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COMPANIES FORM No. 155(6)a  
**Declaration in relation to  
assistance for the acquisition  
of shares**

155(6)a

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

[ ] [ ] [ ] [ ] [ ] [ ]

614248

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

Name of company

\* Bellwinch Homes Limited

\* insert full name  
of company

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

\*/We § (see Schedule 1)

† delete as  
appropriate

§ delete whichever  
is inappropriate

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

The business of the company is:

~~(a) that of a (recognised bank) (licensed institution)† within the meaning of the Banking Act 1979;~~

~~(b) that of a person authorised under section 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] Bellwinch Limited†

The assistance is for the purpose of [that acquisition] ~~[reducing or discharging a liability incurred for the purpose of that acquisition];†~~

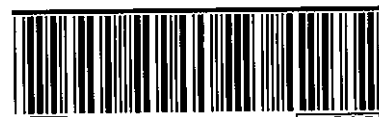
The number and class of the shares acquired or to be acquired is: (see Schedule 2)

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

Travers Smith Braithwaite  
10 Snow Hill  
London  
EC1A 2AL

For official Use  
General Section

Post room



A19 \*AYTRUCQ0\* 613  
COMPANIES HOUSE 05/01/99

DX 79 London/City  
SAJ/SZB

The assistance is to be given to: (note 2) (see Schedule 3)

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

The assistance will take the form of:

(see schedule 4)

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

† delete as  
appropriate

Kier Group plc

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

(see Schedule 5)

The amount of cash to be transferred to the person assisted is £ Zero

The value of any asset to be transferred to the person assisted is £ Zero

The date on which the assistance is to be given is 23rd December 1998

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

\*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) ~~\*/~~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 The Shrubbery, Church  
Street, St. Neots,  
Cambridgeshire  
the 22nd day of December  
one thousand nine hundred and ninety eight  
before me James Knight  
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

[Signature]  
[Signature]  
[Signature]  
S. S. White

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.
- 5 The address for companies registered in England and Wales or Wales is:-  
  
The Registrar of Companies  
Companies House  
Crown Way  
Cardiff  
CF4 3UZ  
  
or, for companies registered in Scotland:-  
  
The Registrar of Companies  
37 Castle Terrace  
Edinburgh  
EH1 2EB

**ANNEXURES TO FORM 155(6) a/b**

**SCHEDULE 1**

**Mr Robert William Gregory**

**The Sycamores  
5 Park Road  
St Ives  
Cambridgeshire  
PE17 4JR**

**Mr Roger Peter Page**

**31 Duck Street  
Elton  
Peterborough  
Cambridgeshire  
PE8 6RQ**

**Mr Denis Frederick Lomas**

**"Denewood"  
25 Carlton Road  
Caversham Heights  
Reading  
Berkshire  
RG4 7NT**

**Mr Steven James Whitehead**

**35 Love Lane  
Pinner  
Middlesex  
HA5 3EE**

ANNEXURES TO FORM 155(6) a/p

SCHEDULE 2

- 45,185,939 Ordinary Shares of 25 pence each.

ANNEXURES TO FORM 155(6) a/p

SCHEDULE 3

- Kier Group Plc, Tempsford Hall, Sandy, Bedfordshire, SG19 2BD.

ANNEXURES TO FORM 155(6) a/b

SCHEDULE 4

- A guarantee ("the Guarantee") securing the liabilities of Kier Group plc and its subsidiary companies of the Kier Group Plc (collectively referred to as "the Group") to National Westminster Bank Plc ("the Bank"), arising pursuant to the facilities in existence between the Bank and the companies forming the Group.

ANNEXURES TO FORM 155(6) a/b

SCHEDULE 5

- The Guarantee secures all liabilities whosoever incurred (including all liabilities present, future, actual and/or contingent, and whether incurred solely severally jointly and as principal or surety and all legal and other costs and expenses on a full indemnity basis) of the Group to the Bank, the Bank may call for payment under the Guarantee on demand.
- Interest is payable by the Company under the terms of the Guarantee.





KPMG Audit Plc

9th Floor  
1 Canada Square  
Canary Wharf  
London E14 5AG  
United Kingdom

Tel +44 (0) 171-311 1000  
Fax +44 (0) 171-311 3311  
Telex 8811541 KPMGLO G  
DX 38050 Blackfriars

The Directors  
Bellwinch Homes Limited  
Malcolm House  
Empire Way  
Wembley  
Middlesex HA9 0LW

Your ref

Our ref wrcm/592

Contact Bill Meredith  
0171-311 6407

23 December 1998

Dear Sirs

**Bellwinch Homes Limited: Financial Assistance**

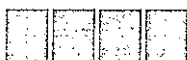
We have examined the attached statutory declaration of the directors dated 22 December 1998 in connection with the proposal that the company should give financial assistance for the purchase of the company's ordinary shares. We have enquired into the state of the company's affairs in order to review 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 Auditor



Member firm of  
KPMG International

KPMG Audit Plc is  
registered to carry on audit  
work by the Institute of  
Chartered Accountants  
in England and Wales

Registered in England  
Number 3110745  
Registered office  
8 Salisbury Square,  
London EC4Y 8BB

