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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

For official use

Company number

00175064

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

Name of company

* FILOFAX GROUP LIMITED

*Insert full name of company

~~Wet~~

MICHAEL DAVID BALL of The Old Barn House, Lyne Court, Lyne Lane, Chertsey, SURREY KT16 0AW;

†Insert name(s) and address(es) of all the directors

CHRISTOPHER BRACE of 21 Ludlow Way, LONDON, N2 0JZ;

JAMES EDWARD FREEMAN JR., 31601 Sea Shadows Way, Laguna Niguel, CALIFORNIA 92677, USA;

MARK ANDREW VIDOVIICH of 20 Charlotte, Irvine, CALIFORNIA, USA.

(THE DIRECTORS NAMED ABOVE WHICH ARE RESIDENT IN THE USA ARE SIMULTANEOUSLY SWEARING AN IDENTICAL DECLARATION IN THE USA)

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~~

The assistance is for the purpose of ~~the 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: 25,124,059 ordinary shares

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

Skadden, Arps, Slate, Meagher & Flom LLP
One Canada Square, Canary Wharf, London E14 5DS

For official use
General Section

Post room



The assistance is to be given to: (note 2)

SEE SCHEDULE A.

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 SHCHEDULE B.

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

DAY RUNNER UK PLC

*Delete as
appropriate

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

SEE SCHEDULE C.

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 HEREOF

Please do not
write in
this margin

Please complete
legibly, preferably
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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 7-12 Noel Street,
London W1

the 12 day of October

One thousand nine hundred and ninety nine

before me

Edward Gardiner

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

A Commissioner for Oaths
10 Philpot Lane,
London EC3M 8BR,
England
(Edward Gardiner)

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.

**Schedule A to the Statutory Declaration for Filofax Group Limited,
dated 12 October 1999**

DAYRUNNER INC., a Delaware corporation having its principal place of business at 15295 Alton Parkway, Irvine, CA. 92718, USA; **DAYRUNNER UK PLC**, a company incorporated in England and Wales having its registered office at 4th Floor, Waverley House, 7/12 Noel Street, London W1Y 1FA, and **FILOFAX LIMITED**, a company incorporated in England and Wales and having its registered office at Waverly House, 7/12 Noel Street, London W1V 4BA.

**Schedule B to the Statutory Declaration for Filofax Group Limited,
dated 12 October 1999**

1. The execution, delivery and performance by the Company of its obligations under a guarantee (the "**Guarantee**") and a Security Document (the "**Security Agreement**") (each to be dated on or about the date hereof), made in favour of Wells Fargo, National Association (the "**Agent**") pursuant to which the Company will guarantee and give security for the Guaranteed Obligations (as defined in the Guarantee) in respect of an Amended and Restated Loan Agreement (to be dated on or about the date hereof) (the "**Loan Agreement**") made between Day Runner Inc., Day Runner UK plc, Filofax Limited, the Agent, and the lenders defined therein (the "**Lenders**");

**Schedule C to the Statutory Declaration for Filofax Group Limited,
dated 12 October 1999**

1. By executing the Guarantee the Company:
 - 1.1 guarantees irrevocably and unconditionally to pay and perform on demand the Guaranteed Obligations (as defined in the Guarantee).
 - 1.2 agrees to pay various reasonable costs and expenses of the Agent in connection with the execution and delivery of the Guarantee and Security Document.
2. By executing the Security Document the Company:
 - 2.1 with full title guarantee as continuing security for the payment of the Guaranteed Obligations charges in favour of the Agent:
 - (a) by way of a first legal mortgage:
 - (i) all Filofax Limited shares and Related Rights; and
 - (ii) all estates or interests in any freehold or leasehold property belonging to it.
 - (b) by way of first fixed charge:
 - (i) all moneys standing to the credit of the Security Accounts;
 - (ii) all benefits in respect of the Insurances;
 - (iii) all of the Company's book and other debts;
 - (iv) all of the Company's rights and benefits under the Relevant Agreements;
 - (v) any beneficial interest in any pension fund;
 - (vi) the Company's uncalled capital; and
 - (vii) the Intellectual Property Rights.
 - (c) by way of a first floating charge:
 - (i) all of the Company's assets not otherwise effectively mortgaged or charged by way of fixed mortgage or charge.

