

CHFP025

Please do not write in this margin **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

Note

Please read the notes on page 3 before completing this form

- * insert full name of company
- insert name(s) and address(es) of all the directors

To the Registrar of Compan	iles
(Address overleaf - Note	5)

For official use	Company number	
	03755594	

Name of company

* DUELGUIDE (BLOOMSBURY) LIMITED (THE "COMPANY")

XWe & SEE SCHEDULE 1

Τ	delete as
	appropriate

\$ delete whichever is inappropriate The business of the company is

 $\label{the construction of the construction$

(c) something other than the above §

The assistance is for the purpose of **POOCACCONSTIC** [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

23,000,000 ORDINARY

SHARES OF £1 00 EACH

Presentor's name address and reference (if any)
Clifford Chance LLP

10 Upper Bank Street London E14 5JJ 904792/70-20333313/8.1

149120 Canary Wharf 3

For official Use General Section





AIIB7101 A13 30/06/2008 COMPANIES HOUSE

9

XXXXXXXX

The assistance is to be given to (note 2) SEE SCHEDULE 2	Please do not write in this margin
	Please complete legibly, preferabl in black type, or bold block lettering
The assistance will take the form of	
SEE SCHEDULE 3	
The person who [has acquired] [XXIXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX	† delete as
SEE SCHEDULE 4	appropriate
The principal terms on which the assistance will be given are	
SEE SCHEDULE 5	
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 £ SEE SCHEDULE 6	
The date on which the assistance is to be given is WITHIN 8 WEEKS OF THE DATE HERE	EOF Page 2 16441

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

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) We have formed the opinion that the company will be able to pay its debts as they fall due duning the year immediately following that date]* (note 3)

And N/we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Declarants to sign below

Declared at 10 UPPER BANK STREET LONDON E14 5JJ

(Luis N

Bankside House, 107 Leadenhall Street,

London EC3A 4AF

A Commissioner for Oaths

Day Month Year on 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 37 Castle Terrace Edinburgh EH1 2EB

Schedule 1 to a Statutory Declaration of the directors of Duelguide (Bloomsbury) Limited made on |Q June 2008

Names and addresses of directors:

Mr David John Collins Flat 3 10 Thurloe Square London SW7 2TA

Mr Patrick Colin O'Driscoll 50 Pams Way Epsom Surrey KT19 0HX

Mr James Lane Tuckey 95 Elgin Crescent London W11 2JF

Mr Malcolm Robin Turner 18 Jay Mews London SW7 2EP

UK/1644180/04 256211/70-20333313

Schedule 2 to a Statutory Declaration of the directors of Duelguide (Bloomsbury) Limited

- The assistance is to be given as part of a broader restructuring of the group of companies of which DGL Acquisitions Limited is the ultimate holding company (respectively, the "Restructuring" and the "DGL Group") The Restructuring is being undertaken for the purpose of facilitating the division of the DGL Group between Westfield Acquisition PLC (and its affiliates), on the one hand, and R&M Investments (BVI) Limited (and its affiliates), on the other hand. As part of the Restructuring, it is proposed that a number of acquisitions of shares will take place and a number of liabilities which were incurred for the purpose of previous acquisitions of shares will be reduced or discharged
- The assistance covered by this statutory declaration is to be given to R&M Holdings (UK) Limited, a company registered in England and Wales (company number 6544546) with its registered office at 25 Harley Street, London W1G 9BR, as the purchaser of Duelguide (Bloomsbury) Limited and is to be given for the purpose of discharging a liability of £23,000,000 incurred by R&M Holdings (UK) Limited to Duelguide Holdings Limited pursuant to a share transfer agreement relating to the entire issued share capital of Duelguide (Bloomsbury) Limited.
- Assistance is also to be given to certain of the direct counter-parties to the agreement into which it is proposed that Duelguide (Bloomsbury) Limited will enter, being
 - Duelguide Holdings Limited, a company registered in England and Wales (company number 02636872) with its registered office at 6th Floor Midcity Place, 71 High Holborn, London WC1V 6EA

Schedule 3 to a Statutory Declaration of the directors of Duelguide (Bloomsbury) Limited

The assistance will take the form of the execution and delivery by Duelguide (Bloomsbury) Limited of the following document and the performance of its obligations thereunder:

a deed of novation to be entered into between Duelguide (Bloomsbury) Limited, Duelguide Holdings Limited and R&M Holdings (UK) Limited (the "Deed of Novation"),

being in such form as may be amended, supplemented, novated, and/or replaced from time to time together with the performance by Duelguide (Bloomsbury) Limited of other acts in connection with the acquisition of the shares, the financing of that acquisition and/or the Restructuring.

UK/1644180/04 - 3 - 256211/70-20333313

Schedule 4 to a Statutory Declaration of the directors of Duelguide (Bloomsbury) Limited

The person who has acquired the shares is

R&M Holdings (UK) Limited, a company registered in England and Wales (company number 6544546) with its registered office at 25 Harley Street, London W1G 9BR.

UK/1644180/04 - 4 - 256211/70-20333313

Schedule 5 to a Statutory Declaration of the directors of Duelguide (Bloomsbury) Limited

The principal terms on which the assistance will be given are

- under the terms of the Deed of Novation, inter alia
- Duelguide (Bloomsbury) Limited and Duelguide Holdings Limited will mutually release and discharge each other from their respective obligations and liabilities arising under and/or in respect of the relevant loan (being an amount of £2,367,037 that Duelguide Holdings Limited is indebted to Duelguide (Bloomsbury) Limited) and waive their respective rights, entitlements, claims and/or demands against each other thereunder and/or in respect thereof; and
- Duelguide (Bloomsbury) Limited and R&M Holdings (UK) Limited will agree that they shall (i) assume, perform, discharge and be bound in every way by all obligations and liabilities under and in respect of the relevant loan; and (ii) have the benefit of all rights and entitlements under and in respect of the relevant loan

Schedule 6 to a Statutory Declaration of the directors of Duelguide (Bloomsbury) Limited

The value of any asset to be transferred to the persons assisted is as follows

1 Nıl



KPMG LLP

Canary Wharf (38th Floor)
1 Canada Square
London E14 5AG
United Kingdom

Tel +44 (0) 20 7311 1000 Fax +44 (0) 20 7311 4121 DX 38050 Blackfriars

Private & confidential

The Directors
Duelguide (Bloomsbury) Limited
25 Harley Street
LONDON,
W1G 9BR

19 June 2008

Dear Sits

Auditors' report to the directors of Duelguide (Bloomsbury) Limited pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors dated 19 June 2008 in connection with the proposal that the company should give financial assistance as part of the broader restructuring of the group of companies of which DGL Acquisitions Limited is the ultimate holding company, in the manner described in the attached statutory declaration

This report is made solely to the company's directors as a body in accordance with section 156(4) of the Companies Act 1985. Our work has been undertaken so that we as the company's auditors might state to the company's directors those matters we are required to state to them in a report under section 156(4) of that Act and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's directors as a body for our work under section 156(4) of that Act or for this report

We have enquired into the state of the company's affairs in order to review the bases for the statutory declaration

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

wang wil

KPMG LLP