

COMPANIES FORM No. 155(6)b

# **Declaration by the directors** of a holding company in relation to assistance for the acquisition of shares



Please do not write in this margin

Note

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 04897291

Name of company

- Please read the notes Spaldings Limited
- \* insert full name of company

on page 3 before completing this form

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

STEPHEN CHARLES CONSTABLE of 21 Westcroft Drive, Saxilby, Lincoln, LN6 8SN **X**/We ø MICHAEL CHARLES FETHERSTON DILKE of Maxstoke Castle, Coleshill, 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

† delete as appropriate

solemnly and sincerely declare that:

§ delete whichever is inappropriate

The business of this company is:

- (c) something other than the above §

This company is [the] [XI holding company of\* SL (Predecessors) (company number 02753846) which is proposing to give financial assistance in connection with the acquisition of shares in [this company] [ 

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 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	Please comple legibly, prefera in black type, c bold block lettering			
The assistance is to be given to: (note 2) this Company				
The assistance will take the form of:				
SL (Predecessors) Limited("SL") guaranteeing and securing the liabilities of this Company and its subsidiary companies to the Royal Bank of Scotland Plc (the "Bank") under the terms of a facility agreement (the "Facility Agreement") dated 20 March 2007 or otherwise arising. Certain funds made available under the Facility Agreement are to be used in this Company in assisting its financing of the purchase of the shares.				
The person who <b>XXXXXXXXXXXX</b> [will acquire] † the shares is: this Company	† delete as appropriate			
The principal terms on which the assistance will be given are:				
Under the terms of a guarantee dated 14 January 2004, SL agreed in favour of the Bank to guarantee the liabilities of this Company and its subsidiary companies to the Bank howsoever arising.				
Under the terms of a debenture dated 14 January 2004, SL granted fixed and floating charges over its assets in favour of the Bank to secure its liabilities to the Bank.				
The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is $\frac{\text{Nil}}{}$				
The amount of cash to be transferred to the person assisted is £				

Nil

Page 2

The value of any asset to be transferred to the person assisted is  $\boldsymbol{\mathfrak{L}}$ 

The date on which the assistance is to be given is

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

When 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) **K**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)

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

Day

Lincola

Month Year

A Gemmissioner 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

### **NOTES**

before me

- 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



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 <u>Section 156(4)</u> 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 S L (Predecessors), a subsidiary of the Company, should give financial assistance to the Company, for the repurchase of its share capital from 3i Group Plc.

**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

Wood Swall W









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COMPANIES FORM No. 155(6)b

# Declaration by the directors of a holding company in relation to assistance for the acquisition of shares



Company number

04897291

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)

Name of company

ny

\* Spaldings Limited

\_\_\_\_\_

XWe 8

STEPHEN CHARLES CONSTABLE of 21 Westcroft Drive, Saxilby, Lincoln, LN6 8SN
MICHAEL CHARLES FETHERSTON DILKE of Maxstoke Castle, Coleshill, Warwickshire B46 2RD
DAVID ANDREW FOX of Carlton House, Old Hall Paddocks, North Carlton LN1 2BH
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For official use

ALAN ROY KING of 145 Doddington Road, Lincoln, LN6 /HE
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

§ delete whichever is inappropriate The business of this company is:

- (c) something other than the above §

This company is [the] [X] holding company of\*

SL (Predecessors) (company number 02753846)

which is proposing to give financial assistance in connection with the acquisition of shares in [this company] [

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



COMPANIES HOUSE

The assistance is for the purpose of [that acquisition] <b>KACOCKYXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX</b>				
The number and class of the shares acquired or to be acquired is: 140,050 A Ordinary Shares of 10p each				
The assistance is to be given to: (note 2) this Company				
The assistance will take the form of:				
SL (Predecessors) Limited("SL") guaranteeing and securing the liabilities of this Company and its subsidiary companies to the Royal Bank of Scotland Plc (the "Bank") under the terms of a facility agreement (the "Facility Agreement") dated 20 March 2007 or otherwise arising. Certain funds made available under the Facility Agreement are to be used in this Company in assisting its financing of the purchase of the shares.				
The person who ***********************************	† delete as appropriate			
The principal terms on which the assistance will be given are:  Under the terms of a guarantee dated 14 January 2004, SL agreed in favour of the Bank to guarantee the liabilities of this Company and its subsidiary companies to the Bank howsoever arising.				
Under the terms of a debenture dated 14 January 2004, SL granted fixed and floating charges over its assets in favour of the Bank to secure its liabilities to the Bank.				
the amount (if any) by which the net assets of the company which is giving the assistance will be reduced $y$ giving it is $\frac{Nil}{y}$				
ne amount of cash to be transferred to the person assisted is £Nil				

Nil

The value of any asset to be transferred to the person assisted is  $\boldsymbol{\mathfrak{L}}$ 

The date on which the assistance is to be given is

within eight weeks of the date hereof

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

delete either (a) or (b) as appropriate

Xwe 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) 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)

And Xwe 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

12-10 pm

Declarants to sign below

In Illain Alli

	Day	MOHIT	1 Gal
on	210	03	20017
		1 /	- A 117

before me Nature Konson Rublic or Hud

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths. Cozen O'Conner LLP 9th Floor Fountain House 130 Fenchurch St London.

#### NOTES

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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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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



