

# G

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

--	--	--

2398604

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

Name of company

* COFTON IRISH INVESTMENTS LIMITED
------------------------------------

\*Insert full name of company

1/Wet PIERCE GERMARD MOLONY AND JUDITH DOWSKA MOLONY, BOTH OF MALTON, HERBERTSTOWN, NARS, COUNTY KILDARE, IRELAND
---

†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:

~~(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]~~

1‡

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: 2,111,747  
ORDINARY SHARES OF IR£1 EACH

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

M. GUINNESS FINCH  
7 STRATFORD PLACE  
LONDON W1P 9AE  
REF: JM/MC01001

For official use  
General Section

Post room



The assistance is to be given to: (note 2) BUMALDA HOLDINGS, A COMPANY  
INCORPORATED IN IRELAND AND HAVING ITS REGISTERED OFFICE AT  
6 LOWER FITZWILLIAM STREET, DUBLIN 2

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 EXTENSION OF A COLLATERAL FIRST FIXED CHARGE OVER THE  
PROPERTY OF THE COMPANY KNOWN AS ADELPHI HOUSE, 7/8  
HADDINGTON TERRACE, JUN LAUGHARE, COUNTY DUBLIN, IN FAVOUR  
OF ICE BANK PLC BY WAY OF SECURITY FOR A LOAN OF  
IR£2,111,747 FROM ICE BANK PLC TO BUMALDA HOLDINGS  
PURSUANT TO A LETTER OF OFFER DATED 4 DECEMBER 1997  
FROM ICE BANK PLC TO BUMALDA HOLDINGS

The person who ~~has acquired~~ [will acquire]\* the shares is:

BUMALDA HOLDINGS

\*Delete as  
appropriate

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

THE COLLATERAL FIRST FIXED CHARGE SECURES THE REPAYMENT OF  
PRINCIPAL AND THE PAYMENT OF INTEREST AND OTHER MONIES  
PAYABLE BY BUMALDA HOLDINGS TO ICE BANK PLC UNDER  
THE TERMS OF A LETTER OF OFFER FROM ICE BANK PLC  
TO BUMALDA HOLDINGS DATED 4 DECEMBER 1997

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 4 DECEMBER 1997

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 61 Broad St  
London W1

the 4 day of December

One thousand nine hundred and ninety seven

before me [Signature]

Declarants to sign below

[Signature]  
[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.

## 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.



MICHAEL O'CONNOR, FCPA, AITI.

MO'C

TELEPHONE (01) 855 6358  
FAX No. (01) 836 5527

MICHAEL J. O'CONNOR & CO.

NORTH STRAND HOUSE,  
64 NORTH STRAND ROAD,  
DUBLIN 3.

*Certified Public Accountants & Registered Auditors*

OUR REF:

YOUR REF:

DATE:

The Directors,  
Cofton Irish Investments Limited,  
9 Stratford Place ,  
London ,  
WIN 98AE.

4 December, 1997.


Dear Sirs,

**Auditors Report under Section 156(4) British Companies Act 1985.**

With regard to the financial assistance to be provided by Cofton Irish Investments Limited ("the company"), in connection with the acquisition of shares in the Company by Bumalda Holdings, under section 155 of the Companies Act 1985, as expressed in the attached declaration of the directors of the company, dated 4th December 1997, we have enquired into the state of affairs of the Company.

On the basis of our enquires, we are not aware of anything to indicate that the opinion expressed by the directors in the attached declaration is unreasonable in all the circumstances.

Yours faithfully,



Michael J. O'Connor & Co.