

G

COMPANIES FORM No. 155(6)a

Declaration in relation to assistance for the acquisition of shares.

155(6)a

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

For official use

Company number

| | | | |
|--|--|--|--|
| | | | |
|--|--|--|--|

363473

Name of company

* BONDS PAINTING LIMITED

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

*Insert full name of company

†/We† CHRISTOPHER JOHN HAMMOND OF 17 ROCK HILL, MANSFIELD, NOTTINGHAMSHIRE, NG18 2JP

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

JOHN DAVID BROWN OF GREGORY AVENUE, MAPPERLEY, NOTTINGHAM,

NOTTINGHAMSHIRE, NG3 6BW

MAURICE STOKES OF THE DRIVE, BROOMEDGE LYUM, CHESHIRE, WA13 0SF

§Delete as appropriate

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

The business of the company is:

‡Delete whichever is inappropriate

CS (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 proposing to give financial assistance in connection with the acquisition of shares in the [company] ~~[company's holding company]~~ *CS*

‡

The assistance is for the purpose of [that acquisition] ~~[reducing or discharging a liability incurred for the purpose of that acquisition]~~§ *CS*

The number and class of the shares acquired or to be acquired is: 100,000 ORDINARY SHARES
AT £1.00 EACH

Presenter's name, address and reference (if any):

EKING MANNING
44 THE ROPEWALK
NOTTINGHAM
NG1 5EL

REF : GW

For official use

General Section

Post room



A02 *A6QDR3GT* 48
COMPANIES HOUSE 05/02/98

The assistance is to be given to: (note 2) GAVCO 133 LIMITED WHOSE REGISTERED OFFICE
IS SITUATED AT 44 THE ROPEWALK, NOTTINGHAM, NG1 5EL.

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:

PLEASE SEE SCHEDULE ONE

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

GAVCO 133 LIMITED

*Delete as
appropriate

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

PLEASE SEE SCHEDULE TWO

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

The date on which the assistance is to be given is 29th January 19 98.

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

I/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) [I/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 I/we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

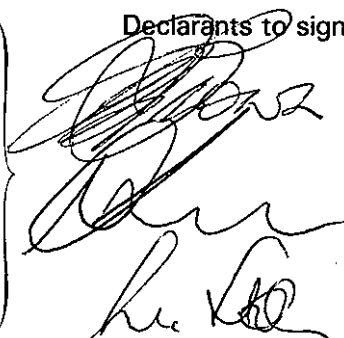
Declared at 44 THE ROSEWALK
NORWICH

the 29th day of JANUARY
One thousand nine hundred and ninety eight

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.

Declarants to sign below



NOTES

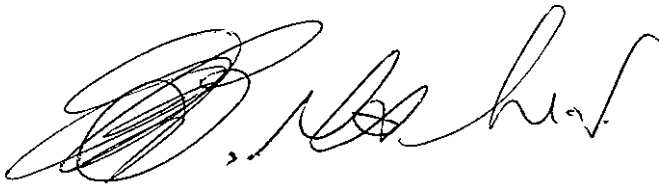
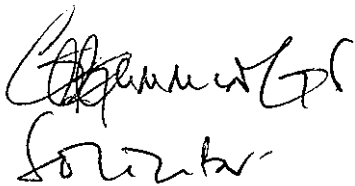
- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should 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.

SCHEDULE ONE

Company name: Bonds Painting Limited

Company number: 363473

1. The guarantee ("the Guarantee") from Bonds Painting Limited ("the Company") to the Bank of Scotland ("the Bank") guaranteeing the indebtedness of Gavco 133 Limited ("the Purchaser") to the Bank.
2. A debenture in favour of the Bank over the fixed and floating assets of the Company to secure all liabilities of the Company to the Bank including the liability of the Company in respect of the Guarantee.
3. A support agreement ("the Support Agreement") entered into between the Purchaser (1) the company and others (2) and 3i Group Plc ("3i") (3).

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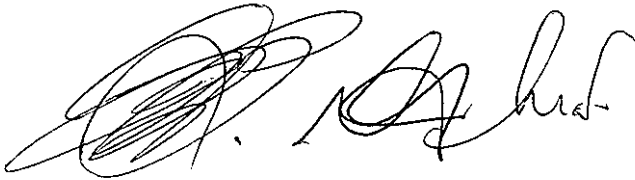
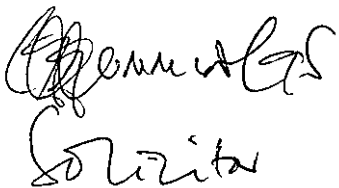
SCHEDULE TWO

Company name: Bonds Painting Limited

Company number: 363473

1. The Guarantee in favour of the Bank provides for the Company to guarantee all the liabilities of the Purchaser and the liabilities of the other companies named in the Guarantee to the Bank.
2. The debenture creates fixed and floating charges over all the assets of the Company.
3. The Support Agreement provides that the Company shall from time to time lend monies to the Purchaser to enable the Purchaser to meet its obligations to 3(i) in respect of a loan from 3i to the Purchaser to assist the Purchaser in the purchase of the whole of the issued share capital of the Company.

CP

A large, stylized handwritten signature in black ink, appearing to be 'P. A. H.' or similar, with a large loop at the end.A handwritten signature in black ink, appearing to be 'P. A. H.' or similar, with a large loop at the end.
Solicitor

29 January 1998

To: The Directors

Bonds Painting Limited

Dear Sirs,

Financial Assistance for the Acquisition of Shares

We have enquired into the state of affairs of Bonds Painting Limited ("the Company") in connection with the proposal that it give financial assistance as described in the attached statutory declaration for the purpose of the acquisition of shares in the Company.

We are not aware of anything to indicate that the opinions expressed by the directors in the attached statutory declaration as to any of the matters mentioned in Section 156(2) of the Companies Act 1985 are unreasonable in all the circumstances.

Yours faithfully



Ashgates

