

Appendix 1 to Form 155(6)b

Names and Addresses of all Directors of JERROLD HOLDINGS LIMITED

(number 02939389)

Gary Derek Beckett	27 Hollybank Droylsden Manchester M43 7SP
Marc Richard Goldberg	57 Hampstead Drive Whitefield Manchester M45 7YA
Henry Neville Moser	7th Floor Bracken House Charles Street Manchester M1 7BD
Joseph Michael Shaoul	20 Hazelmere Avenue Hale Barns Altrincham Cheshire WA15 0AU

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Appendix 2 to Form 155(6)b

Number and class of shares to be acquired

The following will be acquired by the Buyers by way of subscription:

1,705,700 A preferred ordinary shares of 50p each

449,959 B1 ordinary shares of 49.9p each

21,507 C1 ordinary shares of 1p each

The following will be acquired by way of a normal acquisition:

8,699,953 A preferred ordinary shares of 50p each

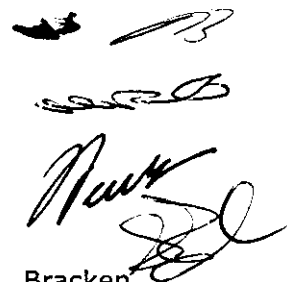
2,295,015 B1 ordinary shares of 49.9p each

