

# G

CHWP000

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## COMPANIES FORM No. 155(6)b

### Declaration by the directors of a holding company in relation to assistance for the acquisition of shares

# 155(6)b

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

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

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 his declaration is the statutory declaration required by Section 155(b)a

† delete as  
appropriate

~~the sole director~~ [all the directors]† of the above company (hereinafter called 'this company') do  
solemnly and sincerely declare that:

§ delete whichever  
is inappropriate

The business of the company is:

- (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 ~~the [a] holding company of\*~~ Blick U.K. Limited

which is

proposing to give financial assistance in connection with the acquisition of shares

in ~~this company~~ Stanley Security Solutions - Europe Limited

the holding company of this company.†

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

For official Use (10/03)  
General Section

Post room



LD2  
COMPANIES HOUSE

0226  
23/12/04

The assistance is for the purpose of ~~(that acquisition)~~ [reducing or discharging a liability incurred for the purpose of that acquisition].† (note 1)

Please do not  
write in  
this margin

The number and class of the shares acquired or to be acquired is: 31,637,692 ordinary shares of £0.05 each

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

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

The assistance will take the form of:

See Schedule 1

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

† delete as  
appropriate

SWK (UK) Limited

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

See Schedule 2

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is Nil

The amount of cash to be transferred to the person assisted is £ Nil

The amount of any assets to be transferred to the person assisted is £ Nil

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

The date on which the assistance is to be given is the date hereof or within 8 weeks of the date hereof.

I/We have formed the opinion, as regards this 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 this 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 this company within 12 months of that date, and I/we have formed the opinion that this 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 SNIZ 2ER

Declarants to sign below

Day Month Year  
on 16 12 2004

before me

Reuben 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.

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 Blick UK Limited of its obligations under an intercompany loan to be dated on or about the date hereof between Blick UK Limited and The Stanley Works ("**Intercompany Loan**") pursuant to which Blick UK Limited agrees to make a loan facility available to The Stanley Works.

*Penney H 15*

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**

Blick UK Limited 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 Blick UK Limited 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 of Blick Telefusion Communications Limited ("the Company") dated 16 December 2004, prepared in accordance with applicable United Kingdom Law, in connection with the proposal that the Company's subsidiary should give financial assistance for reducing or discharging a liability incurred for the purchase of 31,637,692 ordinary shares in Stanley Security Solutions – Europe Limited.

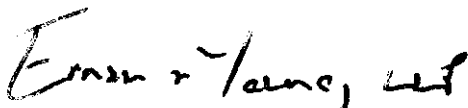
This report is made solely to the directors in accordance with Section 156(4) of the Companies Act 1985. Our work has been undertaken so that we might state to the directors those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted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

**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 Companies Act 1985 is unreasonable in all the circumstances.



Ernst & Young LLP  
Registered Auditor  
Bristol

16 December 2004

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## COMPANIES FORM No. 155(6)b

### Declaration by the directors of a holding company in relation to assistance for the acquisition of shares

# 155(6)b

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

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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

Ø 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 (hereinafter called 'this company') do  
solemnly and sincerely declare that:

§ delete whichever  
is inappropriate

The business of the company is:

- (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 ~~[the]~~ [a] holding company of\* Blick U.K. Limited

\_\_\_\_\_ which is  
proposing to give financial assistance in connection with the acquisition of shares  
in ~~[this company]~~ Stanley Security Solutions - Europe Limited  
\_\_\_\_\_ the holding company of this company.]†

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

For official Use (10/03)  
General Section

Post room

The assistance is for the purpose of ~~[that acquisition]~~ [reducing or discharging a liability incurred for the purpose of that acquisition].† (note 1)

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The number and class of the shares acquired or to be acquired is: 31,637,692 ordinary shares of £0.05 each

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

The assistance will take the form of:

See Schedule 1

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

† delete as  
appropriate

SWK (UK) Limited

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

See Schedule 2

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is Nil

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



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bold block lettering

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

The date on which the assistance is to be given is the date hereof or within 8 weeks of the date hereof.

I/We have formed the opinion, as regards this 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 this 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 this company within 12 months of that date, and I/we have formed the opinion that this 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 BLICK HOUSE, BRAMBLE  
ROAD, SWINDON, WILTSHIRE  
SN2 8ER

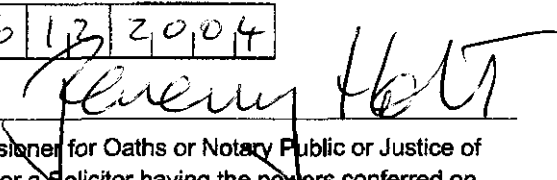
Declarants to sign below



on 

Day	Month	Year
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.
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- 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 Blick UK Limited of its obligations under an intercompany loan to be dated on or about the date hereof between Blick UK Limited and The Stanley Works ("**Intercompany Loan**") pursuant to which Blick UK Limited 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**

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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 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 work, for this report, or for the opinions we have formed.

**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 Companies Act 1985 is unreasonable in all the circumstances.



Ernst & Young LLP  
Registered Auditor  
Bristol

16 December 2004