

COMPANIES FORM No. 155(6)b

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

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

Please complete bold block lettering Name of company

To the Registrar of Companies (Address overleaf - Note 5)

For official use

Company number

1526882

legibly, preferably in black type, or

Note Please read the

notes on page 3 before completing this form

Haydock Finance Limited

*Insert full name of company

±/We ø

Jonathan Harper Wilkinson of Montford Hall, Cuckstool Lane, Fence, Burnley, B12 9NZ

address(es) of all the directors

øinsert name(s) and Derek Robert Scott Lamond of 48 Langlook Road, Crookston, Glasgow, G53 7NP

John William Blanchflower of 'Sirius', Crimbles Lane, Cockerham, Lancaster, LA2 0ET

+Delete as appropriate

the sole directors[all the directors] tof the above company (hereinafter called 'this company') do solemnly and sincerely declare that:

The business of the company is:

§ Delete whichever is inapproprate

(a) without of adjusting its example and flicensed institution) is within the meaning of the Banking Act 1979 & x

anxing urancex business in the kinited Kingdom § x

(c) something other than the above§

The company is [the][a] holding company of* Ignition Vehicle Management Limited (company number 4131778) whose registered office is at 20 Devon Square, Newton Abbot, Devon, TQ12 2HR ("Ignition") which is proposing to give financial assistance in connection with the acquisition of shares in [this company][

the holding company of this company lt

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

Gordons Solicitors Riverside West Whitehall Road Leeds LS1 4AW DX 729680 LEEDS 68 For official Use (10/03) General Section Post room 19/03/05 COMPANIES HOUSE

The assistance is for the purpose of [that acquisition] [reducing xxxxischarging xxxiiabilit x incurred for the purpose of that acquisition]. The assistance is for the purpose of [that acquisition] acquisition [treducing xxxxischarging xxxiiabilit x incurred for the purpose of [that acquisition] acquisition [treducing xxxxiischarging xxxiischarging xxxiiischarging xxxiiischarging

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: 2,112,000 Ordinary Shares of 1 pound each 6,000,000 A Preference Shares of 1 pound each 9,000,000 C Redeemable Preference Shares of 1 pound each

The assistance is to be given to: (note 2)

Haydock Finance Holdings Limited (company number 5307810) whose registered office is at Challenge House, Challenge Way, Greenbank Business Park, Blackburn, BB1 5QB ("Holdings")

The assistance will take the form of:

The execution and delivery by the Company, Holdings and Ignition of a cross guarantee ("the Cross Guarantee") in favour of the Governor and the Company of the Bank of Scotland ("BoS")

The person who has acquired will acquire the shares is: Holdings

†Delete as appropriate

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

The Cross Guarantee provides for each of the Company, Holdings and Ignition to guarantee all monies and liabilities at any time due, owing or incurred from or by each of them to BoS including monies advanced to Holdings by BoS to assit in financing the acquisition by Holdings of shares in the capital of the Company

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

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

Please do not write in this margin

Please complete legibly, preferably in black type, or bold block lettering The date on which the assistance is to be given is 15 March 2005 or within 8 weeks 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)

- *Delete either (a) or (b) as appropriate
- (a) [4]/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)
- x, at the text that we determined the second and th auting the properties of side of all the contractions are the contractions are the properties of the contraction of the contrac 12 months of the commencement of the winding xxx. * (note 3)

And \(\frac{1}{2}\) 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

6 lackken

Declarants to sign below

Day Month Year before me

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on Molacy Kinhi 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.
- The auditor's 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:-

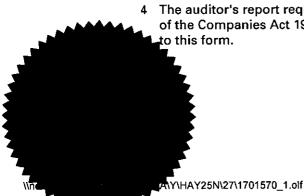
The Registrar of Companies Companies House Crown Way Cardiff **CF14 3UZ**

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



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AUDITORS' REPORT TO THE DIRECTORS OF HAYDOCK FINANCE LIMITED PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985 CHARTERED ACCOUNTANTS

ARABESQUE HOUSE MONKS CROSS DRIVE HUNTINGTON - YORK YO32 9GW

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- (f) 01904 464111
- (e) info@garbutt-elliott.co.uk
- www.garbutt-elliott.co.uk

We have examined the attached statutory declaration of the directors dated 15 March 2005 in connection with the proposal that Ignition Vehicle Management Limited should give financial assistance for the purchase of 2,112,000 Ordinary shares of £1 each, 6,000,000 A Preference shares of £1 each and 9,000,000 C Preference shares of £1 each of Haydock Finance Limited

Basis of opinion

We have enquired into the state of Haydock Finance Limited'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 is unreasonable in all the circumstances.

Garbutt & Elliott Limited

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Registered Auditors

15 March 2005

Arabesque House Monks Cross Drive Huntington York YO32 9GW

