

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

1062758

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

Name of company

* ~~SPEARHEAD EXHIBITIONS LIMITED~~

*Insert full name
of company

Wet DAVID CHARLES CHAPMAN STOTT of 1 River House, 23 The

1Insert name(s) and
address(es) of all
the directors

~~Terrace Barnes, London SW13 0NR. CHRISTOPHER PHILIP
LEVELIS MARKE of 7 Elm Tree Avenue, Esher, Surrey KT10 8JG.
SUSAN CROUCH of 10 New Road, Ham, Richmond, Surrey TW10 7HY
and ROBERT DAVID MUNTON of Cherry Tree Cottage, Horsham
Road, Holmbury St Mary, Dorking. Surrey~~

5Delete 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

~~for that of a recognised bank (licensed institution), within the meaning of the Banking Act 1979;~~
~~the name of a person authorised under section 2 or 4 of the Insurance Companies Act 1982 to carry on~~
~~the same 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 [that acquisition] ~~XXXXXXXXXXXXXXXXXXXXXXXX~~
~~XXXXXXXXXX OF THE ACQUISITION]~~

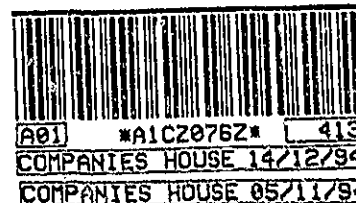
The number and class of the shares acquired or to be acquired is: FIVE HUNDRED AND TWENTY SIX ORDINARY £1 SHARES

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

KINGSTON SMITH
DEVONSHIRE HOUSE
146 BISHOPSGATE
LONDON EC2M 4JX

(Ref: JRR/AGM)

For official use
General Section



The assistance is to be given to: (note 2) SUSAN CROUCH AND ROBERT DAVID MUNTON
WHO ARE ACQUIRING THE SHARES IN QUESTION

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:

A loan to each of Susan Crouch and Robert David Munton of
Four Thousand Nine hundred and ninety nine pounds and
sixty three pence

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

SUSAN CROUCH AND ROBERT DAVID MUNTON

*Delete as
appropriate

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

The loan is repayable on demand, financial difficulties,
death, mental illness, imprisonment, bankruptcy or
cessation of employment with the Company and any
subsidiary or holding company of the Company. The loan
is interest free until repayment is due when interest of
2% above bank rate accrues

The amount of cash to be transferred to the person assisted is £ 9,999.26

The value of any asset to be transferred to the person assisted is £ Not applicable

The date on which the assistance is to be given is 29th September 1994

1. Name of company
2. Date of formation
3. Registered office

Please complete
legibly preferably
in black type or
bold black 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)

~~It is intended to commence the winding up of the company with effect from the date of this declaration and we have formed the opinion that the company will be unable to pay its debts in full within 12 months of the commencement of the winding up of the company~~

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 4 Castle Street, Kingshampton
Thames, Greater London

the 29th day of September
One thousand nine hundred and ninety four

before me B. J. E. don

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

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.