

# G

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

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write in  
this margin

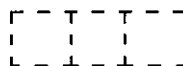
Pursuant to section 155(6) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number



FC125259

\*Insert full name  
of company

Name of company

\* SKIBO LIMITED

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

†Insert name(s) and  
address(es) of all  
the directors

~~xx/We~~† Peter John de Savary and Lucille Lanette de Savary ~~BOTH OF:-~~

BATHEALTON COURT

BATHEALTON

TANTON

SOMERSET

TA4 2AJ

§Delete as  
appropriate

~~xx/the sole director~~† all the directors§ of the above company (hereinafter called 'this company') do  
solemnly and sincerely declare that:

The business of this 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†

This company ~~is~~† ~~the~~† ~~holding company of~~†

~~which~~†

proposing to give financial assistance in connection with the acquisition of shares  
in ~~this company~~†

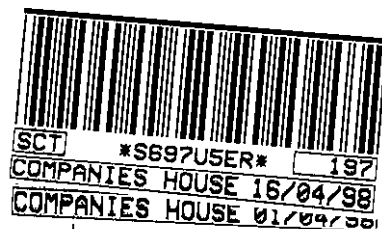
~~the holding company of this company~~†

Presentor's name address and  
reference (if any):

Evans Dodd Solicitors  
5 Balfour Place, Mount St  
London W1Y 5RG

For official use  
General Section

Post room



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  
write in  
this margin

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

The number and class of the shares acquired or to be acquired is: all of the issued share capital of their Company

The assistance is to be given to: (note 2) WB Skibo Investment Limited care of Westbrook Partners LLC, 13155 Noel Road, LB54, Suite 2300, Dallas, Texas 75240

The assistance will take the form of:

The discharge of the debt due to Carnegie International Limited in the sum of £10,960,744 by capitalisation of £6,710,744 and repayment of £4,280,000 in cash.

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

\*Delete as  
appropriate

WB Skibo Investment Limited care of Westbrook Partners LLC, 13155 Noel Road, LB54, Suite 2300, Dallas, Texas 75240

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

1. Carnegie will discharge its second ranking Standard Security on this Company's property.
2. The Company will enter into a Facility Agreement and Second Standard Security with Haarlemmer Houd BV of Tesselschadestraat 4-12, 1054 E.T. Amsterdam to secure £4,250,000.
3. The loan is for a period of five years and interest is charged at 6% per annum.

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is \_\_\_\_\_

The amount of cash to be transferred to the person assisted is £ \_\_\_\_\_

The value of any asset to be transferred to the person assisted is £ \_\_\_\_\_

Please do not  
write in  
this margin

The date on which the assistance is to be given is 16<sup>th</sup> March 1998

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

~~XX~~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)

†Delete either (a) or  
(b) as appropriate

(a) ~~XX~~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)

~~XX~~†It is intended to commence the winding up of the company within 12 months of that date, and ~~XX~~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 ~~XX~~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 5 Balfour Place  
Mount Street, London W1Y 5RG

the 13<sup>th</sup> day of March  
one thousand nine hundred and ninety eight

before me

J Waller

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

PDS X [Signature]  
LDS X [Signature]

**JULIET WALLER, Solicitor**

46 Mount Street, Mayfair  
London W1Y 5RD

## 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.



The Solicitors' Law Stationery Society plc, Paulton House, 8 Shepherdess Walk, London N1 7LB

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**Companies G155(6)(b)**

**AUDITORS' REPORT TO THE DIRECTORS OF SKIBO LIMITED  
PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985**

We have examined the attached statutory declaration of the directors dated 13 March 1998 in connection with the proposal that the company should give financial assistance for the purchase of 6,720,744 of the company's ordinary shares.

**Basis of opinion**

We have enquired into 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.

*MacKenzie Kerr*

MacKenzie Kerr  
Registered auditors  
Redwood  
19 Culduthel Road  
Inverness  
IV2 4AA

Date: 13 March 1998