

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

Please do not  
write in this  
margin

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

--	--	--

1372780
---------

Name of company

* Concorde Logistics Limited
------------------------------

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

\* insert full name  
of company

I/We Christopher John Nicholas Grad, The Pavilion, Silwood Road, Sunninghill, Ascot, Berks SL5 0PY

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

David Neil Fletcher, 27 Riverbank, Laleham Road, Staines, Middlesex TW18 2QE

Benjamin John Dearman, 60 Barnfield Road,

Harpenden, Herts AL5 5TQ

Kenneth George Williams, 401 Laleham Road,

Shepperton, Middlesex TW17 0JP

† 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:

~~(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

§ delete whichever  
is inappropriate

The company is proposing to give financial assistance in connection with the acquisition of shares in the ~~[company]~~ [company's holding company] Concorde Logistics (Holdings) Limited

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: 13,000 class A issued ordinary shares of £1 each, 7000 class B issued ordinary shares of £1 each and 5000 class E ordinary shares of 0.10p each

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

Maitland & Co  
5th Floor 44-48 Dover Street  
London  
W1S 4NX  
Attention: Iris Harvey

For official Use  
General Section



A76  
COMPANIES HOUSE

0457  
30/04/02

COMPANIES HOUSE

20/04/02

The assistance is to be given to: (note 2) The Purchaser  
Concorde Logistics Services Limited, Unit 4, Trident Way  
International Trading Estate, Brent Road,  
Southall, Middlesex UB2 5LF

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:

See Attachment 1

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

† delete as  
appropriate

Concorde Logistics Services Limited

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

See Attachment 2

The amount of cash to be transferred to the person assisted is £ 200,000.00

The value of any asset to be transferred to the person assisted is £ ☒ None

The date on which the assistance is to be given is 18 April 2002

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

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)

~~(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)~~

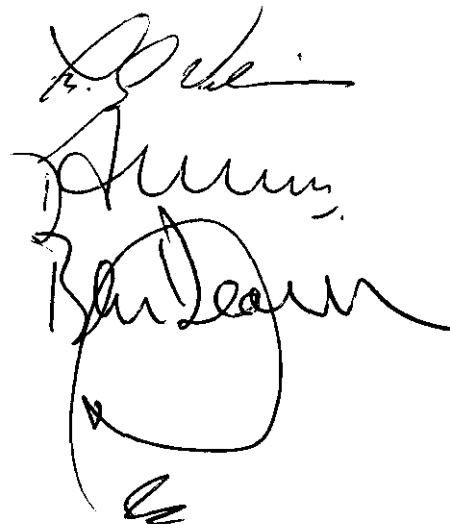
And I/we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at Reading, in the County  
of Berkshire

on 17<sup>th</sup> April 2002  
Day Month Year

before me T. S. P. CHILDS  
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.
- 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

## Attachment 1

The assistance will take the form of :

1. A guarantee secured by a debenture given by the Company in favour of Barclays Bank plc (the "Bank") in respect of the Purchaser's and the Company's obligations under a Treasury Loan Facility dated 3 April 2002 made between the Purchaser and the Bank and under a letter dated 3 April 2002 made between the Company and the Bank in terms of which the Bank agreed to make available to the Purchaser and the Company certain facilities for the purpose of financing the acquisition of the shares in Concorde Logistics (Holdings) Limited by the Purchaser.
2. An assignment of a keyperson life policy on Grad with minimum cover of £1,000,000 of which £200,000 should include critical illness given by the Company in favour of the Bank as further security for its obligations under the Overdraft Facility and for the Purchaser's obligations under the Loan Facility.
3. A loan from the Company to the Purchaser of £200,000.00 for the purpose of the acquisition by the Purchaser of the shares in Concorde Logistics (Holdings) Limited.
4. A guarantee secured by debenture given by the Company to RBC Trustees (Guernsey) Limited in its capacity as trustee of the Peter Tilley Life Interest Settlement (the "Vendor") in respect of the Purchaser's obligations under the terms of the Loan Note 2003 in the amount of £500,000.00 issued by the Purchaser to the Vendor as part consideration for the sale of the shares in Concorde Logistics (Holdings) Limited.



**Attachment 2**

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

1. The Company covenants that it will on demand in writing made to it pay or discharge to the Bank all monies and liabilities which shall be for the time being be due, owing or incurred by it to the Bank and covenants and guarantees that it will on demand in writing made to it pay or discharge to the Bank all monies and liabilities which shall for the time being be due, owing or incurred by Concorde Logistics Services Limited or Concorde Logistics (Holdings) Limited to the Bank except any monies or liabilities due, owing or incurred by Concorde Logistics Services Limited or Concorde Logistics (Holdings) Limited as guarantor for the Company and the Company charges with the payment and discharge of all monies and liabilities covenanted to be paid or discharged by it by way of first fixed and floating charge all its assets and undertaking.
2. The Company assigns to the Bank with full title guarantee the life policy on Grad with minimum cover of £1,000,000 of which £200,000 should include critical illness and all amounts (including bonuses) that are to be paid under it and any amount to be paid to the Company on cancellation of the policy under Section 76 of the Insurance Companies Act 1982.
3. The loan will be interest free and repayable on demand.
4. The Company irrevocably and unconditionally guarantees to pay to the Vendor on demand all monies and liabilities which are now or at any time hereafter become due, owing or incurred by the Purchaser to or in favour of the Vendor under or in connection with the Loan Note 2003 and the Company charges with the payment and discharge of all monies, obligations and liabilities secured by way of second fixed and floating charge all its assets and undertaking.





**BDO Stoy Hayward**  
Chartered Accountants

Regional Business Centre  
Kings Wharf 20-30 Kings Road  
Reading Berkshire RG1 3EX  
Telephone: +44 (0)118 925 4400  
Facsimile: +44 (0)118 925 4470  
Web Site: [www.bdo.co.uk](http://www.bdo.co.uk)

**Private and Confidential**

The Directors  
Concorde Logistics Limited  
Unit 4, Trident Way  
International Trading Estate  
Brent Road  
Southall  
Middlesex UB2 5LF

17 April 2002

Our ref: JIP/JLA/00019698

Dear Sirs

**Independent auditors' report to the directors of Concorde Logistics Limited pursuant to Section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors of Concorde Logistics Limited ('the Company') dated 17 April 2002 in connection with the proposal that the Company should give financial assistance for the purchase of the following shares of the Company's holding company, Concorde Logistics (Holdings) Limited.

Class of share	Quantity
"A" shares of £1 each	13,000
"B" shares of £1 each	7,000
"E" shares of 10p each	5,000

**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 and Registered Auditors*

000/CR/BDO Sec 156 letter re subsidiary-1  
g:\office97\cfid clients\concorde logistics\fa letters\cl fa sec 156 letter re subsidiary.doc