

155(6)a

CHFP021

Please do not
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Pursuant to section 155(6) of the Companies Act 1985

Declaration in relation to assistance for the acquisition of shares

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

To the Registrar of Companies

Company number

1243054

Name of company (in full)

COLAMET MANUFACTURING LIMITED

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

I/We ☒ IAN LETHAM OF 15 ALEXANDRA PARK, LENZIE G66 5BH

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

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

† delete as
appropriate

The business of the company is:

(a) ~~that of a banking company or insurance company~~

§ delete whichever
is inappropriate

(b) 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] COLAMET LIMITED (Registration Number 4071460)

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: 300,002 ORDINARY SHARES OF £1 EACH

You do not have to give any contact
information in the box opposite but if you
do, it will help Companies House to contact
you if there is a query on the form. The
contact information that you give will be
visible to searchers of the public record.

BISHOPS SOLICITORS LLP

2 BLYTHSWOOD SQUARE

GLASGOW G2 4AD

Tel 0141 248 4672

DX number 11

DX exchange GLASGOW



A34
COMPANIES HOUSE

229
17/08/2006

When you have completed and signed the form please send it to the Registrar
of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ

DX 33050 Cardiff

for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

DX 235 Edinburgh

for companies registered in Scotland

or LP - 4 Edinburgh 2

The assistance is to be given to: (note 2) Roof-Fix Supplies Limited (Company Number SC155451)
and having its Registered Office at Abercorn House, 79 Renfrew Road, Paisley PA3 4DA ("the
Purchaser")

Please do not
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*Please complete
legibly, preferably
in black type, or
bold block lettering*

The assistance will take the form of:

The Company and the Subsidiaries entering into an Inter-Company Corporate Guarantee in favour of the bank to guarantee the obligations of the Group to the Bank. The Existing Securities already granted by the Company and the Subsidiaries in favour of the Bank being extended to secure the Group's obligations to the Bank.

The Company and the Subsidiaries executing the Working Capital Facility Letter.

All capitalised terms have the meaning given in Annexure 2 to this Form 155(6)(a)

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

delete as
appropriate

The Purchaser

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

See Annexure 1

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 within 8 weeks of 2 August 2006

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) ~~[I/We intended to commence the winding up of the company within 12 months of the date on which 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 Glasgow

Declarants to sign below

on

Day	Month	Year
02	08	2006

before me James A. M. H. C.

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.

COLAMET MANUFACTURING LIMITED

COMPANY NUMBER 1243054

ANNEXURES TO FORM 155(6)(a)

ANNEXURE 1

The principal terms on which the assistance is given are as follows:-

1. Facilities Letters

Pursuant to the terms of the Facilities Letters:-

- 1.1 the Bank provide to the Purchaser the Term Loan Facility;
- 1.2 the Bank provide to the Purchaser and the Group the Working Capital Facility; and
- 1.3 the Company undertakes to discharge its own liabilities and guarantees the obligations of each other company in the Group.

2. The Inter-Company Corporate Guarantee

Pursuant to the terms of the Inter-Company Corporate Guarantee, each company in the Group undertake to guarantee and discharge their own and the obligations of each other company in the Group owed to the Bank.

3. The Existing Securities

Pursuant to the terms of the Inter-Company Corporate Guarantee the Existing Securities already granted by the Company and the Subsidiaries to the Bank are extended to secure the Group's obligations to the Bank.

Without prejudice to the foregoing, in entering into the various documents referred to above the Company is entering into obligations and assuming liabilities and giving security in connection with the acquisition of shares in the Company and may in the future be called upon pursuant to any of the documents referred to in this declaration to discharge obligations and/or liabilities arising in connection with the acquisition of shares in the Company.

All capitalised terms have the meaning given in Annexure 2 to this Form 155(6)(a).

COLAMET MANUFACTURING LIMITED

COMPANY NUMBER 1243054

ANNEXURES TO FORM 155(6)(a)

ANNEXURE 2

In this Form 155(6)(a), and all its annexures, the following terms shall have the following meanings:-

"Bank"	means the Governor and Company of the Bank of Scotland
"Company"	means Colamet Limited
"Inter-Company Corporate Guarantee"	means the Guarantee to be entered into between, inter alia, the Purchaser, the Company and the Subsidiaries.
"Facilities Letters"	means the Facilities Letters to be entered into between, inter alia, the Purchaser and the Bank for the provision of the Term Loan Facility and the Working Capital Facility.
"Group"	means at any time the Purchaser and any Company which is a Subsidiary of the Purchaser, the Company and the Subsidiaries, and "Group Company" means any of them.
"Guarantor"	has the meaning ascribed thereto in the Inter-Company Corporate Guarantee.
"CML"	means Colamet Manufacturing Limited (Company Number 1243054), having its registered office at Library Chambers, 48 Union Street, Hyde, Cheshire SK14 1ND
"ML"	means Moonwalk Limited (Company Number 893382) having its Registered Office at Library Chambers, 48 Union Street, Hyde, Cheshire SK14 1ND
"Working Capital Facility"	means the secured working capital facility granted to the Group by the Bank pursuant to the Facility Letters.
"Purchaser"	has the meaning ascribed thereto on Page 2 of this Form 155(6)(a)

"Working Capital Facility Letter"	means: the facility letter for the provision of the Working Capital Facility.
"Subsidiary"	means: (i) a subsidiary as defined in Section 736 of the Companies Act 1985; and (ii) a subsidiary undertaking as defined in Section 258 and Schedule 10A of the Companies Act 1985;
"Subsidiaries"	means CML and ML
"Term Loan Facility"	means the term loan facility to the Purchaser by the Bank pursuant to the Facilities Letters.
"Existing Securities"	means the Debenture by the Company in favour of the Bank for all sums due and to become due registered 25/04/2001; the Debenture by CML in favour of the Bank for all sums due and to become due registered 11/08/1990 and the Debenture by ML in favour of the Bank for all sums due and to become due registered 6/03/1978 and the corporate guarantee between the Company and the Subsidiaries in favour of the Bank.

REGISTERED OFFICE:

ABERCORN HOUSE, 79 RENFREW ROAD, PAISLEY, PA3 4DA.

TEL: 0141 887 7811 • FAX: 0141 887 7753



The Directors
Colamet Manufacturing Limited
Library Chambers
48 Union Street
Hyde
Cheshire
SK14 1ND

2nd August 2006

Dear Sirs

Colamet Manufacturing Limited ("the Company")

We have examined the attached statutory declaration of the Directors dated 2nd August 2006 in connection with the proposal that the Company should give financial assistance for the purchase of the entire issued share capital of the Company's holding company, Colamet Limited.

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 the matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Milne Craig
Chartered Accountants
Registered Auditors

2nd August 2006



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www.milnecraig.co.uk



Email:
mcc.admin@milnecraig.co.uk
Legal Post LP3 Paisley 3

MILNE CRAIG LIMITED, SC 269396

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