

# G

CHWP000

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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

# 155(6)b

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

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05000643

Name of company

\* DUELGUIDE MEZZANINE LIMITED

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

\* insert full name  
of company

~~We~~ ☒ SEE SCHEDULE 1

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

† delete as  
appropriate

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

§ delete whichever  
is inappropriate

The business of the company is

- (a) ~~that of a recognised bank, licensed institution, or within the meaning of the Banking Act 1979~~  
(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§

The company is ~~[the]~~ [a] holding company of\* WESTFIELD MH INVESTMENTS LIMITED

which is

proposing to give financial assistance in connection with the acquisition of shares

in ~~[this company]~~ DUELGUIDE LIMITED

the holding company of this company ]†

Presenter's name address and  
reference (if any)

Skadden, Arps, Slate, Meagher  
& Flom (UK) LLP  
40 Bank Street, Canary Wharf  
London E14 5DS  
667054/26 11  
(602200/0039)

For official Use (02/06)  
General Section

Post room

MONDAY



A13

\*A119X10H\*

30/06/2008

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COMPANIES HOUSE

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  
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The number and class of the shares acquired or to be acquired is 92,702,830  
ORDINARY SHARES OF £0.005 EACH

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

The assistance is to be given to (note 2) SEE SCHEDULE 2

The assistance will take the form of

SEE SCHEDULE 3

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

† delete as  
appropriate

SEE SCHEDULE 4

The principal terms on which the assistance will be given are

SEE SCHEDULE 5

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is £200,000

The amount of cash to be transferred to the person assisted is £ SEE SCHEDULE 6

The value of any asset to be transferred to the person assisted is £ SEE SCHEDULE 7

Please do not  
write in  
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Please complete  
legibly, preferably  
in black type, or  
bold block lettering

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

The date on which the assistance is to be given is WITHIN 8 WEEKS OF THE DATE HEREOF

☒ 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) ☒ 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)

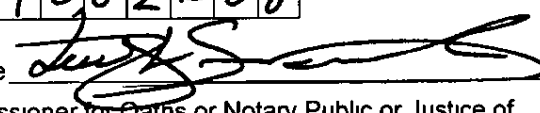
(b) ☐ It is intended to commence the winding-up of this company within 12 months of that date, and we have formed the opinion that this company will be able to pay its debts in full within 12 months of the commencement of the winding-up]\* (note 3)

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

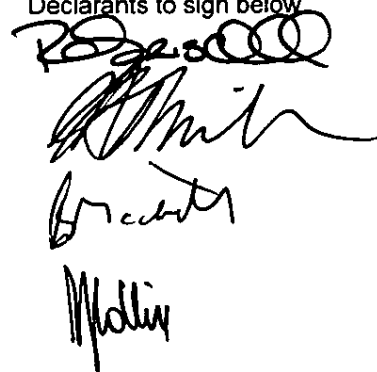
Declared at 10 UPPER BANK STREET  
LONDON E14 5JJ

on 

Day	Month	Year
19	06	2008

  
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

Declarants to sign below



A Commissioner for Oaths  
Bankside House, 107 Leadenhall Street,  
London EC3A 4AF  
England  
(L1115 N Hyde-Vaamonde)

## 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  
  
DX 33050 Cardiff  
  
or, for companies registered in Scotland -  
  
The Registrar of Companies  
37 Castle Terrace  
Edinburgh  
EH1 2EB  
  
DX 235 Edinburgh  
  
or LP-4 Edinburgh 2

**Form 155(6)b**

**Schedule 1 to a Statutory Declaration of the directors of Duelguide Mezzanine Limited  
made on 19 June 2008**

**Names and addresses of directors:**

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

Mr Peter Howard Miller  
22a Oakleigh Park South  
Oakleigh Park  
London  
N20 9JU

