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COMPANIES FORM No. 155(6)b

**Declaration by the directors  
of a holding company in  
relation to assistance for the  
acquisition of shares**

155(6)b

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

For official use

3112577

Name of company

\* FLETCHER DEALERSHIP LIMITED

\*Insert full name  
of company

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

I/we † JANIS RICHARDSON FLETCHER  
of Fletcher Business Park, Meadow Road, Leeds LS11 9BX

†Insert name(s) and  
address(es) of all  
the directors

§Delete as  
appropriate

[the sole director] ~~[all the directors]~~ of the above company (hereinafter called 'this company') do  
solemnly and sincerely declare that:

The business of this company is:

‡Delete whichever  
is inappropriate

~~(a) that of a recognised bank or 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† A GENERAL COMMERCIAL COMPANY

This company is [the] ~~[a]~~ holding company of\* FLETCHER MOTORS LIMITED  
("Motors")

\_\_\_\_\_ which is  
proposing to give financial assistance in connection with the acquisition of shares  
in [this company] [\_\_\_\_\_]

~~the holding company of this company is~~

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

SHULMANS SOLICITORS  
21 YORK PLACE  
LEEDS LS1 2EX  
(JS - 8.2.18)

For official use  
General Section



The assistance is for the purpose of [that acquisition]~~[reducing or discharging a liability incurred for the purpose of that acquisition]~~\* (note 1)

Please do not write in this margin

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

The number and class of the shares acquired or to be acquired is: 52701 ORDINARY SHARES  
OF £1 EACH

The assistance is to be given to: (note 2) FLETCHER DEALERSHIP LIMITED  
("the Company") whose registered office is at Fletcher Business Park, Meadow  
Road, Leeds LS11 9BX

The assistance will take the form of:

1. A Deed of Composite Guarantee by Motors of the indebtedness of the Company to an unlimited amount in favour of National Westminster Bank Plc ("the Bank")
2. An Indemnity to the Liquidator of Huby (Realisations) Limited and a counter-indemnity in favour of Mrs. Janis Richardson Fletcher
3. If necessary a liability to pay the costs of such transactions

The person who [has acquired]~~[will acquire]~~ the shares is: HUBY (REALISATIONS) LIMITED

\*Delete as appropriate

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

1. A Deed of Composite Guarantee providing for the payment on demand of all liabilities of the Company to the Bank whether present future actual and/or contingent whether incurred solely severally and/or jointly as principal or surety and all legal and other costs and expenses (on a full indemnity basis) howsoever incurred to the Bank in connection therewith.
2. In the form of an Indemnity to indemnify the Liquidator of Huby (Realisations) Limited and Mrs. Janis Richardson Fletcher.

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is NIL

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 £ 3,298,000

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

The date on which the assistance is to be given is 7 December 1995

I/we have formed the opinion, as regards this 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 this 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 this company within 12 months of that date, and we have formed the opinion that this 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 Leeds in the County of West  
Yorkshire

the 7th day of December  
one thousand nine hundred and ninety-five

before me

Peter J. Williams  
A Commissioner for Oaths or Notary Public or Justice of  
the Peace or a Solicitor having been empowered  
a Commissioner for Oaths.

**A SOLICITOR EMPOWERED  
TO ADMINISTER OATHS**

Declarants to sign below

[Signature]  
.....  
JANIS RICHARDSON FLETCHER

## 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.

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33 George Street • Wakefield • WF1 1LX  
Telephone 01924 376045 • Fax: 01924 290522

CL/JG/F1/8.2.18

7 December 1995

The Directors  
Fletcher Dealership Limited  
Meadow Road  
LEEDS  
LS11 9BX

Dear Sirs

We hereby report under Section 156(4) of the Companies Act 1985 that we have enquired into the state of affairs of Fletcher Dealership Limited as at 7 December 1995 and are not aware of anything to indicate that the opinion expressed by the Directors in their declaration made pursuant to Section 155(6) of the Companies Act 1985 (which is attached hereto) relating to any of the matters specified in Section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully  
JOLLIFFE CORK

*Jolliffe Cork*