

# G

CHFP025

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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 lettering

**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

† delete as  
appropriate

§ delete whichever  
is inappropriate

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

For official use

Company number

[ ] [ ] [ ] [ ]

2453150

Name of company

\* Courtaulds Textiles Limited (the "Company")

\* /We § Howard Rubenstein of 25 Meadow Drive, Hendon, London NW4 1SD, England, Hugh Duffy of  
Highwood, Woodland Drive, East Horsley, Leatherhead KT24 5AN, England, Donald Malvenan  
of 8 Paddocks View, Long Eaton, Nottingham NG10 3QF, England, David Hillcoat of The  
Manor, Heath Lane, Carlton Scroop, Grantham, Lincolnshire NG32 3AS, England and Samuel  
Sturgis of 22 Sandy Lane, Virginia Water, Surrey GU24 4TA, together with David Hall of  
32 Rufford Avenue, Beeston, Nottingham NG9 3JH, England who is making a declaration on  
the date hereof which together with this declaration is the statutory declaration  
required by Section 155(6) of the Companies Act 1985,

~~(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~~ \_\_\_\_\_ 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: 103,767,639 ordinary  
shares

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

Clifford Chance  
200 Aldersgate Street  
London EC1A 4JJ

Ref: DD/S1345-01150  
2/965516

For official Use  
General Section

Post room



LD4  
COMPANIES HOUSE

\*LR17RIUN\*

0028  
26/06/01

The assistance is to be given to: (note 2) Courtaulds Textiles Investments Limited  
(registered office 225 Bath Road, Slough, Berkshire SL1 4AU and company no.  
647298)

Please do not  
write in this  
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Please complete  
legibly, preferably  
in black type, or  
bold block  
lettering

The assistance will take the form of:

(a) subscription by the Company of 1 ordinary share (the "Share") in Courtaulds Textiles Investments Limited and an undertaking by the Company to pay the purchase price of the Share in cash at a future date (the "Undertaking to Pay Cash"); and

(b) a fixed equitable charge over 4,148,101 ordinary shares in Courtaulds Textiles Investments Limited by way of a memorandum of additional share charge (the "Memorandum of Additional Share Charge").

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

† delete as  
appropriate

Sara Lee Acquisition Limited (registered office 225 Bath Road, Slough,  
Berkshire SL1 4AU and company no. 3902196)

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

See the Schedule

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 within 8 weeks of the date hereof

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

\*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) ~~It is intended to commence the winding up of the company within 12 months of that date, and 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)
- (b) ~~It is intended to commence the winding up of the company within 12 months of that date, and 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 ~~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 70 Conduit Street London W1S 2GF



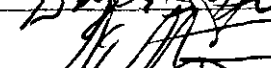
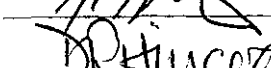
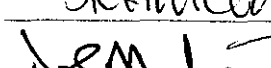
Day Month Year  
on 

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before me Simon Williams

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

	HOWARD RUBENSTEIN
	HUGH BRIAN DUFFY
	SAMUEL STURGIS
	DAVID HILLCOAT
	DONALD S MALVENAN

## 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

## COURTAULDS TEXTILES LIMITED

### Financial Assistance Declaration 155(6)a

This is the document referred to in the Statutory Declaration dated *20 June* 2001.

## SCHEDULE

### Principal Terms of Financial Assistance

The principal terms on which the financial assistance by the Company will be given are as follows:

1. By entering into an application letter, the Company agrees to subscribe for one ordinary share in Courtaulds Textiles Investments Limited (the "**Share**");
2. By entering into the Undertaking to Pay Cash, the Company undertakes to pay £14,300,000 (comprising the nominal value of £0.25 of the Share plus a premium of £14,299,999.75) as purchase price of the Share on 20 June 2006;
3. By entering into the Memorandum of Additional Share Charge, the Company will, inter alia, charge its shareholdings in Courtaulds Textiles Investments Limited (the "**Company's Share Portion**") together with the Related Assets pertaining thereto, with full title guarantee and by way of first fixed charge, in favour of the Trustee as trustee for the Secured Parties for the payment and discharge of all the amounts which it covenants to pay to the Trustee under the Trust Deed and under each of the other Transaction Documents whether actually or contingently, jointly or severally, and whether due, owing or incurred and whether to the Trustee on its own behalf or as trustee for the Secured Parties;
  - 3.1 agrees that except with the Trustee's prior written consent, it shall not:
    - 3.1.1 assign or dispose of all or any part of the Charged Portfolio; or
    - 3.1.2 create, grant or permit to exist (i) any security interest over or (ii) any restriction on the ability to transfer or realise, all or any part of the Company's Share Portion and the Related Assets pertaining thereto.

