

CHFP004

COMPANIES FORM No. 155(6)b

G

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

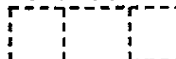
Pursuant to section 155(6) of the Companies Act 1985

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

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

For official use

Company number



3194506

Note

Please read the
notes on page 3
before completing
this form

* insert full name
of company

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

Name of company

* TAYLOR CONTINENTAL HOLDINGS LIMITED

I Stephen Alexander Goldstein of 23 Blythe Way Solihull West Midlands B91 3EY

† delete as
appropriate

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

§ delete
whichever is

The business of this company is

(a) ~~that of a [recognised bank] [licensed institution] within the meaning of the Banking Act 1979~~
(b) ~~that a person authorised under section 3 of the Insurance Companies Act 1982 to carry on
insurance business in the United Kingdom~~

g

§

(c) something other than the above §

This company is the holding company of

TAYLOR OAK PARK LIMITED (the "Subsidiary")

which is

proposing to give financial assistance in connection with the acquisition of shares in this company

[

†

Presenter's name address and
reference (if any)

Williamson & Soden
DX 20652 Shirley 1

For official Use (02/06)

General Section

Post room

TUESDAY



AWL6ZUTJ

A27

20/11/2007

243

COMPANIES HOUSE

ms Ltd

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The number and class of the shares acquired or to be acquired is

66,000 ordinary £1 00 shares

(" the Shares")

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

The assistance is to be given to (note 2) SG3030 Limited, registered office 13 Portland Road, Birmingham
B16 9HN (the "Purchaser")

The assistance will take the form of

The execution and delivery by the Subsidiary of -

A Debenture ("the Debenture") under which the Subsidiary will (amongst other things) guarantee the repayment of all moneys from time to time owed to Anglo Irish Bank Corporation Plc (the "Bank") by the Purchaser and of all moneys from time to time owed to the Bank by certain subsidiaries of the Purchaser and grant 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 Purchaser and the Company or the Subsidiary to the Bank from time to time.

A cross guarantee agreement (the "Cross Guarantee") under which the Company together the Purchaser and with the Subsidiary which each would guarantee repayment on demand of all monies and liabilities due owing or incurred at anytime by the Purchaser the Company and/or its subsidiary to the Bank and all interest thereon and costs

An intra-group funding agreement (the "Intra-Group Funding Agreement") to be made between the Company, its Subsidiary and the Purchaser pursuant to which monies may be loaned by the Company its Subsidiary and the Purchaser to each other

The person who will acquire the shares is [†]
the Purchaser

[†] delete as
appropriate

The principal terms on which the assistance will be given are

1 under the terms of the Cross Guarantee, the Subsidiary will, inter alia, guarantee the payment of money and discharge of liabilities now or in the future due, owing or incurred to the Bank pursuant to the facility agreement entered into with the Bank or otherwise by the Purchaser and others including liabilities incurred in connection with the acquisition of the Shares by the Purchaser,

2 pursuant to the Debenture, the Subsidiary has charged all its assets and undertaking as security for all monies owing from the Purchaser to the Bank from the date of completion of the acquisition of the Shares the Debenture will secure monies incurred in connection with the Cross Guarantee

3 By executing the Intra-Group Funding Agreement, the Subsidiary will make available a facility to be used by, inter alia, the Purchaser to make payment when due under the Facility Agreement and to repay obligations incurred in connection with the acquisition of the Shares by the Purchaser together with the costs and expenses

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

The amount of cash to be transferred to the person assisted is £ all amount to be paid pursuant
to the Intra-Group Funding Agreement

The value of any asset to be transferred to the person assisted is £ _____ 0 00

Please do not
write in this
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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 the date hereof or 8 weeks

I 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 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)

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 4, Dwyer Lane,
Scribble,
Ban 3BS.

Declarants to sign below

Day Month Year
on

13	11	2007
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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

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
DX 33050

or, for companies registered in

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB
DX 235
Edinburgh



Barnett Ravenscroft LLP
CHARTERED ACCOUNTANTS

13 Portland Road,
Edgbaston,
Birmingham B16 9HN

Telephone 0121 454 7241
Fax 0121 454 7128

www.barnett-ravenscroft.co.uk

Our Ref - RG/SA

To the Directors of Taylor Continental Holdings Limited
Oak Park
Rylands Lane Elmley Lovett
Droitwich
Worcestershire
WR9 0QZ

15 November 2007

Dear Sirs

RE:- AUDITORS REPORT

We refer to the statutory declaration made by all the Directors of the Company (to which this report is annexed) in respect of the financial assistance which it is proposed that the Company will give to SG3030 Limited in connection with its acquisition of the entire issued share capital of the Company

As the auditors of the Company, we report that we have enquired into the state of affairs of the Company at 14 November 2007 in order to review the basis for the statutory declaration. We are not aware of anything to indicate that the opinion expressed by the Directors in the statutory declaration is unreasonable in all the circumstances

Yours faithfully

BARNETT RAVENSCROFT LLP

P A Barnett FCA

R Cold FCA

Registered in England
No. 06300630