

# 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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	31	32	33	34	35	36	37	38	39	40	41	42	43	44	45	46	47	48	49	50	51	52	53	54	55	56	57	58	59	60	61	62	63	64	65	66	67	68	69	70	71	72	73	74	75	76	77	78	79	80	81	82	83	84	85	86	87	88	89	90	91	92	93	94	95	96	97	98	99	100
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04897291

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

Name of company

\* Spaldings Limited

\* insert full name  
of company

XWe 8 STEPHEN CHARLES CONSTABLE of 21 Westcroft Drive, Saxilby, Lincoln, LN6 8SN  
MICHAEL CHARLES FETHERSTON DILKE of Maxstoke Castle, Colehill, Warwickshire B46 2RD  
DAVID ANDREW FOX of Carlton House, Old Hall Paddocks, North Carlton LN1 2BH  
CHRISTOPHER EDWARD NEWSUM HOWARD of Nocton Rise, Lincoln, LN4 2AF  
CLIVE KENDRICK JOHNS of Brook House Holme Road, Kirton Holme, Boston, Lincolnshire PE20  
1SY  
ALAN ROY KING of 145 Doddington Road, Lincoln, LN6 7HE  
CATHERINE LOCKING of 3 Great Common Close, Barlborough, Chesterfield, Derbyshire S43 4SY  
JOHN HAROLD SORBY of Constance Avenue, North Hykeham, Lincoln LN6 8SN

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

† delete as appropriate

~~XXXXXXXXXXXX~~ [all the directors] † of the above company do solemnly and sincerely declare that:

The business of the company is:

§ delete whichever  
is inappropriate

[illegible]

(c) something other than the above §

The company is proposing to give financial assistance in connection with the acquisition of shares in the [company] ~~XXXXXXXXXXXXXX~~

The assistance is for the purpose of ~~the 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: 140,050 A Ordinary Shares of  
10p each

Presentor's name address and  
reference (if any) :  
Mills & Reeve Solicitors  
Francis House  
112 Hills Road  
Cambridge  
CB2 1PH

DX 122891      Cambridge 4

For official Use  
General Section

FRIDAY



\*AN08MO3I\*

A15

23/03/2007

68

COMPANIES HOUSE

The assistance is to be given to: (note 2) 3i Group Plc (Company number 01142830)

Please  
write  
in  
bold

Please  
legibly  
in black type, or  
bold block  
lettering

The assistance will take the form of:

1. The early repayment of all indebtedness by the Company to 3i Group Plc incurred in connection with the acquisition of the entire issued share capital of the Company (then known as Bastock Limited) on 14 January 2004 pursuant to an investment agreement made between the Company and 3i Group Plc on the same date.
2. The Company entering into a facility agreement (the "**Facility Agreement**") dated 20 March 2007 pursuant to which The Royal Bank of Scotland plc (the "**Bank**") would make available to the Company term loan facilities of £5,660,000 together with a revolving credit facility of up to £2,000,000 to the Company, Spaldings (UK) Limited and Spaldings (Ireland) Limited (together the "**Borrowing Companies**"). Funds made available under the terms of the Facility Agreement are to be used by the Company to repay the 3i indebtedness referred to in paragraph 1.
3. The Company guaranteeing and securing the liabilities of itself and its subsidiary companies to the Bank under the terms of the Facility Agreement or otherwise.

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

† delete as  
appropriate

3i Group Plc

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

1. The Company shall repay to 3i Group Plc all outstanding indebtedness in the sum of £2,860,000 together with interest and associated costs.
2. Under the terms of a guarantee dated 14 January 2004, the Company jointly and severally and in accordance with its terms guaranteed to the Bank, on demand, to pay to the Bank all monies and liabilities due owing or incurred by any of the Borrowing Companies to the Bank.
3. Under the terms of a debenture dated 14 January 2004, the Company granted fixed and floating charges over all of its assets in favour of the Bank to secure its liabilities to the Bank.
4. By entering into the Facility Agreement, the Company (together with Spaldings (UK) Limited and Spaldings (Ireland) Limited) would become one of the Borrowing Companies under the terms of the Facility Agreement. Pursuant to the terms of the Facility Agreement, the Bank may set off or transfer any sums standing to the credit of the Borrowing Companies in or towards satisfaction of any liabilities of any of the Borrowing Companies to the Bank.

The amount of cash to be transferred to the person assisted is £ £2,943,025.67

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 eight weeks of the date hereof

\* 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)

[illegible]

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

Lincoln

Declarants to sign below

AP King  
mini  
AA  
500

on 

Day	Month	Year
20	03	2007

before me *[Signature]* (DANIEL CHARD)

~~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

# STREETS

## AUDIT

The Directors  
Spaldings Limited  
Sadler Road  
Lincoln  
LN6 3XJ

Please reply to:

20 March 2007

Dear Sirs

### **Report of the Auditors to the Directors of Spaldings Limited ("the Company") pursuant to Section 156(4) of the Companies Act 1985**

We have examined the Statutory Declaration proposed to be made by all the Directors of the Company dated 20 March 2007 (to which this report will be annexed) in connection with the proposal that the Company should give financial assistance to 3i Group Plc for the acquisition of the A ordinary share capital of Spaldings Limited.

