

CHFP025

155(6)a

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

Company number

□ □ □ □ □

0064015

Name of company

* BRYANTS NURSERIES LIMITED

~~X~~We o RICHARD JOHN BRYANT OF SCOTT HOUSE, 22 CHESHAM ROAD, BOVINGDON,
HERTFORDSHIRE HP3 0ED

CHARLES BRYANT OF MEADOW FARM, SHANTOCK LANE, BOVINGDON, HERTFORDSHIRE
HP3 0NG

MICHAEL WILLIAM DANIEL BRYANT OF 6 HYDE LANE, BOVINGDON, HEMEL
HEMPSTEAD, HERTFORDSHIRE HP3 0EG

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

The business of the company is

[illegible]

(c) something other than the above §

The company is proposing to give financial assistance in connection with the acquisition of shares in the [company] ~~XXXXXXXXXXXXXXXXXXXX~~

The assistance is for the purpose of [that acquisition] b6
b7C

b6
b7C †

The number and class of the shares acquired or to be acquired is 2,500 Ordinary Shares of £1

For official Use
General Section

DX 130460 Luton 10
Ref CJB/BRY00084/2

Page 1



The assistance is to be given to (note 2) BRYANTS NURSERIES LIMITED whose registered office
is at Water Lane, Bovington, Hertfordshire HP3 0NA

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

A Debenture being granted to Lloyds TSB and a charge being taken over the property of the company by Lloyds TSB who will provide to the company £200,000 in relation to the charge and £100,000 overdraft facility in relation to the Debenture. These funds will be partly or fully used by the company to purchase its own shares from Ian Paul Bryant a current shareholder of the company

The person who ~~XXXXXXXXXX~~ [will acquire] † the shares is

† delete as
appropriate

BRYANT NURSERIES LIMITED whose registered office is at Water Lane, Bovington,
Hertfordshire HP3 0NA

The principal terms on which the assistance will be given are

The company will purchase the entire shareholding of Ian Paul Bryant for a total of £500,000 which is being partly funded by Lloyds TSB who are taking security over the company as outlined above. The Company will also purchase from Ian Paul Bryant the freehold property being part of land at Elmcote, Water Lane, Bovington, Hertfordshire HP3 0NA for a consideration of £25,000.

The amount of cash to be transferred to the person assisted is £ 300,000

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 August 2008

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

[illegible]

hillierhopkins LLP

incorporating **Badger Hakim** (London)



Chartered Accountants
and Tax Advisers

PRIVATE

The Directors
Bryants Nurseries Limited
Water Lane
Bovingdon
Herts
HP3 0NA

Our Ref (please quote in your correspondence)

JB/BRYANTS/JB-1081758

Your Ref

Date

28 August 2008

Direct Dial

01923 809406

Direct Fax

01442 206061

Dear Sirs

**INDEPENDENT AUDITOR'S REPORT TO THE DIRECTORS OF
BRYANTS NURSERIES LIMITED (Company Number: 640145) (the
"Company") PURSUANT TO SECTION 156(4) OF THE COMPANIES
ACT 1985**

We have examined the attached statutory declaration of the directors dated 28 August 2008 in connection with the proposal that the Company should give financial assistance for the purchase of 25% of the entire issued share capital in the Company.

Basis of opinion

We have enquired into the state of the Company's affairs in order to review the basis 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.

Yours faithfully

Hillier Hopkins LLP

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INVESTOR IN PEOPLE



CHARTERED
TAX ADVISERS



UK200Group

Hillier Hopkins LLP, registered as a
Limited Liability Partnership in
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Registered to carry on audit work
by the Institute of Chartered
Accountants in England & Wales
and authorised and regulated by
the Financial Services Authority

A list of members of the LLP is
available at the above addresses