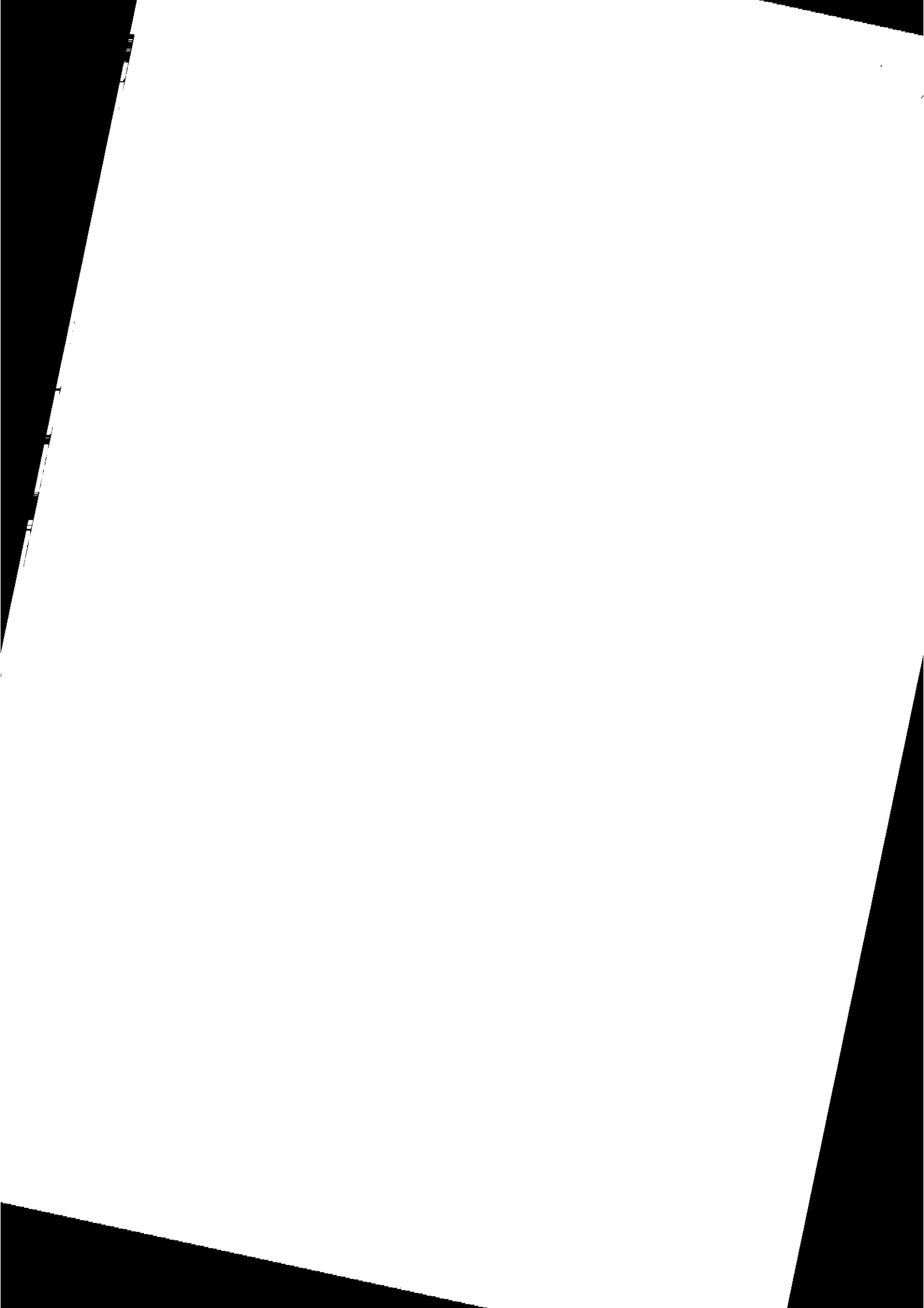
109,695 C1 ordinary shares of 1p each

Appendix 3 to Form 155(6)b

Name of persons to whom the assistance is given

JERROLD HOLDINGS LIMITED (company number 02939389) of 6th floor, Bracken House, Charles Street, Manchester, M1 7BD (the "Company")

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Appendix 4 to Form 155(6)b

**The form of the financial assistance to be given by Blemain Finance Limited
(number 01185052) (the "Subsidiary")**

The entry into by the Subsidiary of the arrangements listed and described at paragraph 1 below (or the documents referred to therein or relating thereto) as the same may be amended, increased, novated and/or replaced, varied, supplemented or substituted from time to time, which will be entered into, directly or indirectly, in connection with the acquisition (which, for these purposes, includes a subscription of shares) of 30% of the issued share capital of the Company by certain funds managed by Barclays Private Equity Limited (the "Buyers") by its present shareholders Henry Neville Moser, Barrie Stephen Pollock and Henry Neville Moser and Dorah Leah Moser as joint shareholders and trustees of the Mrs DL Moser 1995 Settlement No.1 (the "Trust") (together the "Seller") pursuant to a sale and purchase agreement and a shareholders agreement signed today and each made between the Seller and the Buyers (the "Acquisition").

In connection with the Acquisition, the Subsidiary will make the following payments:

1. the sum of £94,000 payable to Eversheds LLP and £116,325 payable to Deloitte & Touche LLP in respect of their professional fees for, inter alia, the Acquisition (the "Transaction Fee");
2. the sum of £3,945,486 by way of bonus payments (the "Bonus Payment"); and
3. the sum of £668,847 payable to the managers of the Target group in relation to their income tax liability arising from being gifted shares in the Company (the "Tax Bonus Payments")

(together the Transaction Fee, the Bonus Payment and the Tax Bonus Payments being the "Payments")

Appendix 5 to Form 155(6)b

Principal terms on which financial assistance will be given by the Subsidiary

Terms defined in Appendices 3 and 4 have the same meaning in this Appendix 5

By making the Payments the Subsidiary will be taking value out of the Subsidiary and providing financial assistance to the Company in connection with the Acquisition. The Payments will reduce the net assets of the Subsidiary to the extent of such payments but the Payments will be made out of distributable profits of the Subsidiary.

JS
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24

INDEPENDENT AUDITORS' REPORT TO THE DIRECTORS OF JERROLD HOLDINGS LIMITED ("THE COMPANY") PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

We have examined the attached statutory declaration of the directors of the Company dated 15 September 2006 in connection with the proposal that the Company's subsidiary Blemain Finance Limited should give financial assistance in connection with the acquisition of shares of the Company.

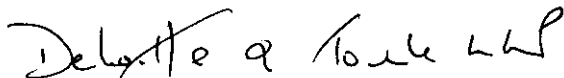
This report is made solely to the directors of the Company for the purpose of section 156(4) of the Companies Act 1985. Our work has been undertaken so that we might state to the directors of the Company those matters that we are required to state to them in an auditors' report under that section and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company, for our work, for this report, or for the opinions that we have formed.

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.



Deloitte & Touche LLP
Chartered Accountants and Registered Auditors
Manchester
Date: 15 September 2006