

CHFP014

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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

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

For official use

Company number

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

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

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

Name of company

\* **SUPA BOUNCE LIMITED**

 $\frac{x}{We} \approx 0$ 

David Cond, 34 LADY CREE AVENUE, WARWICK CV34 6FH

John Simmons, 971 A LOUGHBOROUGH ROAD, ROTHLEY, LEICESTER LE7 7NJ

**Kenneth John Lawrance, 22 Hill Top, Earl Shilton, Leicestershire**

† 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 is a [recognised bank] [licensed institution]~~ within the meaning of the Banking Act 1979;

(b) the name of a person authorised under section 174 of the Insolvency Companies Act 1986 to carry on business in the name of the UK firm in the UK

(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 wholly owned subsidiary~~ **Supa Bounce**

Limited†

The assistance is for the purpose of ~~the 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: **2,500 Ordinary Shares**

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

**Kenneth John Lawrance**  
22 Hill Top  
Earl Shilton  
Leicestershire



A27  
COMPANIES HOUSE  
COMPANIES HOUSE

0398  
19/06/02  
0825  
07/06/02

The assistance is to be given to: (note 2) Jumbo International Plc

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write in  
this margin

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

The assistance will take the form of:

**The Company (Supa Bounce Limited) is to be included in the Group as defined and constituted by the Composite Accounting Agreement dated 17th March 1998 between the Purchaser (Jumbo International Plc) and Barclays Bank Plc. That Agreement will include the Company in the Group overdraft facility.**

**The Company is also to enter into a Cross Guarantee Agreement with Barclays Bank Plc in respect of such overdraft facility.**

**The Company is also to grant a Cross Guarantee and Debenture in favour of Barclays Bank Plc in respect of the overdraft facility and short term loan.**

*JP* The person who [has acquired] ~~[XXXXXX]~~† the share is:

† delete as  
appropriate

Jumbo International Plc

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

**The Purchaser has acquired the whole of the issued share capital of the Company. The consideration amounts to £250,000 payable as to £200,000 in cash and £50,000 as to 500,000 ordinary shares of 1p in Jumbo Plc (all in accordance with the terms of a Share Sale Agreement between the Purchaser and the Company dated 8th May 2002).**

**The consideration has been provided as to £100,000 by way of a short term loan from Barclays Bank Plc to the Purchaser (detailed above). This short term loan facility will be secured by the Cross Guarantee and Debenture executed by the Company in favour of Barclays Bank Plc.**

**The net assets of the Company will not be reduced by reason of the assistance proposed to be given, which is due to be given on .**

**For the purpose of this form the share capital acquired amounts to £2,500.**

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 £ 0.00

The date on which the assistance is to be given is 27th MAY 2002

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

(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)

- delete either (a) or (b) as appropriate

Declared at 23, Station Road  
Hinckley, in the County of  
Leicesters

on 

Day	Month	Year
27	05	2002

K.T. LaBatave

- 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  
37 Castle Terrace  
Edinburgh  
EH1 2EB

REPORT BY THE AUDITORS OF SUPA-BOUNCE LTD TO BARCLAYS BANK PLC ("the Bank")

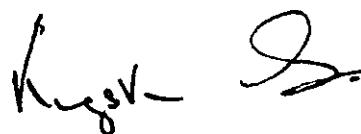
This report is given in connection with the proposed arrangement whereby the Company will give financial assistance for the acquisition of its own shares, particulars of which are given in the Statutory Declaration (a copy of which is attached) made this day by the directors pursuant to Section 155(6) of the Companies Act 1985 ("the Act").

The purpose of this report is solely to assist the Bank in considering whether the proposed arrangement is permitted under Section 155(2) of the Act and it is not intended to be used, quoted or referred to for any other purpose.

We have examined the Board Memorandum dated 27 May 2002 (an unsigned copy of which is attached, initialled by us for the purpose of identification) for which the directors are solely responsible and have enquired into the company's state of affairs so far as necessary for us to review the bases for the Board Memorandum. Our enquiry did not constitute an audit under the provisions of the Companies Act 1985.

We confirm that at the close of business on 23 May 2002 the aggregate of the Company's assets as stated in its accounting records exceeded the aggregate of its liabilities as so stated.

We are not aware of anything to indicate that the opinion expressed in the Board Memorandum is unreasonable in all the circumstances.



Kingston Smith  
Chartered Accountants  
and Registered Auditors  
Devonshire House  
60 Goswell Road  
London EC1M 7AD

Dated: 27 May 2002

KS

**Certificate from Directors ("Charterbridge Certificate")**

Supa-Bounce Limited  
"the Company"

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We hereby certify that at a meeting of the Board of Directors of the Company held at 7 Harriott Drive, Warwick on the 23<sup>rd</sup> May 2002 the Directors of the Company considered carefully the giving of financial assistance to Jumbo International PLC the particulars of which are set out in the attached copy of the statutory declaration dated 23<sup>rd</sup> May 2002 and resolved in their honest opinion that the giving of such financial assistance would be beneficial to and in the interest of the Company.

Chairman .....

Secretary.....

Date 27<sup>th</sup> May 2002