

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

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

For official use

Company number

1526882

Name of company

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

\*  
Haydock Finance Limited

\*Insert full name  
of company

1/We ~~are~~

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

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

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 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 [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~~

Presenter'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



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

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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 assist 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

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legibly, preferably  
in black type, or  
bold block lettering

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

M

The date on which the assistance is to be given is 15 March 2005 or within 8 weeks  
hereof

~~1/~~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) ~~1/~~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 1/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 ~~1/~~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

Blackburn

Declarants to sign below

on Day Month Year  
15 03 2005

before me

*[Signature]*

A Commissioner for Oaths or Notary Public or Justice of  
the Peace or a Solicitor having the powers conferred on  
a Commissioner for Oaths.

*[Signature]*

*[Signature]*  
*[Signature]*  
*[Signature]*

## 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 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



**Garbutt  
Elliott**

CHARTERED ACCOUNTANTS

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

ARABESQUE HOUSE  
MONKS CROSS DRIVE  
HUNTINGTON - YORK YO32 9GW

☎ 01904 464100

☎ 01904 464111

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🌐 [www.garbutt-elliott.co.uk](http://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*

**Garbutt & Elliott Limited**  
Registered Auditors

15 March 2005

Arabesque House  
Monks Cross Drive  
Huntington  
York  
YO32 9GW

Also at: 2 STABLE COURT • BEECHWOODS • ELMETE LANE • ROUNDHAY • LEEDS LS8 2LQ

☎ 0113 273 9600 ☎ 0113 273 9601 ✉ [info@garbutt-elliott.co.uk](mailto:info@garbutt-elliott.co.uk)



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