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## COMPANIES FORM No. 155(6)a

## Declaration in relation to assistance for the acquisition of shares.

# 155

The assis

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

[ ] [ ] [ ] [ ]

153935

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

Name of company

\* Kellett (UK) Limited

\*Insert full name  
of company

\*We† See Appendix 1

†Insert name(s) and  
address(es) of all  
the directors

§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 (recognised bank) licensed institution§ within the meaning of the Banking Act 1979†~~

~~(b) that of a person authorised under section 8 or 4 of the Insurance Companies Act 1982 to carry on insurance business in the United Kingdom†~~

(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] S.A.H.L. (Predecessors) Limited ("S.A.H.L.")

limited†

The assistance is for the purpose of ~~that acquisition~~ [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: all the shares of  
S.A.H.L.

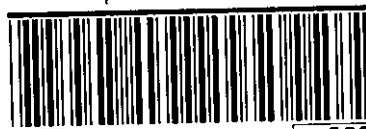
Presenter's name, address and  
reference (if any):

Eversheds  
1 Royal Standard Place  
Nottingham  
NG1 6FZ

For official use

General Section

Post room



A29 \*A0QXSAUT\* 268  
COMPANIES HOUSE 29/10/98

Assistance is to be given to: (note 2) Spaldings Limited

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

The assistance will take the form of:

See Appendix 2

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

\*Delete as  
appropriate

Spaldings Limited

The principal terms on which assistance will be given are:

See Appendix 3

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 19

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legibly, preferably  
in black type, or  
bold block lettering

†Delete either (a) or  
(b) as appropriate

†/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) †/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 †/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 Stewenson Way  
Sheffield

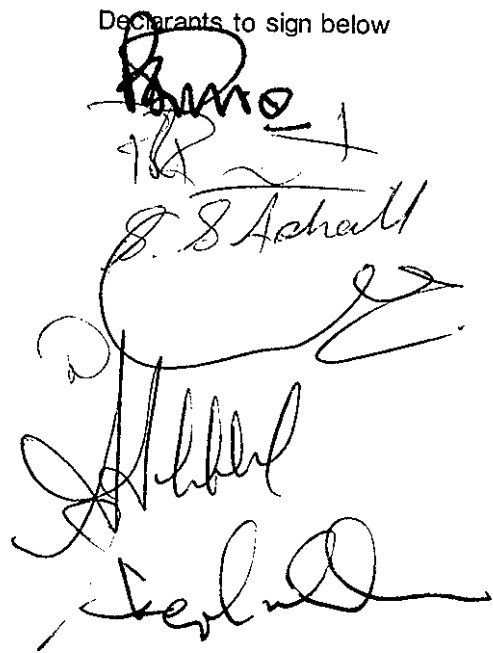
the 27th day of October

One thousand nine hundred and ninety eight

before me Paul White

~~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

The block contains several handwritten signatures. At the top, there is a signature that appears to be 'Ramo' with a large '1' next to it. Below that is a signature that looks like 'J.R.'. Further down is a signature that reads 'J.S. Achell'. Below that is a signature that appears to be 'J. Hill'. At the bottom is a signature that appears to be 'J. Hill'.

## 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.

**KELLETT (UK) LIMITED**  
**APPENDICES TO FORM 155(6)a**

**APPENDIX 1**

Name: Peter David Finch  
Address: Tailors House, 27 High Street, Swinderby, Lincoln, Lincolnshire, LN6 9LW

Name: Alan Hall Trafford  
Address: 7 Woodrolfe Park, Tollesbury, Essex

Name: David Arundale  
Address: 10 Derriman Glenn, Sheffield, S11 9LQ

Name: Peter Raymond Beaumont  
Address: 40 Lathe Road, Whiston, Rotherham, South Yorkshire, S60 4LW

Name: Stephen McCracken  
Address: Fairfax House, 175 Ralphs Lane, Boston, Lincolnshire, PE20 1RQ

Name: Stewart Simon Ashall  
Address: 68 Thorpe House Avenue, Sheffield, S8 9NH

**KELLETT (UK) LIMITED**  
**APPENDICES TO FORM 155(6)a**

**APPENDIX 2**

- 1 The entering into of the following (or of the documents relating thereto) to which (other than in relation to items 1.1 and 1.2) the Company is to be a party as the same may be amended varied supplemented or substituted from time to time:-
  - 1.1 a form of debenture to be given by each of the Subsidiary and certain other members of the group to Lloyds Bank plc ("the Bank") securing, among other obligations, sums due under a £5,000,000 term loan facility letter and a £2,000,000 revolving loan facility letter ("the Facilities Letters") and all sums due under the Deed of Admission (as defined below) (the "Debenture");
  - 1.2 a form of deed of admission to an omnibus guarantee and set-off agreement to be given by each of the Subsidiary and certain other members of the group to the Bank guaranteeing, among other obligations, sums due under the Facilities Letters on the terms set out therein ("the Deed of Admission");
  - 1.3 the payment of fees and expenses in connection with or ancillary to the above.

**KELLETT (UK) LIMITED**  
**APPENDICES TO FORM 155(6)a**

**APPENDIX 3**

- 1 Under the terms of the Deed of Admission the Company, inter alia, guarantees to the Bank the performance of the obligations of Spaldings Limited, its ultimate parent company, and any of its subsidiaries from time to time owing at any time to the Bank. The obligations include the obligations of Spaldings Limited and any of its subsidiaries from time to time under the Facilities Letters.
- 2 Under the terms of the Debenture the Company further charges all of its assets and undertaking as security for the payment and discharge of all moneys, liabilities and obligations owing at any time to the Bank including the obligations in respect of the guarantee outlined in paragraph 1 above.

In entering into the various documents referred to above the Company is entering into obligations and assuming liabilities and giving security in connection with the acquisition of shares in S.A.H.L. and may in the future be called upon pursuant to any of the documents referred to in this declaration to discharge obligations and / or liabilities arising in connection with the acquisition of shares in S.A.H.L. by Spaldings Limited.

**KPMG**

St Nicholas House  
Park Row  
Nottingham  
NG1 6FQ

Tel +44 (0) 115 935 3535  
Fax +44 (0) 115 935 3500  
DX 10131 Nottingham 1

**Private & confidential**

The Directors  
Kellett (UK) Limited  
Sadler Road  
Lincoln  
LN6 3XJ

Our ref    wrc/dlm/017-10

27 October 1998

Dear Sirs

**Auditors' report to the directors of Kellett (UK) Limited pursuant to Section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors dated 27 October 1998 in connection with the proposal that the company should give financial assistance for the purchase of the company's ordinary shares. 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**

KPMG

