

CHFP025

Please do not
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155(6)a

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

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

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

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

For official use

— — — — —

Company number

04039888

Name of company

* Westway Cooling Ltd

* insert full name
of company

XWe o Carl Alan Brooks of 31 Denham Lane, Chalfont St Peter, Buckinghamshire,
SL9 0EP; and

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

Christopher Lister of Craig Hall, Church Road, Woburn Sands, Milton
Keynes, Bedfordshire, MK17 8TJ

† 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 [that acquisition] XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX
XXXXXXXXXXXXXXXXXX.

The number and class of the shares acquired or to be acquired is: 1,000 ordinary shares of £1
each

Presentor's name address and
reference (if any) :
TLT LLP t/a TLT Solicitors
One Redcliff Street
Bristol
BS1 6TP

7815 Bristol

For official Use
General Section

TUESDAY



ACRTC�8D
A40 20/02/2007 660
COMPANIES HOUSE

The assistance is to be given to: (note 2) Crossco (820) Limited (company number 05206041)
whose registered office is at c/o Envirotec Limited, Desborough Park Road, High
Wycombe, Buckinghamshire, HP12 3BX (the "Purchaser")

Please do not
write in this
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legibly, preferably
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bold block
lettering

The assistance will take the form of:

Please see attached Continuation Sheet 1

The person who ~~00000000~~ [will acquire] † the shares is:

† delete as
appropriate

Crossco (820) Limited (as detailed above)

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

Please see attached Continuation Sheet 2

The amount of cash to be transferred to the person assisted is £ Please see attached Continuation Sheet 3

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 Within 8 weeks of the date hereof

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

[illegible]

Declared at 1 REDCLIFF STREET
BRISTOL

C 1/12

on

Day	Month	Year
04	02	2007

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.



Form 155(6)a - WESTWAY COOLING LTD
CONTINUATION SHEET 1

The assistance will take the form of the entering into and performance of obligations by the Company under the following documents:-

1. an accession agreement to be entered into by the Company in relation to an existing guarantee entered into by Envirotec Limited, Seckloe 19 Limited, Gransim Properties Limited (together the "Group" and separately "Group Companies") and Crossco (820) Limited on 11 January 2005 in favour of The Royal Bank of Scotland plc acting as agent for National Westminster Bank Plc (the "Bank") (the "Accession Agreement");
2. a debenture to be entered into by the Company in favour of the Bank (the "Debenture");
3. an intercreditor agreement to be entered into by the Bank (1), NVM Private Equity Limited (formerly known as Northern Venture Managers Limited), Northern Investors Company PLC, Northern Venture Trust PLC, Northern 2 VCT PLC and Northern 3 VCT PLC ("NWM"), Christopher Lister and Carl Brooks (as subordinated creditors) (2) and the Purchaser and the Group (including the Company) (3) (the "Intercreditor Deed");
4. an intra-group loan agreement to be entered into between the Purchaser as borrower and the Company as lender (the "Intra-Group Loan Agreement").

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CONTINUATION SHEET 2

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

1. the Accession Agreement pursuant to which the Company accedes to the guarantee entered into by the Group and the Purchaser in respect of their obligations to the Bank, including the obligations of the Purchaser under a credit agreement with the Bank for the provision of a £4,300,000 secured term loan facility and a £1,010,000 secured commercial mortgage facility (the "Credit Agreement") and a £500,000 overdraft facility letter to be entered into between Envirotec Limited and the Bank (the "Overdraft"). The facility provided under the Credit Agreement and the Overdraft will be used to assist in funding the acquisition of the Company (the "Acquisition");
2. the Debenture pursuant to which the Company is prepared to secure its obligations to the Bank including its obligations under the Accession Agreement by charging its assets and undertaking in favour of the Bank;
3. the Intercreditor Deed pursuant to which the parties thereto are prepared to subordinate certain payments owing by the Purchaser and the Group, including the Company, to repayments of the Bank;
4. the Intra-Group Loan Agreement pursuant to which the Company is prepared to make facilities available to the Purchaser of up to £7,210,000 which would:
 - 4.1 finance £1.1 million of the consideration payable for the Acquisition; and
 - 4.2 assist the Purchaser in making any payments due to the Bank under the Credit Agreement and due to Carl Brooks under the £800,000 of loan notes to be issued to him by the Purchaser as part of the purchase consideration for the Acquisition.

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CONTINUATION SHEET 3

The amount of cash to be transferred to the person assisted is:

1. that set out in the Intra-Group Loan Agreement being the sums up to the limit of £7,210,000. The purposes for which the Purchaser may require such sums impose a limit equal to the aggregate of:
 - 1.1 the principal amount repayable by the Purchaser under the Credit Agreement;
 - 1.2 £1,100,000 being provided to the Purchaser to finance part of the consideration for the acquisition of the Company; and
 - 1.3 the principal amount of the loan notes to be issued by the Purchaser to Carl Brooks as part of the consideration for the acquisition of the Company.

STRICTLY PRIVATE AND CONFIDENTIAL

The Directors
Westway Cooling Limited
Unit 11 Metropolitan Centre
Derby Road
Greenford
Middlesex UB6 8UJ

For the attention of: Chris Lister / Carl Brooks

8 February 2007

Dear Sirs

Auditors' report to the directors of Westway Cooling Limited pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of Westway Cooling Limited (the "Company") dated February 2007 in connection with the proposal that the Company should give financial assistance for the purchase of 1,000 of the ordinary shares of the Company. This report, including the opinion, has been prepared for and only for the Company and the Company's directors in accordance with Section 156 of the Companies Act 1985 and for no other purpose. We do not, in giving the opinion set out below, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

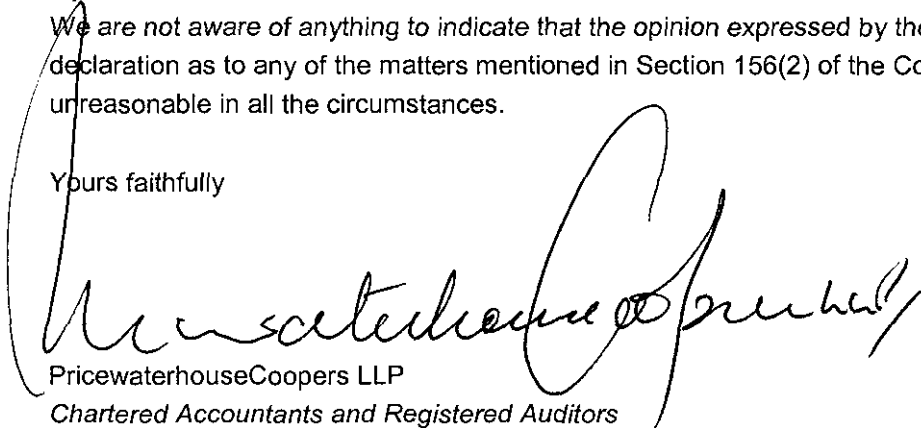
Basis of opinion

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.

Yours faithfully



PricewaterhouseCoopers LLP

Chartered Accountants and Registered Auditors