

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

# 155(6)b

CHFP025

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

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4271973

Name of company

\* Spirit Managed Holdings Limited

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

\* insert full name  
of company

☒ We ☐ ~~We~~ Karen Jones, Paddock House, 5 Spencer Park, Wandsworth, London, SW18 2SX  
Cornel Riklin, 103 Barrow Gate Road, Chiswick, London W4 4QS  
Benedict Smith, Flat 9, 62 Ecclestone Square, London SW1V 1PH  
Stephen Peel, 4 Neville Street, London SW7 3AR

☐ 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 whichever  
is inappropriate

The business of this company is:

- (a) ~~that of a recognised bank, licensed institution or other person carrying on banking or~~  
~~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 ~~not~~ [a] holding company of\* Tom Cobleigh Limited

which is

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

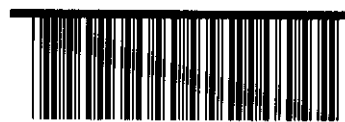
in [this company] [ ~~the holding company of this company~~ ]

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

Slaughter and May  
(Ref: KRD/SJVW/DER)  
One Bunhill Row  
London  
EC1Y 8YY

For official Use  
General Section

Post room



LD2  
COMPANIES HOUSE

0238  
03/12/04

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: See Annex 1.

The assistance is to be given to: (note 2) Spirit Intermediate Holdings Limited  
of 107 Station Street, Burton-on-Trent, Staffordshire DE14 1BZ.

The assistance will take the form of:

See Annex 2.

The person who [has acquired] ~~will acquire~~ the shares is:  
Spirit Intermediate Holdings Limited

† delete as appropriate

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

See Annex 3.

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 £ NIL

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

Please do not  
write in this  
margin

The date on which the assistance is to be given is within 8 weeks of 24 November 2004

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

☒ 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)

(a) ☒ 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)

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

(b) ~~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)~~

And ☒ 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

SLAUGHTER AND MAY  
ONE BUNHILL ROW  
LONDON EC1Y 8YY

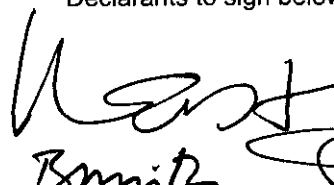


Day Month Year  
on 

2	4	1	1	2	0	0	4
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before me

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

Declarants to sign below

  
Bennett  
  


## 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

**JONATHAN PAUL COUTTS**  
Scrivener Notary, authorised  
by statute to administer oaths

Annexure 1

A1 Ordinary Shares - 124,108 of £0.25 each

A2 Ordinary Shares - 61,607 of £0.20 each

A3 Ordinary Shares - 246,428 of £0.20 each

B Ordinary Shares - 1,167,144 of £0.25 each

A Preference Shares - 39,623,643 of £0.10 each

B Preference Shares - 323,743,890 of £0.10 each

Spirit Managed Holdings Limited  
Company Number 04271973  
(the "**Company**")

Annexure 2 – Form 155(6)(b)

The financial assistance will take the form of the execution, delivery and performance by the Company's subsidiary of a security power of attorney to be dated 25 November 2004 in favour of The Royal Bank of Scotland plc (the "**Security Power of Attorney**").

Spirit Managed Holdings Limited  
Company Number 04271973  
(the "**Company**")

Annexure 3 – Form 155(6)(b)

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

By entering into the **Security Power of Attorney**, the Company's subsidiary irrevocably and by way of security for the performance of the covenants, conditions, obligations and undertakings on the part of the parties (other than a Finance Party) contained in the Finance Documents (as defined in the Composite Debenture) and the obligation of the Company's subsidiary under the Borrower Acquisition Agreement (as such term is defined in the Security Power of Attorney):

- (i) appoints the Attorney and any Receiver or Administrator (in each case, as such term is defined in the Security Power of Attorney) as its true and lawful attorney for and in the name or otherwise of the Company's subsidiary to, (among other things) after the occurrence of a Trigger Event (as such term is defined in the Senior Credit Agreement) and by notice, execute and enter into the mortgage agreement (the form of such mortgage agreement being scheduled to the Security Power of Attorney); and
- (ii) irrevocably and unconditionally undertakes to indemnify the Attorney and each Receiver and/or Administrator and/or Substitute (as such term is defined in the Security Power of Attorney) and their respective estates against all actions, proceedings, claims, costs, expenses and liabilities of every description arising from the exercise, or the purported exercise, of any of the powers conferred by the Security Power of Attorney.

**Auditors' report to the directors of Spirit Managed Holdings Limited  
pursuant to section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors of Spirit Managed Holdings Limited ("the Company") dated 24 November 2004, prepared in accordance with applicable United Kingdom Law, in connection with the proposal that the Company's subsidiary, Tom Cobleigh Limited should give financial assistance for the purchase of the Company's entire share capital by Spirit Intermediate Holdings Limited.

This report is made solely to the directors in accordance with Section 156(4) of the Companies Act 1985. Our 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 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  
Registered Auditor  
24 November 2004