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COMPANIES FORM No. 155(6)a

## Declaration in relation to assistance for the acquisition of shares

# 155(6)a

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

Please complete  
legibly, preferably in  
black type, or bold  
block letteringNote  
Please read the  
notes on page 3  
before completing  
this form.To the Registrar of Companies  
(address overleaf - Note 5)

For official use

Company Number

01577754

Name of company

\* SOUTHERN STAR SALES LIMITED

\* Insert full name of  
company~~XXX~~ We of CLARE BIRKS of 15 Saint Michaels Road, London SW9 0SN, England

FRANK LYONS of Flat 2, 78 Lots Road, London SW10 0QD, England

Ø Insert name(s)  
and address(es)  
of all the directors† 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: Other Wholesale

The company is proposing to give financial assistance in connection with the acquisition of shares in  
the ~~company~~ [company's holding company]

PRIMETIME

Limited

The assistance is for the purpose of that acquisition ~~for the purpose of that acquisition~~

The number and class of the shares acquired or to be acquired is: A Ordinary Shares - 175,320;

B Ordinary Shares - 15,000

Presentor's name, address  
and reference (if any):NEELAM BEG  
Bryan Cave  
33 Cannon Street  
LONDON EC4M 5TE  
Tel: 020 7246 5832

For official use

General Section

Post room

A12  
COMPANIES HOUSE0100  
03/04/01

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this margin

The assistance is to be given to: (note 2) Southern Star Circle plc, 45-49 Mortimer  
Street, London W1N 7TD, England

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

The assistance will take the form of:

See attached Schedule 1

† delete as  
appropriate

The person who ~~has acquired~~ ~~will acquire~~ the share is:

Southern Star Circle plc, 45-49 Mortimer Street, London W1N 7TD, England

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

See attached Schedule 2

The amount of cash to be transferred to the person assisted is £ 0.00

The value of any asset to be transferred to the person assisted is £ n/a

The date on which the assistance is to be given is within 8 weeks of the date hereof.

~~XX~~ 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. (note3)

(a) ~~xxx~~ 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. ~~xxx~~ (note 3)

(b) ~~xxx~~ It is intended to commence the winding up of the company within 12 months of that date and ~~xxx~~ 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. ~~xxx~~ (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.

**Declarants to sign below**

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.
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

Southern Star Sales Limited (the "Company")

FINANCIAL ASSISTANCE DECLARATION SECTION 155(6)(a)

This is Schedule 1 referred to in the Section 155(6)(a) Statutory Declaration of the Company dated 29 March 2001.

The assistance will take the form of:

the granting of security to Australia and New Zealand Banking Group Limited (the "**Bank**") in the form of a fixed and floating charge over the property, assets, rights and undertakings of the Company, as is required under the Facility Agreement, which the Company was required to adhere to by the Facility Agreement itself. The Facility Agreement is amongst Southern Star Duplitek Pty Limited, Southern Star Circle Plc and the Companies specified in Schedule 1 thereof and the Bank, dated 21 March 2001, which enables the Company's ultimate parent company, Southern Star Group Limited, to complete the refinancing of its existing facilities with Westpac Banking Corporation and Barclays Bank Plc (the "**Original Banks**") with facilities provided by the Bank. The facilities provided the Original Banks were originally provided in relation to the acquisition of the Company by Southern Star Circle plc.

Southern Star Sales Limited (the "Company")

FINANCIAL ASSISTANCE DECLARATION SECTION 155(6)(a)

This is Schedule 2 referred to in the Section 155(6)(a) Statutory Declaration of the Company dated 29 March 2001.

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

- an Accession Agreement to the Facility Agreement between Southern Star Duplitek Pty Limited, Southern Star Circle Plc and the Companies specified in Schedule 1 thereof and Australia and New Zealand Banking Group Limited (the "**Bank**"); and
- a Deed of Security between the Bank and the Company under which the Bank is granted a Fixed and Floating Charge over the property, assets, rights and undertakings of the Company.

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& Touche**

**AUDITORS' REPORT TO THE DIRECTORS OF SOUTHERN STAR SALES  
LIMITED PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985**

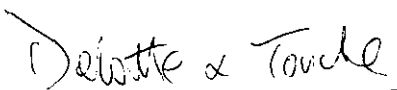
We have examined the attached statutory declaration of the directors dated 29 March 2001 in connection with the proposal that the company should give financial assistance for the purchase of all of Primetime Limited's ordinary shares.

**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  
Registered Auditors  
29 March 2001

WE HEREBY CERTIFY THIS TO BE A TRUE  
AND COMPLETE COPY OF THE ORIGINAL

  
BRYAN CAVE  
33 CANNON STREET  
LONDON EC4M 5TE