

G

Declaration in relation to assistance for the acquisition of shares

155(6)a

CHFP000

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
(Address overleaf - Note 5)

For official use

Company number

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01732746

Name of company

* ARTER PRINTING LIMITED

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

† insert full name
of company

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

I/We Ø PETER PARISI OF 28 VILLIERS CRESCENT,
ECCLESTON, ST HELENS, WA10 3HW, and
BRIAN FAIRHURST OF 90 FOLDS LANE,
ST HELENS, WA11 9NQ, and
SIMON PARISI OF 53 LYTHAM ROAD,
FULWOOD, PRESTON, PR2 8JD

† 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§

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

Limited†

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: 28 ORDINARY
SHARES IN THE COMPANY

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

IAN MCKILLOP
RICKSONS + CO
6 WINCKLEY SQUARE
PRESTON
PR1 3JJ

For official Use (02/00)
General Section

Post room



A22
COMPANIES HOUSE

A8KKFG50

0568
18/11/03

The assistance is to be given to: (note 2) ARTER PRINTING LIMITED
R10 UNIT 13, LYON INDUSTRIAL ESTATE,
BRINDLEY ROAD, ST HELENS, WA9 4HY
TO ENABLE IT TO PURCHASE ITS OWN SHARES

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:

THE PURCHASE OF 28 OF ITS OWN
ORDINARY SHARES FOR A CONSIDERATION
OF £140,000 AND THE PAYMENT
OF PROFESSIONAL FEES INCURRED
IN CONNECTION WITH SUCH
ACQUISITION TOGETHER WITH ANY
STAMP DUTY INCURRED IN CONNECTION
THEREWITH

The person who [has acquired][will acquire]† the share is:

† delete as
appropriate

ARTER PRINTING LIMITED

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

THE PURCHASE OF OWN SHARES IS
MADE FOR A CASH CONSIDERATION
- THERE ARE NO UNUSUAL TERMS

The amount of cash to be transferred to the person assisted is £ 0

The value of any asset to be transferred to the person assisted is £ 140,000

The date on which the assistance is to be given is 31st OCTOBER 2003

Please do not
write in
this margin

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

~~(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)~~

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 ST HELENS
MERSEYSIDE

on

Day	Month	Year
3	1	10 2003

before me *M. M. M. M. M.*
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.
- 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

**Auditors Report to the Directors of
Arteb Printing Limited**

Report made pursuant to Section 156(4) of the Companies Act 1985

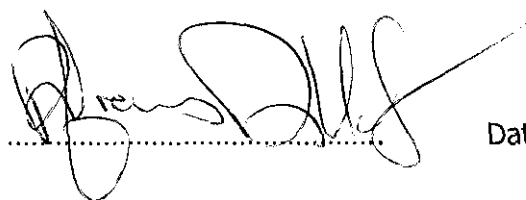
This report is given in connection with the proposed arrangement whereby the Company will give financial assistance for the purchase of 28 of its own shares particulars of which are given in the statutory declaration pursuant to Section 155(6) of the Companies Act 1985 ("the Act") given by Mr Brian Fairhurst, Mr Peter Parisi and Mr Simon Parisi, being the Directors of Arteb Printing Limited dated 31 October 2003.

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 31 October 2003 (a copy of which is attached, initialed by us for the purpose of identification) for which the directors are solely responsible and we have enquired into the state of the company's affairs in order to review the basis for the Board Memorandum. Our enquiry did not constitute an audit under the provisions of the Act.

We confirm that as at the close of business on 31 August 2003 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 paragraph 2 of the Board Memorandum is unreasonable in all the circumstances.

Signed



Dated

31-10-03

BOARD MEMORANDUM
OF
ARTEB PRINTING LIMITED

Company No. 01732746

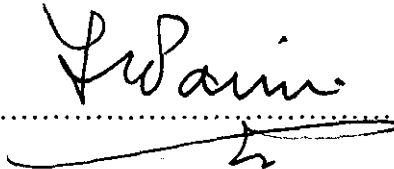
Memorandum in connection with the proposed arrangement whereby the Company will give financial assistance for the acquisition of its own shares particulars of which are given in the Statutory Declaration made by the directors of the Company this 31st day of October 2003 pursuant to section 155(6) of the Companies Act 1985.

1. At the close of business on 31st August 2003 the aggregate of the assets of Arteb Printing Limited as stated in its accounting records exceeded the aggregate of its liabilities as so stated.
2. From our knowledge of events since that date and of the likely course of the Company's business the directors have formed the opinion that the aggregate of the assets of Arteb Printing Limited will exceed the aggregate of the liabilities of Arteb Printing Limited immediately before the proposed financial assistance is given, and that the amount by which the giving of financial assistance will reduce or potentially reduce the net assets of the Company will not exceed the distributable profits of the Company as determined on the basis of its last annual accounts, even after taking account of distributions made since the date of those accounts.

Dated this 31st day of October 2003

Signed on behalf of the Board of Directors of Arteb Printing Limited

By the Chairman thereof


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