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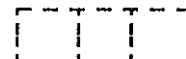
Pursuant to section 155(6) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number



2925784

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

Name of company

* Channel Electric Equipment Holdings Limited

*Insert full name
of company

x/Wet Michael James Edmonds of Bath Road, Thatcham, Berkshire, RG18 3SI;

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

Richard James Gilbert of Bath Road, Thatcham, Berkshire, RG18 3SI;

and

Maureen Theresa Minx of Bath Road, Thatcham, Berkshire, RG18 3SI

§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]

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: 115,000 ordinary shares of £1
each, 55,370 preferred ordinary shares of £1 each and 194,630 preference shares of £1 eachPresentor's name, address and
reference (if any):Eversheds
10 Newhall Street
Birmingham
B3 3LX

For official use

General Section

Post room

KLO *KRNWK311* 1393
COMPANIES HOUSE 21/01/98DX: 13004 BIRMINGHAM 1
LAJ/28 Bircorp 94495

The assistance is to be given to: (note 2) LPA Industries PLC, whose registered office is
at Tudor Works, PO Box 15, Debden Road, Saffron Walden, Essex, CB11 4AN

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legibly, preferably
in black type, or
bold block
lettering

The assistance will take the form of:

the entering into of a supplemental agreement ("the Agreement") by (1) the Company, (2) AIR-LB International SA ("AIR-LB Int") and (3) AIR-LB SA ("AIR-LB") pursuant to which the Company is obliged to make a payment of the sum of £301,250 to AIR-LB Int.

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

LPA Industries PLC

*Delete as
appropriate

The principal terms on which assistance will be given are:

the Company will be obliged to pay the sum of £301,250 pursuant to the Agreement in instalments, the first such instalment being the sum of £101,250 due on 31 March 1999, and the two remaining instalments of £100,000 on 1 January 2000 and 1 January 2001

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 not after [8 week period] 19 98

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

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

~~1/~~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) ~~1/~~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 1/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 ~~1/~~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 160 ALDERSGATE STREET
LONDON EC1A 4DD

the 20TH day of JANUARY

One thousand nine hundred and NINETY-EIGHT

before me G. HARRIS GERAINT RHYS HARRIS
SOLICITOR

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

Declarants to sign below

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.

REPORT OF THE AUDITORS TO THE DIRECTORS OF CHANNEL ELECTRIC
EQUIPMENT HOLDINGS LIMITED PURSUANT TO SECTION 156(4) OF THE
COMPANIES ACT 1985

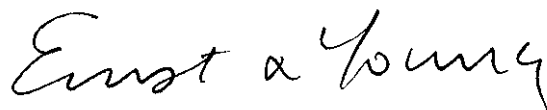
We have examined the attached statutory declaration of the directors dated 20th January 1988 in connection with the financial assistance proposed to be given by Channel Electric Equipment Holdings Limited ("the company") in connection with proposed purchase of 100% of the share capital of the company by LPA Industries Plc.

BASIS OF OPINION

We have enquired into the company's state of affairs so far as necessary for us 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 the attached 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
Chartered Accountants
Registered Auditor
Southampton