

CHFP004

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

03194506

Name of company

Note

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

* insert full name of company

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

* TAYLOR CONTINENTAL HOLDINGS LIMITED

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

† delete as appropriate

§ delete whichever
is inappropriate

the sole director of the above company do solemnly and sincerely declare that

The business of the company is

XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX 6

(c) something other than the above

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

The assistance is for the purpose of that acquisition

The number and class of the shares acquired or to be acquired is 66,000 ORDINARY £1 00 SHARES
(the "Shares")

Presenter's name address and
reference (if any)
Williamson & Soden
DX 20652 Shirley 1

For official Use (02/06)
General Section

Post room

TUESDAY



A27

AWL6XUTH

245

COMPANIES HOUSE

ns Ltd

*The assistance is to be given to (note 2) SG 3030 LIMITED (COMPANY NUMBER 4491467)
Whose registered office is 13 Portland Road Birmingham West Midlands B16 9HN
("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

The execution and delivery by the Company of

1 A Debenture (the "Debenture") under which the Company will (amongst other things) guarantee the repayment of all monies from time to time owed to Anglo Irish Bank Corporation plc (the "Bank") by the Purchaser and of all monies 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 floating charge over the remainder of the Company's undertaking by way of security for all obligations of the Purchaser and the Company or its subsidiary company to the Bank from time to time,

2 A cross guarantee agreement (the "Cross Guarantee") under which the Company together the Purchaser and with the Company's subsidiary company 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 the Company's subsidiary company to the Bank and all interest thereon and costs

3 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 Company 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 between the Bank and the Purchaser (the "Facility Agreement"), 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 Company has charged all its assets and undertaking as security for all monies owing from the Purchaser to the Bank From the date of completion to 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 Company 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 of cash to be transferred to the person assisted is £ all amount paid pursuant to the Intra-Group Funding Agreement

The value of any asset to be transferred to the person assisted is £ 0.00

The date on which the assistance is to be given is date hereof or within 8 weeks

Page 2

Please do not
write in
this margin

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bold block

I 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 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)

* delete either (a) or
(b) as appropriate

And I 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, Sunny Lane
Swinton
B21 1 3 AD.

Declarants to sign below

Day Month Year
on

15	11	2007
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before me [Signature]

[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
CF14 3UZ

DX 33050 Cardiff

or, for companies registered in Scotland -

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

or LP-4 Edinburgh 2



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CHARTERED ACCOUNTANTS

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Edgbaston,
Birmingham B16 9HN

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Our Ref - RG/SA

To the Directors of Taylor Oak Park 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's holding company Taylor Continental Holdings Limited

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 Gold FCA

Registered in England
No 06300630