

The assistance is to be given to: (note 2) ALLIED GLASS HOLDINGS LIMITED (COMPANY NUMBER
04569074) OF SOUTH ACCOMMODATION ROAD, LEEDS, WEST YORKSHIRE LS10 1NQ
("HOLDINGS")

Please do not
write in this
margin

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

The assistance will take the form of:

PLEASE REFER TO APPENDIX 2 ATTACHED

The person who [has acquired] ~~XXXXXX~~ † the shares is:

† delete as
appropriate

HOLDINGS

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

PLEASE REFER TO APPENDIX 2 ATTACHED

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 WITHIN 8 WEEKS OF THE DATE HEREOF

~~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)

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

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

(a) ~~X~~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)

[illegible]

And ~~X~~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 South Anson Road, Leeds.

Declarants to sign below

Day Month Year
on 11 08 2006

before me John C. Green
A Commissioner for Oaths or Notary Public or Justice of
the Peace or a Solicitor having the powers conferred on
a Commissioner for Oaths.

SAT with
Dunsmuir
Agency.

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 2ER

**Appendix 1 to Form 155(6)a of Lax & Shaw Limited (company number
00127795)**

**Names and Addresses of all Directors of Lax & Shaw Limited (company number
00127795)**

Brian Williams McMillan	Lilac House Ryther Gate Cawood Selby YO8 3TP
Andrew Spencer	1 Bracken Close Mirfield West Yorkshire WF14 0HA
John Firth	32 Talbot Avenue Edgerton Huddersfield HD3 3BG

Appendix 2 to Form 155(6)a of Lax & Shaw Limited (company number 00127795)

The form of the financial assistance to be given by Lax & Shaw Limited (company number 00127795) (the "Company")

The entering into (as the same may be amended, increased, novated and/or replaced, varied, supplemented or substituted from time to time) by the Company of a side letter with The Governor and Company of the Bank of Scotland ("**BoS**") (the "**Guarantee Confirmation Letter**").

Appendix 3 to Form 155(6)a of Lax & Shaw Limited (company number 00127795)

Principal terms on which financial assistance will be given by Lax & Shaw Limited (company number 00127795)

Terms defined in Appendix 2 to Form 155(6)a of Lax & Shaw Limited (company number 0127795) have the same meanings where used in this Appendix 3

1. By entering into the Guarantee and Confirmation Letter the Company will:
 - 1.1 confirm to BoS that the Company intends that the guarantee and indemnity contained in a facility agreement between, inter alios, Holdings, the Company and BoS dated 13 December 2002 (the "**Facility Agreement**") extends to:
 - 1.1.1 any and all obligations and liabilities of Holdings and Containers (as borrowers) under the Senior Finance Documents (as defined in the Facility Agreement) (including, without limitation, under the Facility Agreement as amended on 4th August 2003 and further amended and restated pursuant to the deed of amendment and restatement between BoS and, inter alios, the Company, dated 4th August 2006); and
 - 1.1.2 any (however fundamental) variation, increase, extension or supplement to any Senior Finance Document and/or any facility or amount made available under such Senior Finance Document effected from time to time together with any fees, costs and/or expenses associated with any of the foregoing.

RSM Robson Rhodes

2006

The Directors
Lax & Shaw Limited
South Accommodation Road
Leeds LS10 1NQ

RSM Robson Rhodes LLP
St. George House, 40 Great George Street,
Leeds LS1 3DD, United Kingdom
T: +44 (0)113 225 4000 F: +44 (0)113 225 4001
www.rsmi.co.uk

Our Ref: AW/MAC
Your Ref:

Dear Sirs

Auditors report to the directors of Lax & Shaw Limited pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of Lax & Shaw Limited ('the company') dated 11 August 2006 in connection with the proposal that the company should give financial assistance for the purpose of reducing or discharging a liability incurred for the purchase of the entire issued share capital of its parent company, Allied Glass Containers Limited by Allied Glass Holdings Limited.

Basis of the opinion

We have inquired 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



RSM ROBSON RHODES LLP
Chartered Accountants and Registered Auditors

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