



COMPANIES FORM No. 155(6)a

155(6)a

Declaration in relation to assistance
for the acquisition of shares.

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

Please do not write in
this marginPlease complete legibly,
preferably in black type,
or bold black lettering

For official use

Company Number

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

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689260

Name of Company

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

* TELLINGS GOLDEN MILLER LIMITED

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

I/We DAVID ROBERT MARTIN of Bondwood Barn, Repton Shrubs, Brethby, Burton on Trent; PETER HARVEY of 56 Brandhill, Woodhouse Eaves, Nr. Loughborough, Leics; STEPHEN RICHARD TELLING of No. 1 Maytrees, Chobham Road, Knaphill, Woking, Surrey; DAWSON THOMAS WILLIAMS of Coed Del, Badgers Close, Ashley Heath, Ringwood, Hants; GORDON GEORGE WATT of 107 Wells House Road, London

† delete as appropriate

~~the sole director~~ [all the directors] † of the above company do solemnly and sincerely declare that:

This 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 2 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] TGM LEISURE Limited†

The 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: 150,000 ORDINARY SHARES

Presentor's name address
and reference (if any):For official use
General Section

Post room

COMPANIES ACT 1985
2 4 DEC 1992
M 42

The assistance is to be given to: (note 2) SURECAPITAL PLC whose registered office is at 54
Endless Street, Salisbury, Wiltshire, SP1 3UH

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 RIDERS 1 & 2

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

† delete as appropriate

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

SEE RIDERS 3 & 4

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 10th December 19 92

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)

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

* deleted either (a) or (b) as
appropriate

(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)~~

WJ SAE
JW

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 S' AMOLO STREET
LONDON
EC2

the 10th day of December

One thousand nine hundred and ninety two

Before me Marcus Partridge
(MARCUS MARTINGTON)

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

W. Willic
P.L. Telij
Watt
Jett

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
Maidenhead
Reading
RG1 1LN

or, for companies registered in Scotland:-

The Registrar of Companies
Companies Registration Office
102 George Street
Edinburgh
EH2 3DJ

RIDER 1 TO FORM 155()

The assistance will take the form of:

1. Financial assistance will be provided by the Company to Surecapital plc ("Surecapital") in connection with the acquisition by Surecapital of the shares in the capital of the Company on 10th December 1992.
2. Such financial assistance will be given by the Company entering into the documents referred to in paragraph 3 below in order to fulfil part of the conditions precedent to utilisation of a term loan, guarantee and overdraft facility to be provided to Surecapital under or pursuant to a facility letter ("the Facility Letter") to be addressed by the First National Bank of Boston ("BOB") to Surecapital and the charging guarantors listed therein ("the Charging Guarantor") (of which the Company is one) which facility is to be utilised in part by Surecapital to fund the purchase price of the shares in the Company acquired by it.
3. Such documents comprise:
 - a. a guarantee to be executed by the Company, the other Charging Guarantors and Surecapital being a guarantee in respect of the liabilities of Surecapital and each Corporate Guarantor to BOB ("the BOB Guarantee"); and
 - b. a fixed and floating charge in favour of BOB details of which are given below ("the BOB Charge").

RIDER 2 TO FORM 155(6)

The assistance will take the form of:

1. Financial assistance will be provided by the Company to Surecapital plc ("Surecapital") in connection with the acquisition by Surecapital of the shares in the capital of the Company on 10th December 1992.
2. Such financial assistance will be given by the Company entering into the documents referred to in paragraph 3 below in order to fulfil part of the conditions precedent to utilisation of an overdraft facility to be provided to Surecapital under or pursuant to a facility letter ("the Facility Letter") to be addressed by the Governor and Company of the Bank of Scotland ("BOS") to Surecapital and the charging guarantors listed therein ("the Charging Guarantor") (of which the Company is one) which facility is to be utilised in part by Surecapital to fund the purchase price of the shares in the Company acquired by it.
3. Such documents comprise:
 - a. a guarantee to be executed by the Company, the other Charging Guarantors and Surecapital being a guarantee in respect of the liabilities of Surecapital and each Corporate Guarantor to BOS ("the BOS Guarantee"); and
 - b. ~~a fixed and floating charge in favour of BOS details of which are given below (the BOS Charge).~~ X
SFT. J.M. 92
 - c. a Deed of Novation between BOS, Drawlane Transport Group plc, Surecapital and its subsidiaries (of which the Company is one) by which the Company undertakes to continue to be bound by the terms of an overdraft facility letter dated 6th May 1992 as amended by a supplemental letter dated 17th September 1992 between BOS, Drawlane Transport Group plc and the subsidiaries of Surecapital (of which the Company is one)

