

G

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 on page 3)

For official use

Company number

| | | |
|--|--|--|
| | | |
|--|--|--|

2590136

Name of company

FLIGHTFORM LIMITED

I/We We the persons whose names and addresses are set out in Appendix 1 to this form, being

~~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]~~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: 124,372 Deferred Shares of £1 each
107,640 Ordinary Shares of US\$ 0.01 each

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

Simmons & Simmons
21 Wilson Street
London EC2M 2TX

Ref: 5R/P76252/WFC/SWB

For official use

General Section

Post Room



The assistance is to be given to:

Please do not
write in this
margin

Barclays Bank plc, Sheffield City Office, PO Box No. 43, Commercial
Street, Sheffield SN1 1NG; Registered Office, 54 Lombard Street, London EC3P 3AH

The assistance will take the form of:

See Appendix 2

The person who [has acquired][will acquire] the shares is: Sanderson Bramall Motor Group plc
Harlow Court
Otley Road
Beckwithshaw
Harrogate
North Yorkshire HG3 1PU

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

As above

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 19

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

Declarant to sign below

the associate

 Defendant to sign below

Carol S. Small

the FIRST day of SEPTEMBER
one thousand nine hundred and NINETY-FIVE
before me [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.
- 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

FLIGHTFORM LIMITED

Form 155(6)a

Appendix 1

| <u>Name</u> | <u>Address</u> |
|---------------|--|
| D C A Bramall | Warren Farm Warren Lane Bearton Harrogate N. Yorkshire HG3 3DB |
| R J Burton | Red House Farm Thame Road Longwick Princes Risborough Bucks HP17 3PH |
| A Burton | 93 Nalders Road Chesham Bucks HP5 3PH |

FLIGHTFORM LIMITED

Form 155(6)a

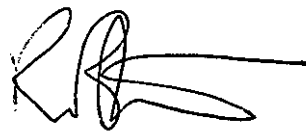
Appendix 2

1. Entering into an agreement supplemental to a Composite Accounting Agreement with Barclays Bank PLC dated 13th July 1993
2. Entering into an unlimited Guarantee to Barclays Bank PLC guaranteeing obligations of the parties set out below to Barclays Bank PLC:

| | |
|---|---|
| C D Bramall Dealerships Limited | Skipper of Northalleraton Limited |
| Sanderson Dealerships Limited | Comberhill (Commercial) Limited |
| Buist Manor Limited | Pickford Deighton Limited |
| Manchester Garages Limited | Skipper of Torbay Limited |
| Sanderson (Hull) Limited | The Deighton Motor Company Limited |
| S M & E Properties Limited | Bowling Mills Combing Company Limited |
| C G S B Holdings Limited | Car-men Manor Limited |
| Manchester Garages Holdings Limited | S M & E Limited |
| The Skipper Group Limited | Oliver Rix (Properties) Limited |
| Skipper of Burnley Limited | Sanderson Murray & Elder Limited |
| Skipper of Cheltenham Limited | Manchester Garages (Cars) Limited |
| Skipper of Darlington Limited | Manchester Garages (Trucks) Limited |
| Skipper of Gloucester Limited | Skipper of Wakefield Limited |
| Central Motor Company (Leicester) Limited | Petrogate Limited |
| Allen's (Plymouth) Limited | Chatfields-Martin Walter Limited |
| Skipper of Plymouth Limited | Cumbria Vehicles Limited |
| Woodseats Motors (Sheffield) Limited | Hargreaves Vehicle Distributors Limited |
| Sanderson Bramall Motor Group PLC | Martin Walter Limited |
| Petrogate Properties Limited | Skipper of Sheffield Limited |
| Reliance Commercial Vehicles Limited | Bridgegate Limited |
| Neville (E M V) Limited | Hargreaves Motors Limited |

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.

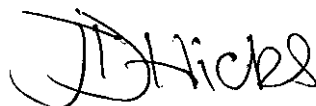
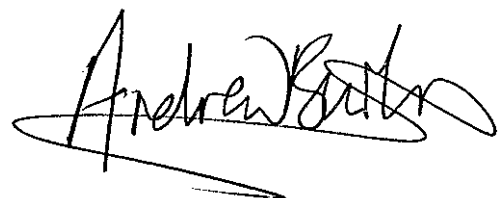
DECLARED AT HIGH WYCOMBE
THE FIRST OF SEPTEMBER
ONE THOUSAND NINE
HUNDRED AND NINETY FIVE
BEFORE ME,



WINTER-TAYLORS

SOLICITOR/COMMISSIONER FOR OATHS.

DECLARED AT HIGH WYCOMBE
THE FIRST OF SEPTEMBER
ONE THOUSAND NINE
HUNDRED AND NINETY FIVE
BEFORE ME,



WINTER-TAYLORS

SOLICITOR/ COMMISSIONER FOR OATHS.



Chartered Accountants

Touche Ross & Co.
10-12 East Parade
Leeds LS1 2AJ

Telephone: National 0113 243 9021
International + 44 113 243 9021
Fax: 0113 244 5580
DX 26423

AUDITORS' REPORT IN RESPECT OF FLIGHTFORM LIMITED T/A THRIFTY CAR RENTAL "the Company" TO THE DIRECTORS OF FLIGHTFORM LIMITED "the directors"

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 attached copy of the Statutory Declaration made this day by the directors pursuant to Section 155 (6) of the Companies Act 1985 ("the Act"). This report is given pursuant to the provision of Section 156 (4) of the Act.

We have examined the accounting records of the Company and made such further enquiries to the extent that we consider necessary for the purpose of this report. We have not carried out an audit and accordingly express no opinion in this report on the state of the Company's affairs.

At the date of this report the aggregate of the Company's assets as stated in its accounting records exceeds the aggregate of its liabilities as similarly stated.

In our opinion, based on our examination of the accounting records together with such further enquiries as we consider necessary the giving of such financial assistance would not as at the date of this report reduce the net assets of the Company. We are not aware of anything to indicate that the opinion expressed by the Directors in the Statutory Declaration annexed hereto, that the Company will be able to pay its debts as they fall due during the year immediately following the date of this report, is unreasonable in all the circumstances.

Chartered Accountants
and Registered Auditors

5 September 1995