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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

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

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

03636970

Name of company

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

* BRAY LEINO GROUP LIMITED

* insert full name
of company

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

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

† delete as
appropriate

~~We~~ [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 licensed under section 1 of the Insurance Companies Act 1982 to carry on insurance business in the United Kingdom~~
- (b) ~~that of a person authorised under section 3 or 4 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] ☒ holding company of* BRAY LEINO LIMITED

(COMPANY NUMBER 01352705) (THE "SUBSIDIARY") which is
proposing to give financial assistance in connection with the acquisition of shares
in [this company] []

~~This 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



The assistance is for the purpose of ~~that acquisition~~ [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 '12' PREFERENCE SHARES OF £1 EACH AND 463,556 '15' PREFERENCE SHARES OF £1 EACH.

The assistance is to be given to: (note 2) BRAY LEINO HOLDINGS LIMITED
(COMPANY NUMBER 05407113 WHOSE REGISTERED OFFICE IS AT THE OLD RECTORY,
FILLEIGH, DEVON EX32 0RX)

The assistance will take the form of

SEE PART 2 OF THE ATTACHED SCHEDULE

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

† delete as appropriate

BRAY LEINO HOLDINGS LIMITED (COMPANY NUMBER 05407113)

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

SEE PART 5 OF THE ATTACHED SCHEDULE

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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 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.

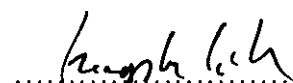
Basis of opinion

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

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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 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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