Capitalised terms (not already referenced as being defined herein) shall bear the meanings given to them in the Security Document.



The Directors
Filofax ^{Group} Limited
Waverley House
7-12 Noel Street
London
W1V 4NE

Direct line: 0171 303 6281
Direct fax: 0171 303 5917

Our Ref: LE9910006/JB/MB SC5

12 October 1999

Dear Sirs

AUDITORS' REPORT TO THE DIRECTORS OF FILOFAX LIMITED PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

We have examined the attached statutory declaration of the directors dated 12 October 1999 in connection with the proposal that the company should give financial assistance for the purchase of 25,124,059 of Filofax Group Limited's ordinary shares.

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 is unreasonable in all the circumstances.

Deloitte & Touche

Deloitte & Touche
Registered Auditors

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COMPANIES FORM No. 155(6)a

**Declaration in relation to
assistance for the acquisition
of shares.****155(6)a**Please do not
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Pursuant to section 155(6) of the Companies Act 1985

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To the Registrar of Companies

For official use

Company number

00175064

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notes on page 3
before completing
this form

Name of company

* FILOFAX GROUP LIMITED

*insert full name
of company

WeI

†insert name(s) and
address(es) of all
the directorsMICHAEL DAVID BALL of The Old Barn House, Lyne Court, Lyne Lane, Chertsey,
SURREY KT16 0AW;

CHRISTOPHER BRACE of 21 Ludlow Way, LONDON, N2 0JZ;

JAMES EDWARD FREEMAN JR., 31601 Sea Shadows Way, Laguna Niguel, CALIFORNIA
92677, USA;

MARK ANDREW VIDOVIICH of 20 Charlotte, Irvine, CALIFORNIA, USA.

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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 of the Insurance Companies Act 1982 to carry
on insurance business in the United Kingdom~~

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The company is proposing to give financial assistance in connection with the acquisition of shares
in the ~~company~~ company's holding companyThe 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: 25,124,059
ordinary sharesPresentor's name, address and
reference (if any):Skadden, Arps, Slate,
Meagher & Flom LLP
One Canada Square, Canary
Wharf, London E14 5DS

For official use

General Section

The assistance is to be given to: (note 2)

SEE SCHEDULE A.

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The assistance will take the form of:

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

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

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19

Page 2

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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)

~~(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

Declarants to sign below

the day of
One thousand nine hundred and

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.

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.
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State of California

County of

Orange

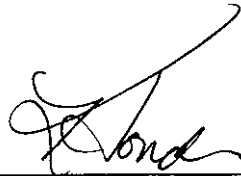
On 10/12/99 before me, K. Houck, Notary Public, personally appeared

JAMES E. FREEMAN, JR.

MARK VIDOVICH

proved to me on the basis of satisfactory evidence to be the person~~(s)~~ whose name(s) is~~are~~ subscribed to the within instrument and acknowledged to me that he~~/she/they~~ executed the same is his~~her/their~~ authorized capacity~~(ies)~~, and that by his~~her/their~~ signature~~(s)~~ on the instrument, the person~~(s)~~, or the entity upon behalf of which the person~~(s)~~ acted, executed the instrument.

Witness my hand and official seal.



Signature of Notary Public.



This certificate is attached to the following document:

Title or Type of Document Declarations by the Dated 10/12/99
directors etc. 158(a)

**Schedule A to the Statutory Declaration for Filofax Group Limited,
dated 12 October 1999**

DAY RUNNER INC., a Delaware corporation having its principal place of business at 15295 Alton Parkway, Irvine, CA. 92718, USA; **DAYRUNNER UK PLC**, a company incorporated in England and Wales having its registered office at 4th Floor, Waverley House, 7/12 Noel Street, London W1Y 1FA, and **FILOFAX LIMITED**, a company incorporated in England and Wales and having its registered office at Waverly House, 7/12 Noel Street, London W1V 4BA.

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 - (vi) the Company's uncalled capital; and
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The Directors
Filofax Group Limited
Waverley House
7-12 Noel Street
London
W1V 4NE

Direct line: 0171 303 6281
Direct fax: 0171 303 5917

Our Ref: LE9910005/JB/MB SC5

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Deloitte & Touche
Registered Auditors