

# 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  
(Address overleaf- Note 5)

For official use

Company number

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2460253

Name of company

\* CENTRE COURT TENNIS LIMITED

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

\* insert full name of company

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

I/We o DAVID TREVARTHEN GARRATT of HEATH LODGE, HEATH DRIVE, WALTON-ON-THE-HILL, SURREY, KT20 7QQ AND HARM BARTHOLOMEW TEGELAARS of FARNHAM HOUSE, FARNHAM LANE, LANGTON GREEN, KENT, TN3 0JT

† delete as appropriate

§ delete whichever is inappropriate

~~I 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] QUEENS MOAT LEISURE

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: 4,461,915 Ordinary  
Shares of 10p each

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

EVERSHED WELLS & HIND  
10 NEWHALL STREET,  
BIRMINGHAM,  
B3 3LX

REF: JL/28

For official Use  
General Section

Post



The assistance is to be given to: (note 2) DYNAMIC LEISURE LIMITED (Company Number 2849324)  
of Audrey House, 16/20 Ely Place, London, EC1N 6SN ("the Purchaser")

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:

SEE ANNEXURE A

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

† delete as  
appropriate

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

The Debenture and Guarantee in composite form.

The amount of cash to be transferred to the person assisted is £ A sum not exceeding the Loaned Funds

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 27<sup>th</sup> October 19 93

Please do not  
write in  
this margin

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

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.

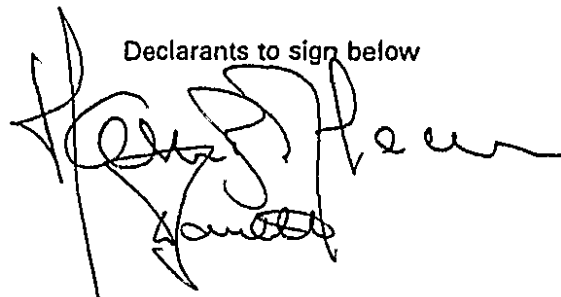
Declared at 9 Cheapside  
London

the 27<sup>th</sup> day of October  
one thousand nine hundred and ninety-three

before me Mark Dehew

~~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



## 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  
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies  
Companies House  
100-102 George Street  
Edinburgh  
EH2 3DJ

CENTRE COURT TENNIS LIMITED (COMPANY NUMBER 2460253)

ANNEXURE A

(A) Entering into and complying with the terms and conditions of a composite Debenture and Guarantee ("the Debenture and Guarantee") to be executed by the Company in favour of the Royal Bank of Scotland plc as Trustee for the Beneficiaries (as defined in the Debenture and Guarantee) pursuant to the terms and conditions of:-

- (i) the Mezzanine Loan Facility to be made between (1) the Purchaser and (2) Royal Bank Investments Limited;
- (ii) the Loan Facility to be made between (1) the Purchaser and (2) The Royal Bank of Scotland plc;
- (iii) the Working Capital Facility to be made between (1) the Purchaser and (2) The Royal Bank of Scotland plc;
- (iv) the Bond Issuance Facility to be made between (1) the Purchaser and (2) The Royal Bank of Scotland plc

securing the Secured Liabilities (as defined in the Debenture and Guarantee) and containing first fixed (where appropriate by way of legal mortgage) and floating charges over the undertaking and property and assets of each member of the Group (as defined in the Debenture and Guarantee).

All as more particularly specified in the said Debenture and Guarantee.

(B) By lending funds to the Purchaser in order to enable it to meet all interest and other costs involved in servicing the facilities listed at (i) to (iv) (inclusive) above ("the Loaned Funds") in the event that distributions to the Purchaser by way of dividend are insufficient for this purpose.



**BEAVIS WALKER**  
Chartered Accountants

27<sup>th</sup> October, 1993

The Directors,  
Centre Court Tennis Limited,  
New Malden House,  
1 Blagdon Road,  
New Malden,  
Surrey,  
KT3 4TB.

Audrey House  
16/20 Ely Place  
London EC1N 6SN  
Telephone 071 430 1111  
Fax 071 831 0439

**Partners**  
SJ Noakes  
PL Drown  
PL Bennetts  
S Hammerton  
SM Maxwell-Scott  
RJ Roberts

**AUDITORS' REPORT TO THE DIRECTORS OF CENTRE COURT TENNIS LIMITED ("THE COMPANY") PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985**

We have examined the attached statutory declaration of the Directors dated 27<sup>th</sup> October, 1993 in connection with the proposal that the Company should give financial assistance for the purchase of the whole of the issued ordinary share capital of Queens Moat Leisure Limited, the Company's immediate parent company. We have enquired into the state of the Company's affairs so far as necessary for us to review the bases for the statutory declaration.

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.

*Beavis Walker*

Chartered Accountants  
Registered Auditor  
Audrey House  
16/20 Ely Place  
London EC1N 6SN

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