



Companies House

for the record

# 155(6)a

CHWP000

Please do not  
write in  
this margin

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

## Declaration in relation to assistance for the acquisition of shares

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

To the Registrar of Companies

Company number

244 804

Name of company (in full)

WILSON CONNOLLY LIMITED

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

X We Graeme McCallum  
Richard Morbey

Ø insert name(s) and  
address(es) of all  
the directors

all of 2 Princes Way, Solihull, West Midlands B91 3ES

~~the sole director~~ [all the directors]† of the above company do solemnly and sincerely declare that:

† delete as  
appropriate

The business of the company is:

~~(a) that of a banking company or insurance company §~~

(b) something other than the above §

§ delete whichever  
is inappropriate

The company is proposing to give financial assistance in connection with the acquisition of shares in

the ~~company~~ [company's holding company Wilson Connolly Holdings

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: 209,398,641 ordinary shares  
of 25 pence each

You do not have to give any contact  
information in the box opposite but if you  
do, it will help Companies House to contact  
you if there is a query on the form. The  
contact information that you give will be  
visible to searchers of the public record..

Slaughter and May

One Bunhill Row, London EC1Y 8YY

MEMH/SRN/KICK Tel 020 7600 1200

DX number

DX exchange



A18  
COMPANIES HOUSE

0453  
06/04/04

When you have completed and signed the form please send it to the Registrar  
of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ

DX 33050 Cardiff

for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

DX 235 Edinburgh

for companies registered in Scotland

or LP - 4 Edinburgh 2

The assistance is to be given to: (note 2) See Annex 1.

Please do not  
write in  
this margin

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

The assistance will take the form of:

See Annex 2.

The person who [has acquired] ~~[will acquire]~~† the share is:

† delete as  
appropriate

Taylor Woodrow plc

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

See Annex 3.

The amount of cash to be transferred to the person assisted is £ 537,048,000.

The value of any asset to be transferred to the person assisted is £ 537,048,000 as at 31/12/2003.

The date on which the assistance is to be given is On or about 30 April 2004.

Please do not  
write in  
this margin

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

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

~~X~~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) ~~X~~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 ~~X~~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 2 PRINCESS WAY  
SEELHURST  
WEST MIDLANDS

Declarants to sign below

Day Month Year  
on 

01	04	20	14
----	----	----	----

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]

## 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.

# ANNEX 1

The assistance is to be given to:

<b>Party:</b>	<b>Capacity:</b>
1. Taylor Woodrow plc of 2 Princes Way, Solihull, West Midlands B91 3ES	Acquiror of the entire issued ordinary share capital of Wilson Connolly Holdings Limited.
2. Taylor Woodrow Developments Limited of 2 Princes Way, Solihull, West Midlands B91 3ES	Transferee under the Transfer (as defined in Annex 2).
3. Wilson Connolly Holdings Limited of 2 Princes Way, Solihull, West Midlands B91 3ES	Borrower under the Loan (as defined in Annex 2).
4. Taylor Woodrow plc of 2 Princes Way, Solihull, West Midlands B91 3ES	Borrower under the On-Loan (as defined in Annex 2).

Signature of Declarants:

.....  
.....

Declared before me on 1<sup>st</sup> April 2004

.....

## ANNEX 2

The assistance will take the form of:

1. An intra-group business transfer (the "Transfer") from Wilson Connolly Limited to Taylor Woodrow Developments Limited (a wholly-owned subsidiary of Taylor Woodrow plc) on the terms set out in Annex 3 (paragraph 1) constituting financial assistance within section 151(2) and sections 152(1)(a)(i) and/or 152(1)(a)(iv) for the purpose of the acquisition by Taylor Woodrow plc of shares in Wilson Connolly Holdings Limited.
2. An intra-group loan (the "Loan") from Wilson Connolly Limited to Wilson Connolly Holdings Limited followed, by an intra-group on-loan (the "On-Loan") from Wilson Connolly Holdings Limited to Taylor Woodrow plc of all or part of the cash received pursuant to the Loan (as well as all or part of the cash in hand held by Wilson Connolly Holdings Limited and monies received by Wilson Connolly Holdings Limited under a similar intra-group loan from The Lifebuilding Company Limited), both the Loan and the On-loan being on the terms set out in Annex 3 (paragraphs 2 and 3 respectively) constituting financial assistance within section 151(2) and section 152(1)(a)(iii) for the purpose of the acquisition by Taylor Woodrow plc of shares in Wilson Connolly Holdings Limited.

Signatures of Declarants:

.....  
.....

Declared before me on 1st April 2004

.....

### ANNEX 3

1. The principal terms of the Transfer (as defined in Annex 2) are as follows:
  - (i) Wilson Connolly Limited transfers its housing and development business (the "Business") and all of its undertaking and assets relating to or used in the Business (the "Assets") to Taylor Woodrow Developments Limited for a sum equal to the aggregate net book value of the Assets as at 31 December 2003 (the "Consideration").
  - (ii) The Consideration is payable in cash on or about 30 April 2004.
2. The principal terms of the Loan (as defined in Annex 2) are as follows:
  - (i) Wilson Connolly Limited shall make available to Wilson Connolly Holdings Limited an amount of up to £537,048,000.
  - (ii) Interest shall be payable by Wilson Connolly Holdings Limited to Wilson Connolly Limited at a rate of, initially, the base rate of the group's principal banks less 0.25 per cent. and thereafter at such rate as the parties may from time to time agree.
  - (iii) The Loan will be repayable on demand.
3. The principal terms of the On-Loan (as defined in Annex 2) are as follows:
  - (i) Wilson Connolly Holdings Limited shall make available to Taylor Woodrow plc an amount of up to £561,061,135.
  - (ii) Interest shall be payable by Taylor Woodrow plc to Wilson Connolly Holdings Limited at a rate of, initially, the base rate of the group's principal banks less 0.25 per cent. and thereafter at such rate as the parties may from time to time agree.
  - (iii) The On-Loan will be repayable on demand.

Signatures of Declarants:

.....  
.....

Declared before me on 1st April 2004

.....



KPMG Audit Plc

Altius House  
One North Fourth Street  
Milton Keynes MK9 1NE  
United Kingdom

The Directors  
Wilson Connolly Limited  
2 Princes Way  
Solihull  
West Midlands  
B91 3ES

1 April 2004

Dear Sirs

**Auditors' report to the directors of Wilson Connolly Limited pursuant to Section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors dated 1 April 2004 in connection with the proposal that the company should give financial assistance for the purchase of 209,398,641 ordinary shares of 25 pence each of Wilson Connolly Holdings Limited.

This report is made solely to the company's directors as a body in accordance with section 156(4) of the Companies Act 1985. Our work has been undertaken so that we as the company's auditors might state to the company's directors those matters we are required to state to them in a report under section 156(4) of that Act 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 and the company's directors as a body for our work under section 156(4) of that Act or for this report.

We have enquired into the state of the company's affairs in order to review the bases for the statutory declaration.

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.

Yours faithfully

*KPMG Audit Plc*

KPMG Audit Plc

Registered Auditors

