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COMPANIES FORM No. 155(6)a

Declaration in relation to
assistance for the acquisition
of shares

155(6)a

CHFP025

Please do not
write in this
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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

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

03162997

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

Name of company

* BIG COMMUNICATIONS LIMITED

* insert full name
of company

~~We~~ MARTIN JOHN BANBURY OF ROOKERY FARM, COLES OAK LANE, DEDHAM, ESSEX
CO7 6DN

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

JERRAM SHURVILLE OF LITTLE SHARLOWES, FLAUNDEN, HERTFORDSHIRE HP3
0PP

† 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 1 of the Insurance Companies Act 1982 to carry on~~

~~insurance business of 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]~~

The assistance is for the purpose of ~~the 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: 45,454 ORDINARY SHARES
OF £1.00 EACH

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

Lewis Silkin
12 Gough Square
London
EC4A 3DW

DX:182 Chancery Lane
REF:JPR/95022.1/1131326.2

For official Use
General Section

Post room



A51
COMPANIES HOUSE

443
20/04/2006

The assistance is to be given to: (note 2) THE MISSION MARKETING HOLDINGS LIMITED
(COMPANY NUMBER 04474711) WHOSE REGISTERED OFFICE IS AT DEVONSHIRE HOUSE, 60
GOSWELL ROAD, LONDON EC1M 7AD

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

The assistance will take the form of:

SEE PART 1 OF THE ATTACHED SCHEDULE

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

† delete as
appropriate

THE MISSION MARKETING HOLDINGS LIMITED (COMPANY NUMBER 04474711)

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

SEE PART 2 OF THE ATTACHED SCHEDULE

The amount of cash to be transferred to the person assisted is £ SEE PART 3 OF THE ATTACHED SCHEDULE

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 SEE PART 4 OF THE ATTACHED SCHEDULE

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) ☒ 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 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.

Lewis Silkin LLP

Declared at

12 Gough Square
London
EC4A 3DW

Declarants to sign below

Day Month Year
on 07 04 2006

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.

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

Schedule to Form 155(6)a in relation to
Big Communications Limited (Company Number: 03162997) (the "Company")

Part 1 – Form of the assistance:

The assistance will take the form of the execution and delivery by the Company of the following documents, and the Company fulfilling its obligations under them:

1. an unlimited inter company composite guarantee (the "**Guarantee**") to be entered into by the Company in favour of National Westminster Bank Plc (the "**Bank**") pursuant to which the Company will (amongst other things) guarantee the repayment of and indemnify the Bank for all moneys from time to time owed to the Bank by The Mission Marketing Group plc (Company No. 05733632) (the "**Buyer**") and its subsidiaries listed therein;
2. a debenture (the "**Debenture**") to be entered into by the Company in favour of the Bank granting first fixed charges over the assets identified in the debenture and a first floating charge over the remainder of the Company's undertaking;
3. an intragroup loan agreement (the "**Intragroup Loan Agreement**") to be entered into by, *inter alia*, the Company and the Buyer which sets out the terms of a revolving credit facility to be made available by the Company to the Buyer.

Part 2 – Principal terms of the assistance:

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

1. under the Guarantee the Company (amongst other things) covenants to pay, and guarantees the payment of, all moneys from time to time owed to the Bank by the Buyer and its subsidiaries listed therein;
2. under the Debenture, the Company covenants to pay on demand all obligations of the Company to the Bank from time to time, including those under the Guarantee. Further, it grants first fixed charges over the assets identified in the Debenture and a first floating charge over the remainder of the Company's undertaking, by way of security for all obligations of the Company to the Bank from time to time, including those under the Guarantee. The Company covenants further (amongst other things) that it will at its own cost, at the Bank's request, execute any deed or document and take any action required by the Bank to perfect the Bank's security or further to secure on the Property (as defined therein) the Company's Obligations (as defined therein);



3. under the Intragroup Loan Agreement, the Company agrees to make available to the Buyer a revolving credit facility bearing interest and to be repaid on the Termination Date (as defined therein).

Part 3

The amount of cash to be transferred to the person assisted is any amount loaned by the Company to the Borrower pursuant to the Intragroup Loan Agreement.

Part 4

The date on which the assistance is to be given is within 8 weeks of the date of this declaration.

Corporate Finance
STRICTLY PRIVATE & CONFIDENTIAL
ATTENTION ADDRESSEE ONLY

 **Kingston Smith**
Chartered Accountants

07 April 2006

The Directors
Big Communications Limited
233 London Road
Leicester
LE2 1ZE

Dear Sirs

Independent Auditors' report to the Directors of Big Communications Limited ("the Company") pursuant to section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the Directors dated 07 April 2006 in connection with the proposal that the Company should give financial assistance by reducing or discharging a liability incurred for the purpose of the purchase of shares in the Company.

Respective responsibilities of directors and auditors

The Company's Directors are responsible for the statutory declaration in accordance with applicable law. It is our responsibility under relevant legal and regulatory requirements and United Kingdom Auditing Standards 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.

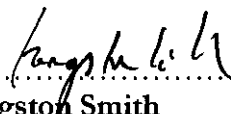
Basis of opinion

We have enquired into the state of the Company's affairs so far as necessary for us to review the bases for 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.

Yours faithfully



.....
Kingston Smith
Chartered Accountants and Registered Auditors

Devonshire House, 60 Goswell Road, London EC1M 7AD
Telephone 020 7566 4000 Fax 020 7566 4010 email ks@kingstonsmith.co.uk www.kingstonsmith.co.uk

Also at: Hayes, Redhill, Romford, St Albans, West End (London)

Partners: Michael Snyder Peter Holgate Emile Woolf Peter Timms Martin Muirhead Steven Neal Julie Walsh Graham Fildes Nicholas Brooks Martin Burchmore Nigel Birch
Maureen Penfold Michael Sinclair Robert Surman Richard Garrick Parveen Chadda Amanda Merron Sidney Bright Adrian Houstoun David Masterson Janice Riches Christopher Lane
David Goodridge Keith Halstead Cliff Iretton Andrew Shaw Paul Samrah Geraint Howells Graham Morgan David Benton Christopher Hughes John Bowgen Jonathan Sutcliffe
Jonathan Seymour David Montgomery Neil Finlayson Moira Hindson Esther Carder Mark Bridge John Staniforth Marc Fecher (FCCA)

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