that this 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 this company, with effect from the 06/04/2014 date, and the~~  
~~have formed the opinion that this company will be able to pay its debts in full within 12 months of the~~  
~~commencement of the winding up.\* (note 3)~~

And ~~X~~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

**Declarants to sign below**

on 12 02 2003

before me Donald J. Berg  
A Commissioner for Oaths or Notary Public or Justice of  
the Peace or a Solicitor having the powers conferred on  
a Commissioner for Oaths.

*Michael*  
*Ed Dwyer*

**GREGSONS**  
**SOLICITORS**  
**ST. CHRISTOPHER'S HOUSE**  
**TABOR GROVE**  
**LONDON SW19 4EX**

## 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**  
**Companies House**  
**37 Castle Terrace**  
**Edinburgh**  
**EH1 2EB**

**RENT A SPACE LIMITED (the "Company")**

**Company Number 3713007**

**Form 155(6)b**

**Schedule**

For the purposes of this schedule, the following expressions have the following meanings:-

**"Assignment"** means the assignment to be entered into between Halco and Abbey Storage Limited ("Abbey") in respect of the leasehold property set out in Part 5.

**"Facilities Agreement"** means the term loan and revolving credit facilities agreement of up to £250,000,000 (as amended, varied, supplemented, novated or replaced from time to time) dated 23 September 2002 and made between, inter alios, (1) the Parent, (2) the Agent and (3) the Co-Ordinator (all such terms defined therein) and others.

**"Halco"** means Halco 483 Limited.

**"Hive Across Agreement"** means the agreement to be entered into between the Company and Abbey relating to the disposal by the Company of its entire business and assets to Abbey.

**"Intra Group Loan Agreement"** means the loan agreement to be entered into on or around the date hereof between the Company, the Parent and various subsidiaries of the Parent.

**"Parent"** means Mentmore plc (company number 307397) whose registered office is at Park House, 14 Pepys Road, London, SW20 8NH.

**"Properties"** means the properties set out in **Part 5**

**"Refinancing"** means the refinancing of debt incurred by the Parent and certain of its subsidiaries to Barclays Bank PLC, The Governor and Company of the Bank of Scotland and The Royal Bank of Scotland plc under the terms of a facility agreement dated 28 February 2000 entered into between, amongst others, Barclays Bank PLC, The Governor and Company of the Bank of Scotland, The Royal Bank of Scotland plc and the Parent, the proceeds of which were used to fund, amongst other things, the acquisition of the entire issued share capital of the Company and the Company's holding company, Halco 747 Limited, by the Parent.

**Part 1**

The assistance will take the form of:-

- (a) the execution, delivery and performance by Halco of its obligations under the Intra Group Loan Agreement;
- (b) the execution, delivery and performance by Halco of its obligations under the Hive Across Agreement; and

- (c) the execution, delivery and performance by Hallco of its obligations under the Assignment.

## **Part 2**

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

1. the Intra Group Loan Agreement contains, among other things, an obligation on the part of Hallco, if requested by the Parent or various subsidiaries of the Parent, to lend money to any of those parties, which money would be used for the purpose of (among other things) making payments in respect of obligations incurred by, inter alia, the Parent in connection with the facilities provided pursuant to the Facilities Agreement, which obligations include, but are not limited to, obligations incurred by the Parent in respect of and for the purpose of the Refinancing;
2. under the terms of the Hive Across Agreement Hallco will transfer its business and assets to Abbey for consideration which is to be left outstanding as an unsecured interest free loan repayable by Abbey to the Company on demand. The Hive Across Agreement contains a covenant for further assurances; and
3. under the terms of the Assignment Hallco will transfer the property set out in part 5 for consideration which is to be left outstanding as an unsecured interest free loan repayable by Abbey to the Company on demand.

## **Part 3**

The amount of any loans made from time to time by the Company to the Parent, or by the Company to any subsidiary of the Parent, under the terms of the Intra Group Loan Agreement and pursuant to the Hive Across Agreement.

## **Part 4**

The date hereof or a date within 8 weeks of the date of this declaration.

## **Part 5**

1. Land and buildings at Manchester Road, Oldham  
Leasehold estate for a term of 15 years defined more particularly in a lease dated 5 September 2000 and made between (1) Bruntwood Storage Limited (2) Rent A Space Limited and (3) Hallco 483 Limited

# RSM Robson Rhodes

Our ref: RH/DPM/alh

12 February 2003

Rent A Space Limited  
Park House  
14 Pepys Road  
London  
SW20 8NH

RSM Robson Rhodes  
Centre City Tower, 7 Hill Street, Birmingham B5 4UU  
T 0121 697 6000 F 0121 697 6111/2  
www.rsmi.co.uk

Dear Sirs

## REPORT BY THE AUDITORS TO THE DIRECTORS OF RENT A SPACE LIMITED (THE "COMPANY") PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

We have examined the attached statutory declarations of the directors dated 12 February 2003 in connection with the proposal that the Company and its wholly owned subsidiary (Hallco 483 Limited) should give financial assistance in connection with the refinancing of indebtedness (the "Refinancing") in relation to the acquisition of the shares of the Company and shares in Hallco 747 Limited (company number 4410941). The proposed financial assistance will take the form of the Company and Hallco 483 Limited ("Hallco"):

- a) entering into an intra-group loan agreement to enable the Company and Hallco to lend money to other companies in the group for the purposes of servicing the debt incurred in the Refinancing;
- b) entering into a hire across agreement with Abbey Storage Limited ("Abbey");
- c) (in respect of the Company only) entering into an assignment with Abbey (and ancillary documents) and an Authorised Guarantee Agreement in respect of the leasehold property at Nile Street, Bolton; and
- d) (in respect of Hallco only) entering into an assignment with Abbey (and ancillary documents) of the leasehold property at 189 Manchester Road, Oldham.

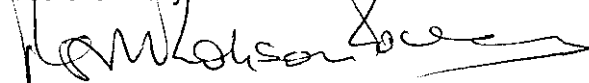
### Basis of opinion

We have enquired into the state of affairs of the Company in order to review the bases for the statutory declarations.

### 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.

Yours faithfully



RSM ROBSON RHODES

