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CHFP025

COMPANIES FORM No. 155(6)b

Declaration by the directors of a holding company in relation to assistance for the acquisition of shares

155(6)b

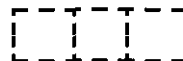
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Pursuant to section 155(6) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number



1062438

Name of company

NotePlease read the notes
on page 3 before
completing this form.

* Kenton Utilities & Developments Limited ("Company")

* insert full name
of company1/We ~~is~~ DIAMOND KELLY OF LIME KILN HOUSE, HARWOOD ROAD, EAST KESWICK, LEEDS.

LS17 9HW AND JOHN VINCENT MILDON OF 48 BLVDERE COURT, ALWOODLEY,

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

LEEDS, LS17 8NF

† delete as
appropriate

~~(the sole director)~~ [all the directors]† of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

§ delete whichever
is inappropriate

The business of this company is:

~~(a) that of a recognised bank licensed institution within the meaning of the Banking Act 1979~~~~(b) that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on
insurance business in the United Kingdom~~

(c) something other than the above§

This company is [the] ~~a~~ holding company of* Kentons Plant Limited

(Company No. 1069643)

which is

proposing to give financial assistance in connection with the acquisition of shares

in [this company] [

the holding company of this company.]†

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

Eversheds Solicitors
Cloth Hall Court
Infirmary Street
Leeds
LS1 2JB
DX: 12027 Leeds-27
C5.RDG.46348v1

For official Use
General Section

Post room

A14
COMPANIES HOUSE

A6RWOP0G

0663
22/03/00

The assistance is for the purpose of [that acquisition] ~~reducing or discharging a liability incurred for the purpose of that acquisition~~ † (note 1)

Please do not
write in this
margin

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

The number and class of the shares acquired or to be acquired is: 25,000 Deferred Ordinary
Shares of £1 each and 2,500 Ordinary Shares of \$0.01 each ("the Shares")

The assistance is to be given to: (note 2) Ever 1130 Limited ("Newco") *JAL*
Company No. 3711593 whose registered office is at Enterprise Court, Platts
Common Industrial Park, Hoyland, Barnsley, South Yorkshire, S74 9TG and Bank
of Scotland (the "Bank")

The assistance will take the form of:

See Appendix 1

The person who ~~has acquired~~ [will acquire] † the shares is:
Newco

† delete as
appropriate

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

See Appendix 2

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced
by giving it is Nil

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

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

*We have formed the opinion, as regards this 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)

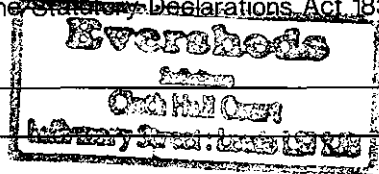
(a) ~~*/~~We have formed the opinion that this company will be able to pay its debts as they fall due during the year immediately following that date)* (note 3)

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

(b) ~~It is intended to commence the winding up of this company within 12 months of that date, and we have formed the opinion that this 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



Declarants to sign below

David Kelly
DAVID KELLY

Day Month Year

on

1	2	0	2	2	0	0	0
---	---	---	---	---	---	---	---

before me

[Signature]

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

Jim Gowan
JIM GOWAN

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
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

APPENDIX 1

1. The entering into of the following (or of the documents relating thereto) to which Kentons Plant Limited ("KPL") is to be a party as the same may be amended varied supplemented or substituted from time to time:-
 - 1.1 a working capital facility letter regulating the terms of a £2,500,000 working capital facility to be made available by the Bank to Newco, the Company and KPL (the "Working Capital Facility") and to be made between the Company, Newco, KPL and the Bank (the "Working Capital Facility Letter");
 - 1.2 a form of debenture to be given by KPL to the Bank securing, among other obligations, sums due under:
 - 1.2.1 a senior and mezzanine loan facility letter for the provision of a £7,000,000 secured term loan (the "Term Loan Facility") and a £1,000,000 mezzanine term loan facility (the "Mezzanine Loan Facility") to be made between Newco (as borrower) and Bank of Scotland (the "Bank") (the "Facility Letter");
 - 1.2.2 the Working Capital Facility Letter;
(the "Debenture")
 - 1.3 a form of composite guarantee to be given by each of KPL, Newco and the Company to the Bank guaranteeing, among other obligations, sums due under the Facility Letter and the Working Capital Facility Letter (the "Guarantee");
 - 1.4 an intra group funding agreement to be made between Newco (as borrower), KPL and the Company (as lenders) (the "Intra Group Funding Agreement");
 - 1.5 an intercreditor agreement made between, inter alia, Newco, the Bank, ICC Bank Plc and ICC Equity Partners Limited (the "Intercreditor Agreement");

each such document being a "Document" and together the "Documents".

The Facility Letter and the Working Capital Facility Letter are together referred to as the "Bank Facility Letters".
2. Incurring the cost of professional advisers' fees.

APPENDIX 2

1. Under the terms of the Guarantee KPL, inter alia, guarantees to the Bank the performance of the obligations of Newco and the Company from time to time owing at any time to the Bank. The obligations include the obligations of Newco and the Company from time to time under the Bank Facility Letters.
2. Under the terms of the Debenture KPL charges all of its assets and undertaking as security for the payment and discharge of all monies, liabilities and obligations owing at any time to the Bank including the obligations in respect of the guarantee outlined in paragraph 1 above and in respect of the Bank Facility Letters.
3. Under the terms of the Intra Group Funding Agreement KPL is undertaking obligations and liabilities to ensure that Newco and the Company are able to fund their obligations under the Bank Facility Letters.

In entering into the various Documents referred to above, and in incurring the cost of professional advisers' fees, KPL is entering into obligations and assuming liabilities and giving security in connection with the acquisition of shares in the Company 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 the Company by Newco.






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Neville Street
Leeds
LS1 4DW
United Kingdom

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Fax +44 (0)1132 313655
DX 12097 Leeds 1

Private & confidential

The Directors
Kenton Utilities & Developments Limited
Enterprise Court
Platts Common Industrial Park
Hoyland
BARNESLEY
S74 9TG

Our ref ma/215

PS
12 February 2000

Dear Sirs

PS
is subsidiary company
Kenton Plant Limited

PS.
(The Company)

Auditors' report to the directors of Kenton Utilities & Developments Limited pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors dated *12* February 2000 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
Registered Auditors



KPMG, a partnership established under English law, is a member of KPMG International, a Swiss association

KPMG is registered to carry on audit work and authorised to carry on investment business

by the Institute of Chartered Accountants in England and Wales. The principal place of

business is 8 Salisbury Square, London EC4Y 8BB where a list of partners' names is open to inspection.