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CHFP025

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 ⁽²²⁾

Please do not
write in this
margin

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

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

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

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

For official use

Company number

[] [] [] []

03636970

Name of company

* BRAY LEINO GROUP LIMITED

~~X~~We Ø SEE PART 1 OF THE ATTACHED SCHEDULE

† delete as
appropriate

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

§ delete whichever
is inappropriate

The business of this company is:

- (a) ~~that of a person authorised under section 3 of the Insurance Companies Act 1982 to carry on
insurance business in the United Kingdom~~
- (b) ~~that of a person authorised under section 3 of the Insurance Companies Act 1982 to carry on
insurance business in the United Kingdom~~
- (c) something other than the above§

This company is [the] ~~[X]~~ holding company of* BRAY LEINO TRAINING FOR CHANGE LIMITED
(COMPANY NUMBER 02904433) (THE "SUBSIDIARY") which is
proposing to give financial assistance in connection with the acquisition of shares
in [this company] [~~XX~~
~~the holding company of this company~~]

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

Lewis Silkin
12 Gough Square
London
EC4A 3DW

For official Use
General Section

Post room



COMPANIES HOUSE

20/04/2006

The assistance is for the purpose of ~~XXXXXX~~ [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: 907,250 ORDINARY SHARES OF £1 EACH
116,364 '1B' PREFERENCE SHARES OF £1 EACH AND 463,856 '1B' PREFERENCE SHARES OF £1 EACH,

The assistance is to be given to: (note 2) BRAY LEINO HOLDINGS LIMITED
(COMPANY NUMBER 03407113) WHOSE REGISTERED OFFICE IS AT THE OLD RECTORY,
FILLEIGH, DEVON EX32 1PX

The assistance will take the form of:

SEE PART 2 OF THE ATTACHED SCHEDULE

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

BRAY LEINO HOLDINGS LIMITED (COMPANY NUMBER 03407113)

† delete as appropriate

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

SEE PART 3 OF THE ATTACHED SCHEDULE

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 £ SEE PART 4 OF THE ATTACHED SCHEDULE

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

Please do not
write in this
margin

The date on which the assistance is to be given is

SEE PART 5 OF THE ATTACHED SCHEDULE

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

☒ 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)

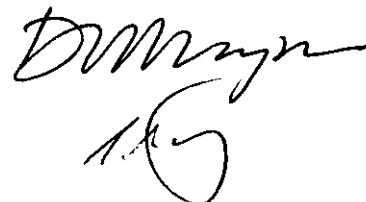
* delete either (a) or
(b) as appropriate

(b) ~~I/We intend to commence the winding up of the company within 12 months of that date, and I/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 ☒ 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
Lewis Silkin LLP
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
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

**Schedule to Form 155(6)b in relation to
Bray Leino Group Limited (Company Number: 03636970)**

Part 1 – The Directors

David William Morgan of The Old Rectory, Charles, Brayford, Barnstaple, Devon
Terry Roy Coates of 7 Westfield Avenue, Barnstaple, Devon

Part 2 – Form of the assistance:

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

1. an unlimited inter company composite guarantee (the “**Guarantee**”) to be entered into by the Subsidiary in favour of National Westminster Bank Plc (the “**Bank**”) pursuant to which the Subsidiary 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 Number 05733632) (the “**Buyer**”) and its subsidiaries listed therein;
2. an intragroup loan agreement (the “**Intragroup Loan Agreement**”) to be entered into by, *inter alia*, the Subsidiary and the Buyer which sets out the terms of a revolving credit facility to be made available by the Subsidiary to the Buyer.

Part 3 – Principal terms of the assistance:

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

1. under the Guarantee the Subsidiary (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 Intragroup Loan Agreement, the Subsidiary 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 4

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



Part 5

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

07 April 2006

The Directors
Bray Leino Group Limited
The Old Rectory
Filleigh
Devon
EX32 ORX

Dear Sirs

Independent Auditors' report to the Directors of Bray Leino Group 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 Bray Leino Training For Change Limited 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.

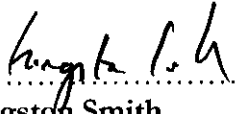
Basis of opinion

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

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

Partners: Michael Snyder Peter Holgate Emile Woolf Peter Triggs 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 Heustoun David Masterson Janice Riches Christopher Lane
David Goodridge Keith Halstead Cliff Ireton 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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