#### Basis of Opinion

We have enquired into the state of affairs of the Company in order to review the basis for the Statutory Declaration.

#### Opinion

We are not aware of anything to indicate that the opinion expressed by the Directors in the Statutory Declaration as to any of the matters mentioned in section 156(2) Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully

*Streets Audit LLP*

Streets Audit LLP  
Chartered Accountants

Tower House, Lucy Tower Street, Lincoln LN1 1XW ■ Telephone 01522 551200 ■ Fax 01522 533234  
St Peters Chambers, 2 Bath Street, Grantham, Lincolnshire NG31 6EG ■ Telephone 01476 590838 ■ Fax 01476 590795  
Halifax House, 30 George Street, Hull, East Yorkshire HU1 3AJ ■ Telephone 01482 225399 ■ Fax 01482 219964  
Lloyd's Building, 12 Leadenhall Street, London EC3V 1LP ■ Telephone 0207 816 5827 ■ Fax 0207 816 5826  
87 Park Road, Peterborough, Cambridgeshire PE1 2TN ■ Telephone 01733 312191 ■ Fax 01733 896214  
Churchgate House, 33 Churchgate, Retford, Nottinghamshire DN22 6PA ■ Telephone 01777 869955 ■ Fax 01777 869962

Email enquiries@streetsweb.co.uk Website www.streetsweb.co.uk

Streets Audit LLP is registered in England and Wales as a limited liability partnership. Registered Number: OC309381.  
Registered Office: Tower House, Lucy Tower Street, Lincoln LN1 1XW. A list of members is open to inspection at the registered office.

VAT Registration Number: 745 7968 72.

Registered by the Institute of Chartered Accountants in England and Wales to carry out company audit work.



A member of the ICAEW  
Practice Assurance Scheme

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

# 155(6)a

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For official use

Company number

04897291

**Note**  
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\* Spaldings Limited

\* insert full name  
of company

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

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CLIVE KENDRICK JOHNS of Brook House Holme Road, Kirtton Holme, Boston, Lincolnshire PE20  
1SY  
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CATHERINE LOCKING of 3 Great Common Close, Barlborough, Chesterfield, Derbyshire S43 4SY  
JOHN HAROLD SORBY of Constance Avenue, North Hykeham, Lincoln LN6 8SN

† delete as appropriate

~~The said directors~~ [all the directors] † of the above company do solemnly and sincerely declare that:

The business of the company is:

§ delete whichever  
is inappropriate

[illegible]

(c) something other than the above §

The company is proposing to give financial assistance in connection with the acquisition of shares in the [company] ~~XXXXXXXXXXXXXXXXXX~~

The assistance is for the purpose of ~~the 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: 140,050 A Ordinary Shares of  
10p each

Presentor's name address and  
reference (if any):  
Mills & Reeve Solicitors  
Francis House  
112 Hills Road  
Cambridge  
CB2 1PH

DX 122891      Cambridge 4

For official Use  
General Section

The assistance is to be given to: (note 2) 3i Group Plc (Company number 01142830)

Please do not  
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bold block  
lettering

The assistance will take the form of:

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3. The Company guaranteeing and securing the liabilities of itself and its subsidiary companies to the Bank under the terms of the Facility Agreement or otherwise.

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

† delete as  
appropriate

3i Group Plc

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

1. The Company shall repay to 3i Group Plc all outstanding indebtedness in the sum of £2,860,000 together with interest and associated costs.
2. Under the terms of a guarantee dated 14 January 2004, the Company jointly and severally and in accordance with its terms guaranteed to the Bank, on demand, to pay to the Bank all monies and liabilities due owing or incurred by any of the Borrowing Companies to the Bank.
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The amount of cash to be transferred to the person assisted is £

£2,943,025.67

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 eight weeks of the date hereof

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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 during the year immediately following that date]\* (note 3)

(b) ~~XXXXXX 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)~~

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 12.06 pm

Declarants to sign below

Mr. F. H. F. Allen

Day Month Year  
on 2 0 0 3 2 0 0 7

before me Natlie Paul Harvey  
A Commissioner for Oaths or Notary Public or Justice of  
the Peace or a Solicitor having the powers conferred on  
a Commissioner for Oaths.

Coren O'Connor LHP  
9th Floor  
Fountain House  
130 Fenchurch Street  
London

## NOTES

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CF14 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies  
37 Castle Terrace  
Edinburgh  
EH1 2EB

# STREETS

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The Directors  
Spaldings Limited  
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LN6 3XJ

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20 March 2007

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Basis of Opinion

We have enquired into the state of affairs of the Company in order to review the basis for the Statutory Declaration.

Opinion

We are not aware of anything to indicate that the opinion expressed by the Directors in the Statutory Declaration as to any of the matters mentioned in section 156(2) Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully



Streets Audit LLP  
Chartered Accountants

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