

Declaration in relation to assistance for the acquisition of shares

155(6)a

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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

3714398

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

Name of company

* BLACK AUTOMATIC CONTROLS LIMITED

* Insert full name
of company

1/1/86 ALAN EVANS OF 36 BARONS WAY, COMBERTON, CAMBRIDGE, CB3 7DR
DAVID MARTIN OF 159 SAPLEY ROAD, HARTFORD, HUNTINGDON,
CAMBRIDGESHIRE, PE29 1YT

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

† delete as appropriate

~~XXXXXXXXXXXX~~ [all the directors]† of the above company do solemnly and sincerely declare that:

The business of the company is:

§ delete whichever
is inappropriate

[illegible]

(c) something other than the above§

The company is proposing to give financial assistance in connection with the acquisition of shares in the [company] [XXXXXXXXXXXXXXXXXXXX]

The assistance is for the purpose of ~~XXXXXXXXXXXX~~ (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:

63,461 Preferred Ordinary Shares of 10p each;

958,404 "A" Preference Shares of 10p each; 423,077 Deferred Shares; 10,938 Ordinary Shares; 85,073 "B" Preference Shares of 10p each

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

Memery Crystal
31 Southampton Row
London
WC1B 5HT
Ref: 210898
156 Chancery Lane

For official Use
General Section



A17
COMPANIES HOUSE
COMPANIES HOUSE

0437
11/05/02
0223
27/04/02

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

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

(Company registration no: 4320125) whose registered office is situated at Unit 3, Bydand Lane, Little Paxton, Huntingdon, PE19 6EG.

The assistance will take the form of:

Financial assistance will be provided by Black Automatic Controls Limited ("BAC") to Marchplan Ltd ("Marchplan") in connection with the acquisition by Marchplan of the entire issued share capital of BAC ("the Share Purchase").

The financial assistance to be given by BAC will take the form of the execution and delivery by BAC of:-

- Composite Cross Guarantee to be entered into, inter alia, by (1) Marchplan, BAC, Black Technigas Limited and (2) National Westminster Bank ("NatWest").

Marchplan has entered into a facility agreement with NatWest dated 27 March 2002 under which NatWest has made available to Marchplan a term loan of up to £1.4 million (the "Facility Agreement") in connection with the Share Purchase. NatWest has also granted (and/or may grant) to Marchplan an overdraft facility dated 27 March 2002 (the "Overdraft Facility"). It is a condition of the Facility Agreement that each of Marchplan, BAC and Black Technigas Limited enter into the Composite Guarantee, that Marchplan, enter into a Debenture and that the debentures currently existing for BAC and Black Technigas Limited remain in place, securing all obligations and liabilities of each of Marchplan, BAC and Black Technigas Limited including those under the Facility Agreement and the Overdraft Facility.

1. The continuing debenture by BAC is financial assistance by BAC.
2. A hive up of the business of Black Technigas Ltd to BAC at book value will have been concluded immediately prior to the Share Purchase. A further hive up from BAC to Marchplan at book value is intended to take place on 31 March 2002. These two hive ups at book value and on inter company account may constitute the provision of financial assistance by BAC under section 151 of the Companies Act 1985.
3. The entry by BAC into the Composite Cross Guarantee will constitute the provision of financial assistance by BAC under section 151 of the Companies Act 1985 for the purpose of reducing or discharging a liability incurred for the purpose of share purchase.

The person who ~~XXXXXX~~ will acquire the shares is:

delete as
appropriate

MARCHPLAN LIMITED

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

Under the Composite Guarantee, BAC jointly and severally guarantees to discharge on demand all the obligations of each debtor, with those obligations being all liabilities to the bank of any kind and in any currency (whether present or future, actual or contingent and whether incurred alone or joining with another) together with the bank's charges and commission, interest and expenses payable by each debtor.

Under the proposed hive up agreement from BAC to Marchplan, BAC will transfer its business and assets at book value which will remain outstanding as an interest free inter-company loan repayable on demand.

The existing mortgage debenture by BAC to NatWest dated 31 March 1999 secures the liabilities of BAC and contains a specific equitable charge over all freehold and leasehold properties and floating charges over the undertaking and all property present and future.

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 28 March 2002

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☒ 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)

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

(a) ☒ 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)

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

(b) ~~It is intended to commence the winding up of the company within 12 months of the date, and 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 ☒ 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 352 SILBURY COURT
SILBURY BULEVARD
MERTON LONDON

Declarants to sign below

Day Month Year
on

2	3	0	3	2	0	0	2
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before me Richard Woods
Richard Woods
A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

A. Hve

Richard Woods

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

or, for companies registered in Scotland:-

The Registrar of Companies
37 Castle Terrace
Edinburgh
EH1 2EB



MAZARS NEVILLE RUSSELL
Chartered Accountants

PRIVATE & CONFIDENTIAL

Our ref DJE/GJH/B0260/wab/020307

The Directors
National Westminster Bank plc
Corporate Business Centre
10 St Peters Street
St Albans
AL1 3LY

Telephone 01582 700700

28 March 2002

Dear Sirs

REPORT BY THE AUDITORS OF BLACK AUTOMATIC CONTROLS LIMITED TO NATIONAL WESTMINSTER BANK PLC

This report is given in accordance with the terms of our engagement letter dated 26 March 2002 in connection with the proposed arrangement whereby Black Automatic Controls Limited ("the Company") will give financial assistance in relation to the purchase of its own shares, particulars of which are given in the attached copy of the statutory declaration made this day by the directors pursuant to section 155(6) of the Companies Act 1985 ("the Act").

The purpose of this report is solely to assist National Westminster Bank plc in considering whether the proposed arrangement is permitted under section 155(2) of the Act and it is not intended to be used, quoted or referred to for any other purpose.

We have examined the Board Memorandum dated 28 March 2002, a copy of which is attached, initialled by us for the purpose of identification, for which the directors are solely responsible and have enquired into the Company's state of affairs so far as necessary for us to review the basis for the Board Memorandum. Our work did not constitute an audit under the provisions of the Act.

We confirm that as at the close of business on 28 February 2002 the aggregate of the Company's assets as stated in its accounting records exceeds the aggregate of its liabilities as so stated.

We are not aware of anything to indicate that the opinion expressed in paragraph 2 of the Board Memorandum is unreasonable in all the circumstances.

Yours faithfully

Mazars Neville Russell

Mazars Neville Russell

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REGISTERED TO CARRY ON AUDIT WORK BY THE INSTITUTE OF CHARTERED ACCOUNTANTS IN ENGLAND AND WALES.

**REPORT OF THE AUDITORS TO THE DIRECTORS OF BLACK
AUTOMATIC CONTROLS LIMITED PURSUANT TO SECTION 156(4) OF
THE COMPANIES ACT 1985**

We have examined the attached statutory declaration of the directors dated 28 March 2002 in connection with the proposed financial assistance to be given by Black Automatic Controls Limited ("the company") for the purchase of the whole of the issued ordinary share capital of the company by Marchplan Limited.

Basis of opinion

We have enquired into the state of affairs of the company 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.



Mazars Neville Russell
Chartered Accountants
and Registered Auditors

28 March 2002