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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

For official use

Company number

[ ] [ ] [ ] [ ] [ ] [ ]

125132

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

Name of company

\* CRITERION STAMPINGS LIMITED

\*Insert full name  
of company†Insert name(s) and  
address(es) of all  
the directors

\*We† DAVID JOHN GREAVES of 8 Kingsleigh Drive, Castle Bromwich,  
Birmingham, B36 9DQ, PHILIP GEOFFREY JONES of Brock House, The Close,  
Enville, DY7 5HX, STEPHEN HAROLD WALTERS of 5 Oriel Close, Dudley,  
West Midlands, DY1 2UW and ROBERT TRANTER of 24 Bridgnorth Road,  
Stourton, Stourbridge, West Midlands, DY7 6RW

§Delete as  
appropriate

*MJG* [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

*MJG* (a) ~~that of a bank or a building society or a licensed institution within the meaning of the Banking Act 1979~~  
~~that of a person authorised under section 8 of the Insurance Companies Act 1982 to carry on~~  
~~insurance business in the United Kingdom~~  
(c) something other than the above†

*MJG* The company is proposing to give financial assistance in connection with the acquisition of shares in the  
[company] [company's holding company] British and Midland Forgings

Limited]†

*MJG* The assistance is for the purpose of [that acquisition] <sup>and/or</sup> [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: 1,000,000 ordinary shares  
of £1.00 each

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

GEORGE GREEN & CO.  
195 HIGH STREET  
CRADLEY HEATH  
WARLEY  
WEST MIDLANDS  
B64 5HWRMC/JSB

For official use

General Section

Post room

A25 \*A4VTRGGP\* 615  
COMPANIES HOUSE 19/05/99

The assistance is to be given to: (note 2) Zhenstar Limited - Company Number 3737163  
registered office - Howard Street, Hill Top, West Bromwich, West Midlands, B70  
OSN

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legibly, preferably  
in black type, or  
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lettering

The assistance will take the form of:

- (i) Criterion Stampings Limited ("the Company") entering into a corporate guarantee ("the Guarantee") in favour of Midland Bank plc ("the Bank") guaranteeing, inter alia, all obligations and liabilities of Zhenstar Limited (Company number 3737163) ("the Purchaser") and each of the companies identified in the schedule to this declaration (together "the Charging Companies") to the Bank;
- (ii) the Company creating a debenture ("the Debenture") over all its assets, both present and future, in favour of the Bank;
- (iii) an intra group funding agreement ("the Support Agreement") between (1) the Purchaser and (2) the Company and others pursuant to which the Company is obliged to make facilities available to the Purchaser to enable the Purchaser to make repayments due from it to the Bank under a facility agreement of even date herewith ("the Facility Agreement");
- (iv) a working capital facility agreement ("the Working Capital Facility Agreement") to be entered into by the Company with the Bank pursuant to which a working capital facility will be available for the company, the Purchaser and the Charging Companies.

**MTC** The person who ~~has acquired~~ [will acquire]\* the shares is:  
Zhenstar Limited

\*Delete as  
appropriate

The principal terms on which assistance will be given are:

Please see Rider 2

The amount of cash to be transferred to the person assisted is £ See Rider 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 See Rider 4

Schedule

<u>Company</u>	<u>Company Number</u>
British & Midland Forgings Limited	188803
Brockhouse Forgings Limited	3712636

Rider 2

- (i) under the terms of the Guarantee, the Company will guarantee to the Bank, inter alia, all moneys and liabilities now or hereafter due, owing or incurred from or by the Purchaser and the Charging Companies to the Bank;
- (ii) the Debenture will create fixed and floating charges over all the assets of the Company, both present and future, to secure repayment to the Bank of all moneys and liabilities at any time due, owing or incurred by the Company to the Bank including under the Guarantee;
- (iii) under the terms of the Support Agreement moneys will be made available from the Company and others to the Purchaser to enable the Purchaser to make repayments due from the Purchaser to the Bank under the Facility Agreement;
- (iv) the Working Capital Facility Agreement will provide a working capital facility available for the Company, the Purchaser and the Charging Companies pursuant to which, inter alia, the Bank can set off credit and debit balances between them.

Rider 3

The amount of cash to be transferred to the person assisted is an amount up to the aggregate cash resources and facilities of the Company from time to time.

Rider 4

The same date as that upon which this declaration is made or a date within 8 weeks of the date hereof.

MJG

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legibly, preferably  
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Delete either (a) or  
(b) as appropriate

I/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)

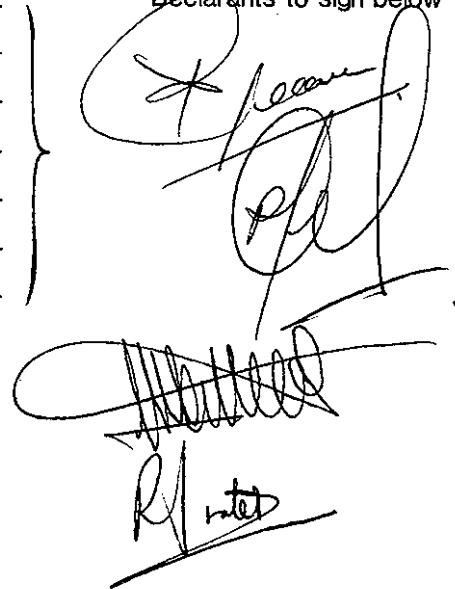
MSG (b) ~~[It is intended to commence the winding-up of the company within 12 months of that date, and I/We have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding-up]~~† (note 3)

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.

Declared at 195, High Street,  
Cradley Heath, Walsley  
West Midlands  
the 12th day of May  
One thousand nine hundred and Ninety Nine  
before me M. J. Giles

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.



**BDO Stoy Hayward**  
Chartered Accountants

Beneficial Building 28 Paradise Circus  
Birmingham B1 2BJ  
Telephone + 44 (0)121 608 6086  
Facsimile + 44 (0)121 608 6600  
DX 13220 B'ham 1  
E-mail bdo.birm@bdo.co.uk

**Private and Confidential**

The Directors  
Criterion Stampings Limited

Please reply to **Birmingham**

Tameway Tower  
PO Box 30 Bridge Street Walsall  
West Midlands WS1 1QX  
Telephone + 44 (0)1922 720100  
Facsimile + 44 (0)1922 645775  
DX 12115 Walsall

**12 May 1999**

Our ref **AJW/EJK**

Dear Sirs

**Criterion Stampings Limited - 125132 (the "Company")**

We have examined the attached statutory declaration of the directors dated 12 May 1999 in connection with the proposal that the Company should give financial assistance for the purchase of 100% of the ordinary shares in the Company's holding company, British & Midland Forgings Limited.

**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

**BDO Stoy Hayward**  
Chartered Accountants &  
Registered Auditors  
Birmingham

**12 May 1999**

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