

# G

CHFP025

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## COMPANIES FORM No. 155(6)a

## Declaration in relation to assistance for the acquisition of shares

# 155(6)a

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

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3381595

**Note**

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

Name of company

\* Trainstation Limited

\* insert full name  
of company

/We of John Treharne of Forsdyke House, Rocky Lane, Haywards Heath, West

Sussex, RH16 4RN and Ray Davies of 1 Woburn Close, Frimley, Surrey

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

GU16 8NU

† 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 9 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]~~

limited†

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: Please see attachment 1

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

Ashurst Morris Crisp  
Broadwalk House  
5 Appold Street  
LONDON  
EC2A 2HA  
639 London / City  
2238822: (2260207.01)

For official Use  
General Section

Post room



LDS  
COMPANIES HOUSE

0007  
17/07/01

The assistance is to be given to: (note 2) Dragons Health Clubs PLC, 5th Floor, 71 Kingsway  
London WC2B 6ST

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

The assistance will take the form of:

Please see attachment 2

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

† delete as  
appropriate

Dragons Health Clubs PLC

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

Please see attachment 3

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 today's date

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

~~X~~/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) ~~X~~/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 X/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 ~~X~~/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 BROADWALK HOUSE  
5 Appold Street  
LONDON  
EC2A 2HA

Day Month Year  
on 

1	1	0	7	2	0	0	1
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before me Beline W. W. W.

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

Declarants to sign below

*I The*  
*Declarant*

## 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

**TRAINSTATION LIMITED**  
**Company Number 3381595**  
**Attachment 1 to Form 155(6)a**

The number and class of the shares acquired or to be acquired is 188 725 ordinary shares of £1 each, 154 412 'A' ordinary shares of £1 each, 450 000 preference shares of 1p each and 1 900 000 'A' preference shares of 0.1p each.

**TRAINSTATION LIMITED**  
**Company Number 3381595**  
**Attachment 2 to Form 155(6)a**

- 1.1 **Guarantees:** guarantees and indemnities granted by the Company to HSBC Bank plc (the "**Financier**") providing Dragons Health Clubs plc (the "**Company**") with loan facilities of up to £7,000,000 pursuant to a loan facility agreement dated 5 July 2001 and countersigned on 9 July 2001 (the "**Loan Facility Agreement**");
- 1.2 **Security:** fixed and floating charges granted by the Company over all its assets and undertaking present and future by way of security for (inter alia) its obligations under the guarantees and indemnities referred to in paragraph 1.1. above.
- 1.3 **Upstream loan facility:** an intra-group loan facility granted by the Company in favour of Dragons Health Clubs plc pursuant to a facility letter dated 11 July 2001.

**TRAINSTATION LIMITED**  
**Company Number 3381595**  
**Attachment 3 to Form 155(6)a**

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

- 1.1 **Guarantees:** the guarantees and indemnities referred to in paragraph 1.1 of attachment 2 are recorded in the Deed of Guarantee to be executed by the Company in favour of the Financier and pursuant to which the Company as principal obligor guarantees payment of all monies owing to the Financier by Dragons Health Clubs plc under the Loan Facility Agreement.
- 1.2 **Security:** the security referred to in paragraph 1.2 of Attachment 2 is to be created by the Company:
- (a) executing a debenture in favour of the Financier. By entering into the debenture, the Company will (amongst other things) as primary obligor, covenant with the Financier that it will pay or discharge all outstandings under the Loan Facility Agreement;
  - (b) executing first legal charges in favour of the Financier over the leasehold properties known as:-
    - (i) Wrexham Road, Chester;
    - (ii) The Brooklands Club, Sale;
    - (iii) The Waterfront, Southport.
- 1.3 **Upstream loan:** By executing the facility letter referred to in paragraph 1.3 of attachment 2, the Company will make available to Dragons Health Clubs plc a revolving loan facility of up to £7,000,000 in aggregate to be used by Dragons Health Clubs plc to make payments when due to (among others) the Financier but on the basis that the Company will only be obliged to make advances under the facility letter if, inter alia, it has the cash resources and the Company is not in liquidation or administration or the subject of a creditor's voluntary arrangement.
- 1.4 **Amendments:** The Company's obligations as described above continue in relation to the Loan Facility Agreement as they may be amended, modified, varied or restated from time to time.

your ref 3381595

Our ref 1G7744-KMC-MOD

COOPER LANCASTER BREWERS

Chartered  
Accountants

The Board of Directors  
Trainstation Limited  
24-26 Atrium House  
574 Manchester Road  
Bury  
BL9 9SW

// July 2001

Dear Sirs

LD8  
COMPANIES HOUSE

www  
17/07/01

### Report by the Auditors to the Directors under Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of Trainstation Limited dated 4 July, 2001 in connection with the proposal that Trainstation Limited should give financial assistance for the purchase of the entire share capital of Trainstation Limited.

### Basis of Opinion

We have enquired into the state of affairs of Trainstation Limited as at 4 July, 2001 in order 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 matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.



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**Registered Auditors**

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Aldwych House, 81 Aldwych  
London WC2B 4HP  
Telephone 020 7242 2444  
Fax 020 7242 1117  
email: info@clb.co.uk  
www.clb.co.uk

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