

**Declaration in relation to assistance
for the acquisition of shares.****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

Name of company

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71477

Note

* Florence Clothiers (Scotland) Limited ("the Company")

on page 3 before

* Insert full name
of company

I/We Paul Stern residing at 9 Davieland Road, Whitecgaigs, Glasgow G46 6LA

* Insert names(s) and
address(es) of all
the directors

James Kerr- Muir residing at Flat 8, 71 Elm Park Gardens, London SW10 9QE and

Alexander Ross residing at 3 Gleneagles Court, Whitburn, West Lothian EH47 8PG

† delete as
appropriate

~~{the sole director}~~ all the directors of the above company (hereinafter called "this company") do solemnly and sincerely
declare that:

The business of the company is:

§ delete whichever is
inappropriate(a) ~~that of a [recognised bank] [licensed institution]~~ † 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 proposing to give financial assistance in connection with the acquisition of shares in this company ~~company's
holding company~~

Limited

The assistance is for the purpose of that 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: 35,000 Ordinary Shares of £1 each, 4,700 'A'
Ordinary Shares of £1 each and 405,000 'A' Ordinary Shares of 1 pence each.

Presenter's name address telephone
number and reference (if any)
Maclay Murray & Spens
151 St Vincent Street
Glasgow G2 5NJ
DX GW67
Ref: SMP/KDS/115521-4/SMP
Tel: 0141 248 5011

For official Use
General Section

Post room



The assistance is to be given to: (note 2) Sports Connection Limited
under the Companies Acts with registered number 172250 and having its registered office at Florence
House, Block 79, Kelvin Avenue, Glasgow G52 4LT

margin

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

The assistance will take the form of:

1. The Assignment of a Keyman Insurance Policy in respect of the life of Paul Stern by this company in favour of National Westminster Bank Plc ("the Bank").
2. The Guarantee by this company in favour of the Bank on account of the obligations of SCL to the Bank.
3. The Support Agreement ("the Support Agreement") among this company, SCL and 3i Group plc. ("3i").

(items 1 and 2 being hereafter referred to as the "Finance Documents").

The person who will acquire the shares is:

† delete as appropriate

SCL

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

1. The Company grants the Finance Documents in security for all obligations of this company and SCL to the Bank including the obligations of SCL to the Bank under the Facility Agreement between the Bank and SCL providing for an acquisition term loan facility ("the Facility") to SCL, the proceeds of the Facility being used by SCL to acquire the shares in this company. In addition, the existing Floating Charge Debenture and Standard Securities granted by this company in favour of the Bank will also secure the obligations of this company and by virtue of the execution of the Guarantee the obligation of SCL to the Bank.
2. In terms of the Support Agreement, this company will lend SCL any sum which is necessary to make the loan repayments to 3i in connection with the Investment Agreement ("the Investment Agreement") entered into by 3i and SCL or pay any other sums due or owing by SCL to 3i, and this company will also lend such sums to remedy any default incurred by SCL in connection with the Investment Agreement.

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 £ NIL

The date on which the assistance is to be given is within 8 weeks of the date of this statutory declaration.

Please do not write in the margin

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

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

I/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) [I/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) ~~[It is intended to commence the winding-up of the company within 12 months of that date, and I/we have formed the opinion that the 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.

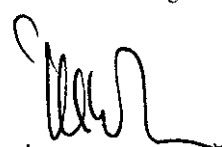

Declared at Birmingham by

JAMES ROSS (Gen - MGR)
Glasgow by Paul Stern and
Alexander Ross

the 27th day of October

one thousand nine hundred and ninety seven

Declarants to sign below


Alexander Ross


before me ALISTAR HARRIS Alistar Harris

SUSAN MARY KELLY Susan Kelly

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 CF4 3UZ
DX 33050 Cardiff - 1

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh EH1 2EB
DX ED235

your reference

our reference

Auditors' report to the directors of Florence Clothiers (Scotland) Limited pursuant to section 156(4) of the Companies Act 1985

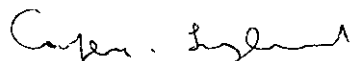
We have examined the attached statutory declaration of the directors of Florence Clothiers (Scotland) Limited ('the Company') dated 27 October 1997 in connection with the proposal that the Company should give financial assistance for the purchase of the 35,000 ordinary shares of £1 each, 4,700 'A' ordinary shares of £1 each and 405,000 'A' ordinary shares of 1p each of Florence Clothiers (Scotland) Limited.

Basis of opinion

We have enquired in to the state of the Company's affairs in order 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.



Coopers & Lybrand

Chartered Accountants and Registered Auditors
Glasgow

27 October 1997