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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

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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1509772

Name of company

*Insert full name
of company

* BARNSTON HOLDINGS LIMITED

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

†We†

Veronica Mary Eccles of 74 High Street, Great Dunmow, Essex CM6 1AP

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

Richard Eccles of 74 High Street, as above

§ Delete as
appropriate

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

The business of this 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 ‡

This company is [the] ~~an~~ holding company of*

FRIDAY PROPERTIES LIMITED

which is

proposing to give financial assistance in connection with the acquisition of shares
in [this company]

~~the holding company of this company~~ s

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

Browne Jacobson
44 Castle Gate
Nottingham NG1 7BJ
DX 10007 NOTTINGHAM
Ref: RECC01

For official use
General Section



Please do not
write in
this margin

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

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

Barnston Holdings Limited
Chelmsford Row
Dunmow
Essex CM6 1LP

The execution by Friday Properties Limited ("FPL") of a legal charge over its property at Chelmsford Road, Dunmow, Essex in favour of The Royal Bank of Scotland plc (the "Bank") to secure amounts owing by Barnston Holdings Limited to the Bank in relation to the purchase of shares referred to above.

*Delete as appropriate

Barnston Holdings Limited (own share purchase)

The charge creates a fixed charge over the property of FPL at Chelmsford Road, Dunmow, Essex.

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

Page 2

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write in
this margin

Please complete
legibly, preferably
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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 within 8 weeks of this declaration 19xxx

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

44 Carnegie
Nottingham

the 29th day of

June

one thousand nine hundred and two thousand

Declarants to sign below

Waleg
R. Waleg

before me

Natalie Toren

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.

Newman & Partners

CHARTERED ACCOUNTANTS

REGISTERED AUDITOR

13 WESTON ROAD SOUTHEND-ON-SEA ESSEX SS1 1AS

Tel: 01702 349555/333545 Fax: 01702 433406 Email: southend@newmans.demon.co.uk website: www.newmanandpartners.com

Our Ref:

PAS/HJW/6022

Your Ref:

Date: 29 June 2000

The Directors
Barnston Holdings Limited
Chelmsford Road
Great Dunmow
Essex
CM6 1LP.

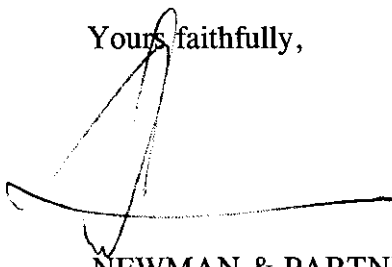
Dear Sirs,

Financial assistance for the acquisition of shares

We have enquired into the state of affairs of Barnston Holdings Limited ("the Company") in connection with the proposal that Friday Properties Limited, its subsidiary, give financial assistance as described in the attached statutory declaration for the purpose of the acquisition of shares in the Company.

We are not aware of anything to indicate that the opinions expressed by the Directors in the attached statutory declaration as to any of the matters mentioned in section 156(2) of the Companies Act 1985 are unreasonable in all the circumstances.

Yours faithfully,



NEWMAN & PARTNERS

Partners:

David W Riseman FCA
Ashok Koshal B.Com.(Hons) FCA
David M Finn ACA

Paul A Stafford MAAT ACCA
Himmat V Patel FCA

Harold M Newman FCA, FSP, MIPA
Neela Chohan FCA
Paresh Radia BA (Hons) ACA

Kenneth C Keller FCA
Roger K Nyman B.Sc. (Hons) FCA

Managers:

Simon J Kalms (Computer Bureau)
Gill Leach (Accountancy)

Registered to carry on audit work and authorised to carry on investment business by the Institute of Chartered Accountants in England and Wales. Licensed Insolvency Practitioner.

And at Harrow, Middlesex