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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

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991460
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Name of company

* TAMWOOD PROPERTY SERVICES LIMITED
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Note Please read the notes on page 3 before completing this form

\*Insert full name of company

I/Wet JULIAN EARNEST MILLIGAN of.
12, MARINERS DRIVE
SNED PARK
BRISTOL BS9 1QA AND
JAMES ROBERT BENNETT of.
40 DOON ROAD
WOLFELD
BRISTOL BS7 0DG.

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

§Delete as appropriate

LY

~~[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

LY

- LY
- (a) ~~that of a [recognised bank] [licensed institution]§ within the meaning of the Banking Act 1979†~~
- LY (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†

LY

The company is proposing to give financial assistance in connection with the acquisition of shares in the  
LY ~~[company]~~ [company's holding company]

LY

TAMWOOD BUILDERS SUPPLIES 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: FIFTY THOUSAND  
ORDINARY SHARES OF £1 EACH IN THE CAPITAL OF TAMWOOD  
BUILDERS SUPPLIES LIMITED

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

BARTONS  
P.O. Box 191  
BRISTOL BS9 9QA

For official use  
General Section

Post room



A31  
COMPANIES HOUSE

\*AK5ZE3BQ\*

0579  
18/08/01

The assistance is to be given to: (note 2) KELLAWAY BUILDING SUPPLIES LIMITED  
(COMPANY NO 2118777) whose registered office is at 176-180,  
KELLAWAY AVENUE HORFIELD BRISTOL BS 6 7YL.

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 SEPARATE PAPER

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

\*Delete as  
appropriate

KELLAWAY BUILDING SUPPLIES LIMITED whose registered office is at  
176-180, KELLAWAY AVENUE HORFIELD BRISTOL BS 6 7YL

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

by ~~The entering into by the company of a legal charge.~~

SEE SEPARATE PAPER

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 15th August 19 2001

Please do not  
write in  
this margin

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

1Delete either (a) or  
(b) as appropriate

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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 Shrewsbury  
Gloucestershire  
the 15 day of August 2001  
One ~~thousand nine hundred and~~  
before me h. Yung

Declarants to sign below

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

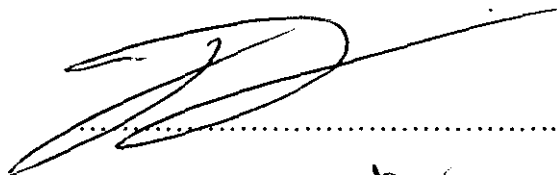
- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should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



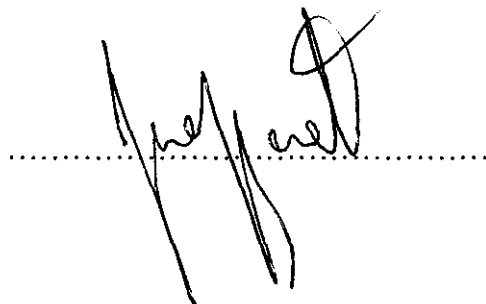
This is the Paper Apart to the foregoing companies Form 155(6)a by Tamwood Property Services Limited (the "Company") signed by Julian Ernest Milligan and James Robert Bennett in respect of the financial assistance to be given by the Company for the acquisition of shares in Tamwood Builders Suppliers Limited (the "Tamwood Builders") the Company's holding company.

The assistance will take the form of and the principle terms on which the assistance will be given are as follows:

1. the entering into by the Company of a composite guarantee and debenture (the "**Guarantee and Debenture**") in favour of Barclays Bank Plc (the "**Bank**") in terms of which the Company unconditionally guarantees among other matters the payment or discharge of sums due to the Bank by Kellaway Building Supplies Limited ("**Kellaway**") (the ultimate holding company of the Company) and all of Kellaway's other subsidiaries and grants a debenture in favour of the Bank certain fixed and floating charges over its whole property and undertaking in respect of amounts borrowed by Kellaway pursuant to a medium term loan facility agreement ("**Medium Term Loan Facility Agreement**") a confidential invoice discounting facility ("the CIDF Agreement") and an overdraft facility ("the Overdraft Facility") each of which was between Kellaway and the Bank for the acquisition by Kellaway of the entire issued share capital of the Tamwood Builders.
2. the entering into by the Company of an intercreditor deed (the "**Intercreditor Deed**") in favour of the Bank in terms of which the Company, Tamwood Builders and Kellaway unconditionally confirm subordination of a loan given by Ernest Milligan to Kellaway and other sums due to Ernest Milligan from the group companies to the interests of the Bank and to restrict repayments of such loan and other sums in certain circumstances.
3. the entering into by the Company of a legal charge (the "**Legal Charge**") granting a first legal charge in favour of the Bank over the Company's freehold property The Saw Mills Ryeford Stonehouse ("the **Property**")



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**AUDITORS' REPORT TO THE DIRECTORS OF TAMWOOD PROPERTY SERVICES LIMITED PURSUANT TO SECTION 156 (4) OF THE COMPANIES ACT 1985 (the "Act")**

We have examined the attached statutory declaration of the directors of Tamwood Property Services Limited (the "Company") dated 15th August 2001 in connection with the proposal the company should give financial assistance for the purchase of 100 per cent of the Ordinary Shares in the Company.

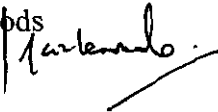
**Basis of opinion**

We have enquired into the state of the Company's affairs in order to review the bases 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 Act is unreasonable in all the circumstances.

Hazlewoods



Date: