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CHFP021

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COMPANIES FORM No. 155(6)(a)

Declaration in relation to assistance for the acquisition of shares

155(6)a

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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05087226

Name of company

* Chirmarn (Surveying) Limited ("the Company")

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

☒ We Ø Graham Stuart Lindsay Forrest of 65 Appletree Gardens, Newcastle upon Tyne, NE6 4PB, David Jay of Mulberry House, Pinfold Lane, Kirksmeaton, West Yorkshire, WF8 3JT, Steven Hampton 121 Glenluce, Vigo, Birtley, Tyne & Wear, DH2 2JA, and David John Wales of 30 Beacon Lough Road, Gateshead, Tyne & Wear, NE9 6YS

† 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 person or persons acting in the name of the company under section 155(6) of the Companies Act 1985~~
~~(b) that of a person or persons acting in the name of the company under section 155(6) of the Companies Act 1985~~
~~(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 See 1 in Addendum

Limited]†

The assistance is for the purpose of [that acquisition] ~~[nothing and discharging a liability incurred for the purpose of that acquisition]~~†

The number and class of the shares acquired or to be acquired is 100,000 ordinary shares of
£1 00 ("the Shares")

Presentor's name address and
reference (if any)
Mincoffs Solicitors LLP
DX 62550 Jesmond
(ref JN/3061 20)

For official Use (10/03)
General Section

WEDNESDAY



AEX63PL4

A17

16/05/2007

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COMPANIES HOUSE

The assistance is to be given to (note 2) Northern Bear PLC (incorporated and registered in England and Wales with company number 5780581) whose registered office is at Unit 1, Station House, Station Road, Chester-le-Street, County Durham, DH3 3DU ("the Purchaser")

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

The assistance will take the form of

The execution and delivery by the Company to The Governor and Company of the Bank of Scotland ("the Bank") of the following security documents (as may be amended, supplemented or substituted from time to time) and the Company complying with and fulfilling its obligations thereunder, which will be entered into directly or indirectly, in connection with the transfer of the Shares by the present shareholders of the Holding Company, David Jay, Steven Hampton and David John Wales ("the Vendors") to the Purchaser ("the Acquisition"), pursuant to a sale and purchase agreement dated on or around the date of this document and to be made between the Vendors and the Purchaser ("the Sale and Purchase Agreement")

(1) a debenture to be granted by the Company to the Bank securing the payment and discharge of all monies and obligations due, owing or incurred from time to time by the Company to the Bank ("the Debenture"), and

(2) a deed of accession ("the Deed") pursuant to which the Company will become a party to an unlimited guarantee ("the Guarantee") given by the Purchaser, the Company, the Holding Company and all the existing wholly owned subsidiaries of the Purchaser ("the Subsidiaries") in favour of the Bank (pursuant to which the Purchaser, the Company, the Holding Company, the Subsidiaries and the other parties to the Guarantee will each guarantee the obligations of each of those other companies owed to the Bank),

(together "the Bank Documents")

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

† delete as appropriate

Northern Bear PLC

The principal terms on which the assistance will be given are

See 2 in Addendum

The amount of cash to be transferred to the person assisted is £ 0 00

The value of any asset to be transferred to the person assisted is £ 0 00

The date on which the assistance is to be given is Within 8 weeks of the date hereof

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

~~X~~/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) [I/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 I/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 ~~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

mincoffs LLP
Declared at 5, Osborne Terrace
Newcastle Upon Tyne
NE2 1SQ
Tel 0191 281 6151 DX 62550 Jesmond

Day Month Year
on

1	1	0	5	2	0	0	7
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before me Feyna (F.A. Jones)
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

- 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

Addendum

- 1 Chirmarn Holdings Limited (registered in England number 04907402) whose registered office is located at Newburn Bridge Road, Blaydon, Tyne & Wear, NE21 4TE ("the Holding Company")
- 2 The Debenture and the Deed are to be executed and delivered by the Company in favour of the Bank in consideration of the provision by the Bank to the Purchaser of a facility in the aggregate amount of £2,150,00 (to, inter alia, enable the Purchaser to fund the acquisition of the Shares) and as a condition precedent thereof

1. Under the terms of the Debenture the Company with full title guarantee, will charge to the Bank by way of fixed and floating charge the goodwill, undertaking, property, assets, revenues and rights of the Company (including uncalled share capital) as security for all liabilities of the Company to the Bank from time to time whether present or future and pursuant to which the Company

1 1 as primary obligor and not merely as surety, covenants with the Bank that it will pay or discharge the obligations of each relevant obligor to the Bank arising, but not limited to, those under the Bank Documents (whether actual or contingent and whether owed jointly or severally or in any other capacity whatsoever) in each case together with all costs, charges and expenses incurred by the Bank in connection with the protection, preservation or enforcement of its respective rights thereunder or any other document evidencing or securing any such liabilities, and

1 2 as beneficial owner, as security for the payment, discharge and performance of the same, charge in favour of the Bank substantially all its assets and undertaking by way of fixed and floating charges by way of security for the same,

2 Under the terms of the Guarantee the Company will unconditionally guarantee and undertake to pay or satisfy all monies and liabilities due owing or incurred to the Bank by the Purchaser, the Holding Company, the Subsidiaries and the other parties to the Guarantee, including interest, commission fees, further advances made by the Bank and any costs or expenses arising in connection with the Bank's attempted recovery of sums due to it under the Guarantee



KPMG Audit Plc
Quayside House
110 Quayside
Newcastle upon Tyne NE1 3DX
United Kingdom

Private & confidential

The Directors
Chirmarn (Surveying) Limited
Newburn Bridge Road
Blaydon
Tyne and Wear
NE21 4TE

11 May 2007

Dear Sirs

Auditors' report to the directors of Chirmarn (Surveying) Limited (the "Company") pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors dated 11 May 2007 in connection with the proposal that the company should give financial assistance for the purpose of securing liabilities in connection with the purchase of the whole of the issued share capital of the company's parent company, Chirmarn Holdings Limited

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

We have enquired into the state of the company's affairs in order to review the bases for the statutory declaration.

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

KPMG Audit Plc.

KPMG Audit Plc

Registered Auditor

WEDNESDAY

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