

CHFP025

Please do not write in this margin **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
ın black type, or
bold block lettering

Note

Please read the notes on page 3 before completing this form

- * insert full name of company
- ø insert name(s) and address(es) of all the directors

To the	Regis	strar	of C	om	pan	es
(Addre	ess o	verl	eaf	- No	ote	5)

For official use Company number

0064015

Name of company

BRYANTS NURSERIES LIMITED

XWe g RICHARD JOHN BRYANT OF SCOTT HOUSE, 22 CHESHAM ROAD, BOVINGDON, HERTFORDSHIRE HP3 0ED

CHARLES BRYANT OF MEADOW FARM, SHANTOCK LANE, BOVINGDON, HERTFORDSHIRE HP3 ONG

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

f delete as appropriate

§ delete whichever is inappropriate **precipitation** [all the directors] † of the above company do solemnly and sincerely declare that The business of the company is

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(c) something other than the above §

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

XXXXXXXXXX

The number and class of the shares acquired or to be acquired is

2,500 Ordinary Shares of £1

Presentor's name address and reference (if any) Taylor Walton Solicitors 28-44 Alma Street Luton, Bedfordshire LU1 2PL

DX 130460 Luton 10 Ref CJB/BRY00084/2



The assistance is to be given to (note 2) <u>BRYANTS NURSERIES LIMITED whose registered office</u> is at Water Lane, Bovingdon, Hertfordshire HP3 ONA	write in this margin Please complete legibly, preferabl 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 XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX	f delete as appropriate	
BRYANT NURSERIES LIMITED whose registered office is at Water Lane, Bovingdon, Hertfordshire HP3 ONA	_	
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 propety being part of land at Elmcote, Water Lane, Bovingdon, Hertfordshire HP3 ONA for a consideration of £25,000.		
	J	
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	Page 2	

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) WWe 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)

And Nowe make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Declarants to sign below

Declared at

64 Claverdon Road, Walfard, MoAS WD17 IDA

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on

a Commissioner for Oaths

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 CF14 3UZ

or, for companies registered in Scotland -

The Registrar of Companies 37 Castle Terrace Edinburgh EH1 2EB

hillierhopkins LLP

incorporating Badger Hakim (London)



PRIVATE

The Directors **Bryants Nurseries Limited** Water Lane Bovingdon Herts HP3 ONA

Our Ref (please quote in your correspondence) JB/BRYANTS/JB-1081758

Date

Your Ref

28 August 2008

Direct Dial 01923 809406

Direct Fax 01442 206061

Dear Sirs

INDEPENDENT AUDITOR'S REPORT TO THE DIRECTORS 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

e-mail john barker@hhllp co uk

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