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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

1322024

Name of company

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

* CT REPROGRAPHICS LTD.

*Insert full name of company

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

~~XX~~† Messrs. Joseph B. Hackett of 3, Stonehouse, Stonehouse Gardens, Stillorgan, Co. Dublin, Ireland, Kieran O'Brien of Strafford, Meols Drive, Hoylake, Wirral, Merseyside L47 4AG, Joseph B. Hackett of 10, Vicarage Drive, East Sheen, London SW14 8RX and Francis X. Chambers (alternate director to Mr. David Gordon) of 39, Mount Prospect Avenue, Clontarf, Dublin 3, Ireland.

§Delete as appropriate

‡Delete whichever is inappropriate

~~the sole director~~ [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] 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 Esmerelda Limited, an Irish registered company, registered number 138074]‡

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: 250 ordinary shares
in the capital of Esmerelda Ltd. an Irish registered company,
registered number 138074

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

Wilson Cowie & Dillon
10 James Street
Liverpool
L2 7PL.

Ref. JR

For official use

General Section



A17 *ANZSSH22* 480
COMPANIES HOUSE 05/12/95

MEJ *RTSSEFND* 125
COMPANIES HOUSE 19/10/95

The assistance is to be given to: (note 2) Vesontio Ltd, an Irish registered company,
registered number 224415

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

The assistance will take the form of:

1. An inter company loan from the Company to Vesontio Ltd. in the principal amount of IR£449070.
2. A composite guarantee and a composite debenture by the Company in favour of Bank of Ireland as security for borrowings of certain associated companies of the Company

The person who ~~has acquired~~ [will acquire]* the shares is: Vesontio Ltd.

*Delete as
appropriate

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

Amounts due under the inter company loan at 1 above and under the Guarantee at 2 above are payable on demand.

The debenture referred to at 2 above creates a fixed and floating charge over all of the assets and undertakings of the Company.

The amount of cash to be transferred to the person assisted is £ IR£1,750,000

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 29 SEPTEMBER 1995 *dl* Page 2

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†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) ~~XX~~ 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)~~XXXXXXXXXXXXXXXXXXXX

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 39/40 Upper Mount Street
in the City of Dublin

the 29th day of Sept

One thousand nine hundred and ninty nine

before me. [Signature]

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

[Signature]
[Signature]
[Signature]

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.

BASTOW CHARLETON

Chartered Accountants

A member of Horwath International

Marine House
Clanwilliam Court
Dublin 2

Telephone + 353 1 676 0951

Facsimile + 353 1 660 9108

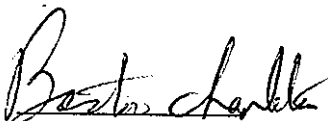


29 September 1995

***Re: Statutory Declaration of the Directors of
CT Reprographics Ltd ("the Company")***

As Auditors to the above named company we wish to report that:

- (a) We have enquired into the state of affairs of the Company; and
- (b) we are not aware of anything to indicate that the opinion expressed by the directors in the Declaration as to any of the matters mentioned in sub-section 2 of Section 156 of the Companies Act 1985 is unreasonable in all the circumstances.


Bastow Charleton

