



CHFP025

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COMPANIES FORM No. 155(6)a

Declaration in relation to assistance for the acquisition of shares

155(6)a

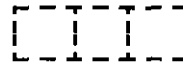
Pursuant to section 155(6) of the Companies Act 1985

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



1062438

Note

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

Name of company

* Kenton Utilities & Developments Limited ("Company")

* insert full name
of company

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

* We of DIAMOND VILLI OF LIME KILN HOUSE, HAREWOOD ROAD, EAST KESWICK, LEEDS.

LS17 9HL AND JOHN VINCENT MCGOWAN OF 48 BELVEDERE COURT, ALWOODLEY, ~~LEEDS~~

LEEDS. LS17 8NF

† 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 3 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]~~

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: 25,000 Deferred Ordinary
Shares of £1 each and 2,500 Ordinary Shares of \$0.01 each ("the Shares")

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

Eversheds Solicitors
Cloth Hall Court
Infirmary Street
Leeds
LS1 2JB
DX: 12027 Leeds-27
C5.RDG.46330v1

For official Use

General Section

Post room



A14
COMPANIES HOUSE

A6RUMP0E

0665
22/03/00

Handwritten initials

The assistance is to be given to: (note 2) Ever 1130 Limited ("Newco") 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")

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

The assistance will take the form of:

See Appendix 1

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

† delete as
appropriate

Newco

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

See Appendix 2

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 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

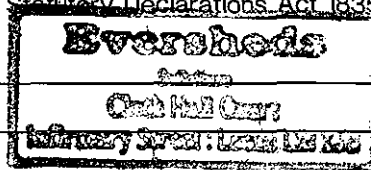
~~*/~~We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

(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 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 _____



Day Month Year
on

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

before me *Anthony*

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

Diarmuid Kelly
DIARMAID KELLY
John Gowen
JOHN MC 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
37 Castle Terrace
Edinburgh
EH1 2EB

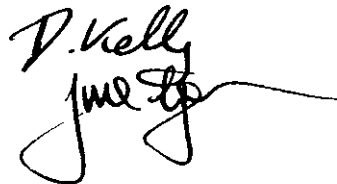
APPENDIX 1

1. The entering into of the following (or of the documents relating thereto) to which the Company is to be a party as the same may be amended varied supplemented or substituted from time to time:-
 - 1.1 a senior and mezzanine loan facility letter for the provision of a £7,000,000 secured senior 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 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 Kentons Plant Limited ("KPL") (the "Working Capital Facility") and to be made between the Company, Newco, KPL and the Bank (the "Working Capital Facility Letter");
 - 1.3 a form of debenture to be given by the Company to the Bank securing, among other obligations, sums due under the Facility Letter and the Working Capital Facility Letter (the "Debenture");
 - 1.4 a form of composite guarantee to be given by each of the Company, Newco and KPL to the Bank guaranteeing, among other obligations, sums due under the Facility Letter and the Working Capital Facility Letter (the "Guarantee");
 - 1.5 an intra group funding agreement to be made between Newco (as borrower), the Company and KPL(as lenders) (the "Intra Group Funding Agreement");
 - 1.6 an assignment of keyman insurance on the lives of Diarmaid Kelly and John McGowan to be entered into by the Company in favour of the Bank (the "Insurance Assignment"); and
 - 1.7 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".

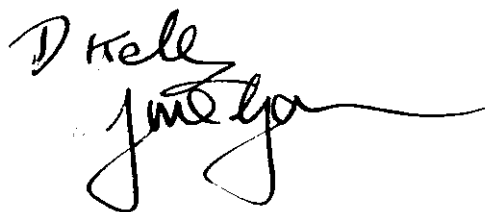
2. Incurring the cost of professional advisers' fees.

A handwritten signature in black ink, appearing to read 'D. Kelly', with a long horizontal flourish extending to the right.A handwritten signature in black ink, consisting of stylized, overlapping letters.

APPENDIX 2

1. Under the terms of the Guarantee the Company, inter alia, guarantees to the Bank the performance of the obligations of Newco and KPL from time to time owing at any time to the Bank. The obligations include the obligations of Newco and KPL from time to time under the Bank Facility Letters.
2. Under the terms of the Debenture the Company 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 and in respect of the Bank Facility Letters.
3. Under the terms of the Intra Group Funding Agreement the Company is undertaking obligations and liabilities to ensure that Newco and KPL 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, the Company 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.

A handwritten signature in black ink, appearing to read "D. Kelle", with a long, sweeping horizontal line extending to the right.Handwritten initials in black ink, possibly "JK" or "JL", located in the bottom right corner of the page.



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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
12 February 2000

Dear Sirs

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 ~~11~~ 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.