

# G

CHWP000

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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 letteringTo the Registrar of Companies  
(Address overleaf - Note 5)

For official use

Company number

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01476705

Name of company

\* BLICK TELEFUSION COMMUNICATIONS LIMITED

Note  
Please read the notes  
on page 3 before  
completing this form.\* insert full name  
of companyØ insert name(s) and  
address(es) of all  
the directors

I/We Ø Bruce Ginnever of The Forge, Meysey Hampton, Cirencester, GL7 5JS, together with  
Peter William Hallitt who is making the declaration on the date hereof which together with this  
declaration is the statutory declaration required by Section 155(b)a

† delete as  
appropriate

~~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

- (a) ~~that of a recognised bank~~ [licensed institution]† within the meaning of the Banking Act 1970;  
(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§

The company is proposing to give financial assistance in connection with the acquisition of shares in  
the [company] [company's holding company] Stanley Security Solutions - Europe

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: 31,637,692 ordinary shares of £0.05  
each

Presentor's name address and  
reference (if any) :For official Use (10/03)  
General Section

Post room

ED1  
COMPANIES HOUSELD2  
COMPANIES HOUSE

\*EUEHU1BA\*

\*LQTJS1BR\*

0157  
23/12/040221  
23/12/04

The assistance is to be given to: (note 2) The Stanley Works

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

The assistance will take the form of:

See Schedule 1

The person who [has acquired][~~will acquire~~]<sup>†</sup> the share is:

<sup>†</sup> delete as  
appropriate

SWK (UK) Limited

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

See Schedule 2

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 the date hereof or within 8 weeks of the date hereof.

Please do not  
write in  
this margin

Please complete  
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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) [~~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)

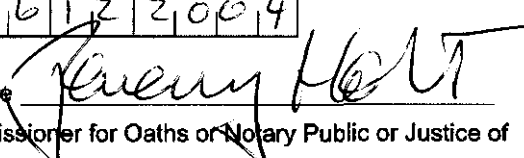
And I/we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at BUCK HOUSE, BRAMBLE  
ROAD, SWINDON, WILTSHIRE  
SN2 8ER

Declarants to sign below



Day Month Year  
on 16 12 2004

before me   
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

DX 33050 Cardiff

or, for companies registered in Scotland:-

The Registrar of Companies  
37 Castle Terrace  
Edinburgh  
EH1 2EB

DX 235 Edinburgh

or LP-4 Edinburgh 2

Blick Telefusion Communications Limited (company number: 1476705) (the "Company")

**Schedule 1 to the Statutory Declaration dated 16<sup>th</sup> December 2004**

The execution, delivery and performance by the Company of its obligations under an intercompany loan to be dated on or about the date hereof between the Company and The Stanley Works ("**Intercompany Loan**") pursuant to which the Company agrees to make a loan facility available to The Stanley Works.

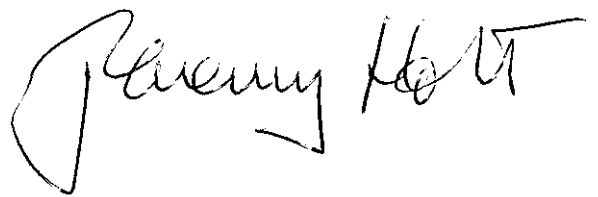
*Jeremy Holt*

Blick Telefusion Communications Limited (company number: 1476705) (the "Company")

**Schedule 2 to the Statutory Declaration dated 16<sup>th</sup> December 2004**

**1. The Intercompany Loan**

The Company agrees to lend no more than £25,000,000 to The Stanley Works in order to, amongst other things, reduce the liabilities of The Stanley Works incurred by it for the purposes of the purchase of the issued share capital of a holding company of the Company. The amounts lent by the Company to The Stanley Works outstanding thereunder are repayable on demand and subject to interest at a rate equal to 12 months London interbank offer rate plus 0.5%.



**INDEPENDENT AUDITORS' REPORT TO THE DIRECTORS OF BLICK TELEFUSION  
COMMUNICATIONS LIMITED PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985**

We have examined the attached statutory declaration of the directors dated 16 December 2004, prepared in accordance with applicable United Kingdom law, in connection with the proposed financial assistance to be given by Blick Telefusion Communications Limited 'the company' for reducing or discharging a liability incurred for the purchase of 31,637,692 ordinary shares in Stanley Security Solutions - Europe Limited.

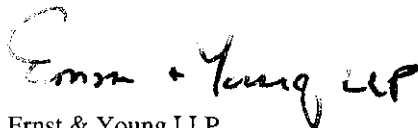
This report is made solely to the directors in accordance with Section 156(4) of the Companies Act 1985. Our work has been undertaken so that we might state to the directors those matters we are required to state to them in an auditors' report under section 156(4) and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the directors, for our audit work, for this report, or for the opinions we have formed.

