

# 155(6)a

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

For official use

Company number

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117204685110

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

Name of company

\* MINING JOURNAL BOOKS LIMITED

insert full name  
of company

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

**XWe a** CHRISTOPHER HINDE of Upper Fowle Hall, Queen Street, Paddock Wood, Tonbridge, Kent TN12 6PF  
CHRISTOPHER INNIS of 148 Haven Green Court, London W5 2UX  
KEITH DALTON of 72a Folksworth Road, Norman Cross, Peterborough PE7 3SP  
ROBERT BARROWMAN of Welland House, 19 Broad Street, Stamford, Lincolnshire PE9 1PG

delete as appropriate

delete whichever is inappropriate

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

The business of the company is:

(a) that of a recognised bank (whether or not a bank within the meaning of the Banking Act 1979)

(b) that of a person authorised under section 31(1) of the Insurance Companies Act 1982 to carry on

insurance business in Great Britain.

(c) something other than the above§

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

~~XXXXXX~~ [company's holding company] THE MINING JOURNAL

Limited]t

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: 1,000 Ordinary Shares of £1 each  
and 153,750 Preference Shares of £1 each

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

Wragge & Co LLP  
55 Colmore Row  
Birmingham  
B3 2AS

13036 Birmingham 1

For official Use  
General Section

Post room



**A13**  
**COMPANIES HOUSE**

0774  
20/05/03

The assistance is to be given to: (note 2) MINING COMMUNICATIONS LIMITED  
(Company Number: 4682865) whose registered office is situate at 60 Worship Street, London EC2A 2HD

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lettering

The assistance will take the form of:

Please see Annexe 1 attached hereto.

The person who ~~has acquired~~ <sup>XXXXXXXX</sup> will acquire† the shares is:

† delete as  
appropriate

MINING COMMUNICATIONS LIMITED (COMPANY NUMBER: 4682865)

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

Please see Annxe 2 attached hereto.

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 from the date hereof

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delete either (a) or  
(b) as appropriate

☒ 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) ☒ 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 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 ☒ 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 3 WATERHOUSE SQUARE,  
142 HOLBORN  
LONDON  
EC1N 2SW

on 

Day	Month	Year
12	05	2003

before me

EMMA FLINT  
~~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

100 NEW BRIDGE STREET  
LONDON EC4V 6JA

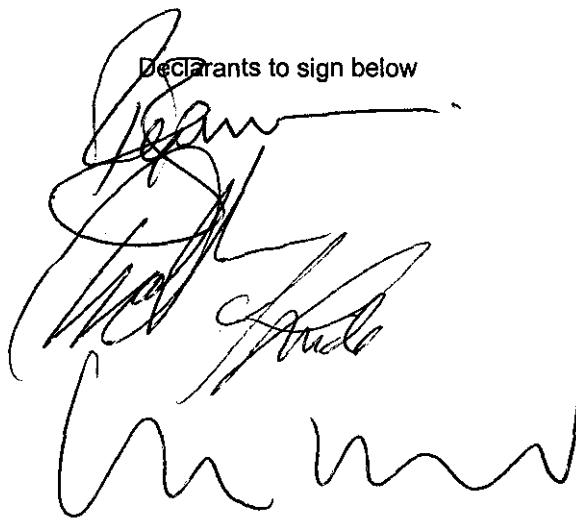
- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should 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  
37 Castle Terrace  
Edinburgh  
EH1 2EB

Declarants to sign below



**Form 155(6)a**

**Annex 1 to form G155(6)a re Mining Journal Books Limited (Company No: 1172046) (the "Company")**

- 1 A composite debenture and guarantee (the "**Debenture**") to be executed by Mining Communications Limited (the "**Purchaser**") and The Mining Journal Limited (the "**Holding Company**") in favour of Aberdeen Asset Managers Limited on behalf of Murray VCT 3 PLC, Murray VCT 4 PLC and Aberdeen Growth VCT 1 PLC (together the "**Institutional Investors**") pursuant to which the Company and the Holding Company guarantees the payment obligations by the Purchaser to any one or more of the Institutional Investors including without limitation loan notes held by any one or more of the Institutional Investors (together the "**Investor Secured Obligations**") including obligations incurred under the Debenture and Guarantee incurred in part for the purpose of or otherwise in connection with the acquisition of the whole of the issued share capital (the "**Shares**") in the Holding Company by the Purchaser (together the "**Secured Obligations**").
- 2 A first ranking debenture under the Debenture to be executed by the Company and the Holding Company in favour of the Institutional Investors, pursuant to which the Company and the Holding Company charges by way of fixed and floating charges their assets and undertaking as security for the Secured Obligations.
- 3 Entering into and performance the Hive-up Agreement of even date between the Company, the Purchaser and the Holding Company for the transfer of the business and assets of both the Holding Company and the Company to the Purchaser and the acceptance by both the Holding Company and the Company of an inter-Company loan of even date, pursuant to which the purchase price payable under the Hive-up Agreement will remain.

**Annex 2 to form G155(6)a Mining Journal Books Limited (Company No: 1172046)**  
**("the Company")**

- 1 By executing the Debenture the Company would in accordance with its terms:
  - (a) guarantee to the Institutional Investors to pay to it on the due date for payment, the Secured Obligations; and
  - (b) covenant that as and when the Secured Obligations become due for payment or on such earlier date as the Debenture becomes enforceable and the Institutional Investors determines to enforce the same, it shall on demand in writing by the Institutional Investors pay the Secured Obligations.
- 2 By executing the Debenture the Company would in accordance with its terms, as security for payment and discharge of the Secured Obligations charge all its assets and undertaking by way of first fixed and floating charges.
- 3 By executing the Hive-up Agreement assistance will be given by the Company by its entry into and performance of the Hive-up Agreement in the following manner:
  - (a) pursuant clause 3 of the Hive-up Agreement, the Purchaser will acquire the undertaking and all the assets of the businesses of the Company and the Holding Company;
  - (b) pursuant to clause 4 of the Hive-up Agreement, the balance of the Purchase Price (as defined therein) is to be left outstanding unsecured on inter-Company loan between the Purchaser and Target.
- 4 The entry into and performance by the Company and the Holding Company of its obligations under the Hive-up Agreement constitutes financial assistance by the Company and the Holding Company pursuant to section 151(2) of the Act by way of leaving the Purchase Price outstanding on inter-Company loan.

End of Annex

# RSM Robson Rhodes

Our ref: CK/KL/alh

12<sup>th</sup> May 2003

The Directors  
The Mining Journal Books Limited  
60 Worship Street  
London  
EC2A 2HD

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

## **Auditors' report to the directors of The Mining Journal Books Limited (the "Company") pursuant to Section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors of the Company dated 12<sup>th</sup> May 2003 in connection with the proposal that the Company should give financial assistance for the purchase of the entire issued share capital of its ultimate holding company, The Mining Journal Limited.

### **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 the attached 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*

**RSM Robson Rhodes**  
**Chartered Accountants and Registered Auditors**

RSM Robson Rhodes is an independent member firm of RSM International, an affiliation of independent accounting and consulting firms.

RSM Robson Rhodes is registered to carry on audit work by the Institute of Chartered Accountants in England and Wales and is authorised by the Financial Services Authority.

Offices at: Bristol, Cambridge, Dublin, Edinburgh, Hemel Hempstead, Leeds, Manchester.  
Principal office: 186 City Road, London EC1Y 2NU  
at which a list of partners may be inspected.



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