Mr Brian James Mackrill  
28 Hestercombe Avenue  
London  
SW6 5LG

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

**Schedule 2 to a Statutory Declaration of the directors of Duelguide Mezzanine Limited**

- 1 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
- 2 The assistance covered by this statutory declaration is to be given to DGL Acquisitions Limited, a company registered in England and Wales (company number 05271553) with its registered office at 40 Berkeley Square, London W1J 5AL, as the purchaser of Duelguide Limited and is to be given for the purpose of (i) discharging the remaining liability of £187,126,218 established under the loan notes issued by DGL Acquisitions Limited to R&M Investments (BVI) Limited on 7 December 2004, (ii) discharging a liability of £4,120,315 owed by DGL Acquisitions Limited to R&M Investments (BVI) Limited as a result of certain DGL Group related transactions, and (iii) reducing a liability of £294,626,218 established under the loan notes issued by DGL Acquisitions Limited to Westfield Acquisition PLC on 7 December 2004 by £206,926,433
- 3 Assistance is also to be given to certain of the direct counter-parties to the agreements into which it is proposed that Westfield MH Investments Limited will enter, being
  - 3 1 Duelguide Management Services Limited, a company registered in England and Wales (company number 01999376) with its registered office at 25 Harley Street, London W1G 9BR,
  - 3 2 Duelguide Holdings Limited, a company registered in England and Wales (company number 02636872) with its registered office at 6<sup>th</sup> Floor Midcity Place, 71 High Holborn, London WC1V 6EA, and
  - 3 3 Merry Hill Trading Limited, a company registered in England and Wales (company number 04311363) with its registered office at 6<sup>th</sup> Floor Midcity Place, 71 High Holborn, London WC1V 6EA

**Schedule 3 to a Statutory Declaration of the directors of Duelguide Mezzanine Limited**

The assistance will take the form of the execution and delivery by Westfield MH Investments Limited of the following documents and the performance of its obligations thereunder

- 1 a deed of novation to be entered into between Westfield MH Investments Limited, Duelguide Management Services Limited and Duelguide Holdings Limited (the "**Deed of Novation**"), and
- 2 a subscription letter from Westfield MH Investments Limited to Merry Hill Trading Limited (the "**Subscription Letter**"),

each of those documents being in such form as may be amended, supplemented, novated, and/or replaced from time to time together with the performance by Westfield MH Investments Limited of other acts in connection with the acquisition of the shares, the financing of that acquisition and/or the Restructuring

**Schedule 4 to a Statutory Declaration of the directors of Duelguide Mezzanine Limited**

The person who has acquired the shares is

DGL Acquisitions Limited, a company registered in England and Wales (company number 05271553) with its registered office at 40 Berkeley Square, London W1J 5AL

**Schedule 5 to a Statutory Declaration of the directors of Duelguide Mezzanine Limited**

The principal terms on which the assistance will be given are

- 1 under the terms of the Deed of Novation, *inter alia*
- 1 1 Westfield MH Investments Limited and Duelguide Management Services 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 £3,279,188 that Duelguide Management Services Limited is indebted to Westfield MH Investments Limited) and waive their respective rights, entitlements, claims and/or demands against each other thereunder and/or in respect thereof, and
- 1 2 Westfield MH Investments Limited and Duelguide Holdings 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, and
- 2 under the terms of the Subscription Letter, Westfield MH Investments Limited will, *inter alia*, apply for the allotment and issue to it of 200,000 ordinary shares of £1 each in the capital of Merry Hill Trading Limited for a consideration of £200,000, which shall be satisfied by payment in cash



**Schedule 6 to a Statutory Declaration of the directors of Duelguide Mezzanine Limited**

The amount of cash to be transferred to the persons assisted is

- 1 Nil to DGL Acquisitions Limited, Duelguide Management Services Limited and Duelguide Holdings Limited, and
- 2 £200,000 to Merry Hill Trading Limited

**Schedule 7 to a Statutory Declaration of the directors of Duelguide Mezzanine Limited**

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

1 Nil



**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 Mezzanine Limited  
40 Berkeley Square  
London  
W1T 5AL

19 June 2008

Dear Sirs

**Auditors' report to the directors of Duelguide Mezzanine 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 Westfield MH Investments Limited of which this company is a holding 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

KPMG LLP