"**Trust Deed**" means the trust deed dated 16 May 2000 between the Issuer, the Guarantors, the Share Chargors and the Trustee (each as defined therein) which relates to the £160,000,000 8.25 per cent. Guaranteed Note due 2005 of the Issuer, as amended, restated or varied from time to time.

Unless the contrary intention appears, terms used in this document shall have the same meaning as in the Trust Deed.

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CHFP025

COMPANIES FORM No. 155(6)a

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

155(6)a

Please do not  
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Pursuant to section 155(6) of the Companies Act 1985

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

For official use

Company number

[ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ]

2453150

**Note**

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

Name of company

\* Courtaulds Textiles Limited (the "Company")

\* insert full name  
of company

/s/ ~~Mr~~ David Hall of 32 Rufford Avenue, Beeston, Nottingham NG9 3JH, England, together with

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

Howard Rubenstein of 25 Meadow Drive, Hendon, London NW4 1SD, England, Hugh Duffy of

Highwood, Woodland Drive, East Horsley, Leatherhead KT24 5AN, England, Donald Malvenan

of 8 Paddocks View, Long Eaton, Nottingham NG10 3QF, England, David Hillcoat of The

Manor, Heath Lane, Carlton Scroop, Grantham, Lincolnshire NG32 3AS, England and Samuel

Sturgis of 22 Sandy Lane, Virginia Water, Surrey GU24 4TA who are making a declaration

on the date hereof which together with this declaration is the statutory declaration

required by Section 155(6) of the Companies Act 1985,

† 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 8 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: 103,767,639 ordinary shares

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

Clifford Chance  
200 Aldersgate Street  
London EC1A 4JJ

For official Use

General Section

Post room

The assistance is to be given to: (note 2) Courtaulds Textiles Investments Limited  
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The person who ~~(has acquired)~~ ~~(will acquire)~~† the shares is:

† delete as  
appropriate

Sara Lee Acquisition Limited (registered office 225 Bath Road, Slough,  
Berkshire SL1 4AU and company no. 3902196)

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

See the Schedule

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 within 8 weeks of the date hereof

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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 PO Box 54, HAYDN ROAD,  
NOTTINGHAM

Declarants to sign below

Day Month Year  
on 

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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.



DAVID HALL

**RICHARD D. BATES**  
**SOLICITOR**  
**NOTTINGHAM**

## 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.
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Crown Way  
Cardiff  
CF14 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies  
37 Castle Terrace  
Edinburgh  
EH1 2EB

## **COURTAULDS TEXTILES LIMITED**

### **Financial Assistance Declaration 155(6)a**

This is the document referred to in the Statutory Declaration dated 20 June 2001.

## **SCHEDULE**

### **Principal Terms of Financial Assistance**

The principal terms on which the financial assistance by the Company will be given are as follows:

1. By entering into an application letter, the Company agrees to subscribe for one ordinary share in Courtaulds Textiles Investments Limited (the "Share");
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  - 3.1 agrees that except with the Trustee's prior written consent, it shall not:
    - 3.1.1 assign or dispose of all or any part of the Charged Portfolio; or
    - 3.1.2 create, grant or permit to exist (i) any security interest over or (ii) any restriction on the ability to transfer or realise, all or any part of the Company's Share Portion and the Related Assets pertaining thereto.

"Trust Deed" means the trust deed dated 16 May 2000 between the Issuer, the Guarantors, the Share Chargers and the Trustee (each as defined therein) which relates to the £160,000,000 8.25 per cent. Guaranteed Note due 2005 of the Issuer, as amended, restated or varied from time to time.

Unless the contrary intention appears, terms used in this document shall have the same meaning as in the Trust Deed.



**Auditors' report to the directors of Courtaulds Textiles Limited pursuant to section 156(4) of the Companies Act 1985:**

We have examined the attached statutory declaration of the directors dated 20 June 2001 in connection with the proposal that Courtaulds Textiles Limited ("the Company") should give financial assistance in connection with the acquisition of shares in the Company by Sara Lee Acquisition Limited.

**Respective responsibilities of directors and auditors**

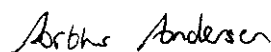
The Company's directors are responsible for the statutory declaration in accordance with applicable United Kingdom law. It is our responsibility, as established in the United Kingdom by statute, the Auditing Practices Board and our profession's ethical guidance to review the bases for the declaration, based on our enquiries into the state of the Company's affairs, and to provide a report to the directors.

**Basis of opinion**

We have enquired into the state of the Company's affairs so far as necessary for us to review the bases of 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 1985 is unreasonable in all the circumstances.



**Arthur Andersen**  
**Chartered Accountants**

Four Brindleyplace  
Birmingham  
B1 2HZ

20 June 2001