RIDER 3 TO FORM 155(6)

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

1. The principal obligations of the Company under the BOB Guarantee are to guarantee the payment or discharge to BOB (and undertake on written demand by BOB to pay or discharge) all monies and liabilities which now are or at any time or times hereafter may be due owing or incurred by any other Corporate Guarantor (including any other subsidiary of Surecapital who BOB may stipulate from time to time) to BOB. The liabilities of the Company under the BOB Guarantee will be secured by the BOB Charge.
2. The principal terms of the BOB Facility Letter are as mentioned above.
3. The principal terms of the BOB Charge are a covenant that the Company will pay and discharge to BOB on demand all monies and liabilities which now are or may at any time or times hereafter be due owing or incurred by the Company to BOB or for in respect of which it may be liable to BOB on any account or any manner whatsoever and as continuing security for payment and discharge of such indebtedness to:
 - charge to BOB by way of legal mortgage any real property;
 - charge to BOB by way of specific equitable charge any real property not charged above;
 - assign to the bank all book debts, buses and vehicles;
 - charge to the bank by way of fixed charge all its right title interest in and to its securities, goodwill and uncalled capital, intellectual property, and proceeds of insurance; and
 - charge to the bank by way of floating charge the whole of its undertaking, property rights and assets both present and future.

RIDER 4 TO FORM 155(6)

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

1. The principal obligations of the Company under the BOS Guarantee are to guarantee the payment or discharge to BOS (and undertake on written demand by BOS to pay or discharge) all monies and liabilities which now are or at any time or times hereafter may be due owing or incurred by any other Corporate Guarantor (including any other subsidiary of Surecapital who BOS may stipulate from time to time) to BOS. ~~The liabilities of the Company under the BOS Guarantee will be secured by the BOS Charge.~~ Killed by
JULY A
2. The principal terms of the BOS Facility Letter are as mentioned above.
3. ~~The principal terms of the BOS Charge are a covenant that the Company will pay and discharge to BOS on demand all monies and liabilities which now are or may at any time or times hereafter be due owing or incurred by the Company to BOS or for in respect of which it may be liable to BOS on any account or any manner whatsoever and as continuing security for payment and discharge of such indebtedness to:~~ Killed by
JULY A
 - charge to BOS by way of legal mortgage any real property;
 - charge to BOS by way of specific equitable charge any real property not charged above;
 - assign to the bank all book debts, buses and vehicles;
 - charge to the bank by way of fixed charge all its right title interest in and to its securities, goodwill and uncalled capital, intellectual property, and proceeds of insurance; and
 - charge to the bank by way of floating charge the whole of its undertaking, property rights and assets both present and future.

ROBSON RHODES

Chartered Accountants

internationally
ORM

Our ref: SPB

10 December 1992

The Directors
Tellings Golden Miller Limited
30 Millstone Lane
Leicester LE1 5RN

Gentlemen

FINANCIAL ASSISTANCE FOR PURCHASE OF SHARES AUDITORS' REPORT TO THE DIRECTORS OF PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

We have examined the attached statutory declaration of the directors dated 10 December 1992 in connection with the proposal that the company should give financial assistance in connection with the purchase of 88.1% of the issued share capital of the holding company of its parent company. We have enquired into the state of the company's affairs so far as necessary to us to review the basis for the statutory declaration. We have also received a copy of a letter from the principal bankers to the directors of Surecapital Ltd, this company's holding company confirming that sufficient facilities will be made available to meet its debts as they fall due.

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.

Yours faithfully


ROBSON RHODES

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London EC1V 2NU
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Fax 071-250 0801

Offices at:
Birmingham, Bristol,
Cambridge, Crawley,
Hemel Hempstead, Leeds,
Leicester, Maidstone,
Manchester, Rochester.

Principal Office:
186 City Road
London EC1V 2NU,
at which a list of Partners
may be inspected.

Registered to carry on
audit work and authorised
to carry on investment
business by the Institute
of Chartered Accountants in
England and Wales

Internationally:
Dunwoody
Robson
McGladrey &
Pullen