**Basis of opinion**

We have enquired into the state of affairs of the company so far as necessary 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 Companies Act 1985 is unreasonable in all the circumstances.



Ernst & Young LLP  
Registered Auditor  
Bristol  
16 December 2004

# G

## COMPANIES FORM No. 155(6)(a)

### Declaration in relation to assistance for the acquisition of shares

# 155(6)a

CHWP000

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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

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01476705

Name of company

\* BLICK TELEFUSION COMMUNICATIONS LIMITED

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

\* insert full name of company

I/We Ø Peter William Hallitt of The Mistral, Lower Busker Farm, Busker Lane, Scissett, Huddersfield

HD8 9JU together with Bruce Ginnever who is making the declaration on the date hereof which

together with this declaration is the statutory declaration required by Section 155(b)a

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

† delete as appropriate

~~(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

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

(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§

The company is proposing to give financial assistance in connection with the acquisition of shares in the ~~[company]~~ [company's holding company] Stanley Security Solutions - Europe

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: 31,637,692 ordinary shares of £0.05 each

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

For official Use (10/03)  
General Section

Post room

The assistance is to be given to: (note 2) The Stanley Works

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bold block lettering

The assistance will take the form of:

See Schedule 1

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

† delete as  
appropriate

SWK (UK) Limited

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

See Schedule 2

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 hereof or within 8 weeks of the date hereof.



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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)

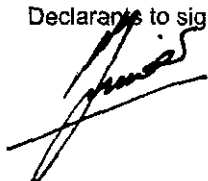
(a) [I/We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date]\* (note 3)

(b) ~~[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 Black House, Bramble  
Road, Swindon, SN4 8ER

Declarant to sign below



Day Month Year  
on 16 12 2004

before me Jeremy Holt  
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.

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or, for companies registered in Scotland:-

The Registrar of Companies  
37 Castle Terrace  
Edinburgh  
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DX 235 Edinburgh

or LP-4 Edinburgh 2

Blick Telefusion Communications Limited (company number: 1476705) (the "Company")

**Schedule 1 to the Statutory Declaration dated 16<sup>th</sup> December 2004**

The execution, delivery and performance by the Company of its obligations under an intercompany loan to be dated on or about the date hereof between the Company and The Stanley Works ("Intercompany Loan") pursuant to which the Company agrees to make a loan facility available to The Stanley Works.

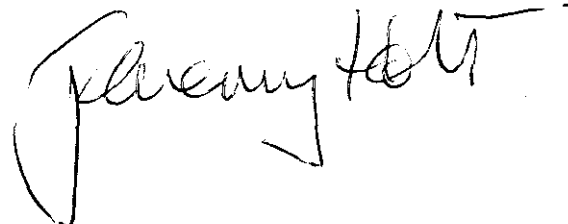
*Jeremy Holt*

Blick Telefusion Communications Limited (company number: 1476705) (the "Company")

**Schedule 2 to the Statutory Declaration dated 16<sup>th</sup> December 2004**

**1. The Intercompany Loan**

The Company agrees to lend no more than £25,000,000 to The Stanley Works in order to, amongst other things, reduce the liabilities of The Stanley Works incurred by it for the purposes of the purchase of the issued share capital of a holding company of the Company. The amounts lent by the Company to The Stanley Works outstanding thereunder are repayable on demand and subject to interest at a rate equal to 12 months London interbank offer rate plus 0.5%.

A handwritten signature in black ink, appearing to read 'Jeremy Holt', is located in the bottom right corner of the page.

**INDEPENDENT AUDITORS' REPORT TO THE DIRECTORS OF BLICK TELEFUSION  
COMMUNICATIONS LIMITED PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985**

We have examined the attached statutory declaration of the directors dated 16 December 2004, prepared in accordance with applicable United Kingdom law, in connection with the proposed financial assistance to be given by Blick Telefusion Communications Limited 'the company' for reducing or discharging a liability incurred for the purchase of 31,637,692 ordinary shares in Stanley Security Solutions - Europe Limited.

This report is made solely to the directors in accordance with Section 156(4) of the Companies Act 1985. Our work has been undertaken so that we might state to the directors those matters we are required to state to them in an auditors' report under section 156(4) and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the directors, for our audit work, for this report, or for the opinions we have formed.

**Basis of opinion**

We have enquired into the state of affairs of the company so far as necessary 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 Companies Act 1985 is unreasonable in all the circumstances.



Ernst & Young LLP  
Registered Auditor  
Bristol  
16 December 2004