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COMPANIES FORM No.155(6)a

Declaration in relation to assistance for the acquisition of shares.

155(6)a

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margin

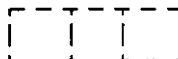
Pursuant to section 155(6) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number



1546879

Name of company

* TATHAM MILLER LIMITED.

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

insert full name
of company

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

We James Walker of 26 Canaan Road Kilsyth Stirling
PAUL PATRICK BRADMAN 6 LIFF GARDENS BISHOPBRIGGS G64 1XN
MYCS LEONARD CHANES 21 EYEDOWN RD BOWDON CHES. WA14 3LH.
ROBERT GEORGE KYLE 35 BLOOMFIELD SANDHALL MACEW L4 6 SN

delete as
appropriate

~~We~~ ~~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~~ x
~~(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]~~ x

The number and class of the shares acquired or to be acquired is: 257,000 Ordinary
Shares of £1 each fully paid

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

Holmes Mackillop
109 Douglas Street
GLASGOW G2 4HB

JSM/MM/BARC0001/52

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General Section



The assistance is to be given to: (note 2) Barclay & Mathieson, Shieldhall
Works, 180 Hardgate Road, Glasgow, G51 4TB

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

The assistance will take the form of:

1. Debenture by the Company in favour of the Governor and Company of the Bank of Scotland comprising fixed and floating charges over the assets of the Company.
2. Unlimited Inter-Company Guarantee by the Company in favour of the Governor and Company of the Bank of Scotland guaranteeing the obligations of Barclay & Mathieson Limited and its wholly-owned subsidiary, Clydeside Steel Fabrications Limited.

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

Barclay & Mathieson Limited

† delete as
appropriate

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

1. The Debenture granted in favour of the Governor and Company of the Bank of Scotland will be for all liabilities due to the Bank of any kind.
2. In terms of the Guarantee in favour of the Governor and Company of the Bank of Scotland, each of the Companies, Barclay & Mathieson Limited and Clydeside Steel Fabrications Limited jointly and severally guarantee to discharge on demand all liabilities to the Bank of any kind of each debtor.

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

9TH

April

10 98

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* 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 it's 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 GLASGOW

Declarants to sign below

the twelfth day of APRIL

one thousand nine hundred and NINETY EIGHT

before me James T. Mill, James Hill

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

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.

1 Blythswood Square
Glasgow G2 4AD

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Facsimile: 0141-221 6970

Price Waterhouse



**AUDITORS' REPORT TO THE DIRECTORS OF TATHAM MILLER LIMITED PURSUANT TO
SECTION 156(4) OF THE COMPANIES ACT 1985**

We have examined the attached statutory declaration of the directors dated 9 April 1998 in connection with the proposal that the company should give financial assistance for the purchase of all of the company's ordinary shares.

Basis of Report

We have enquired into the state of the company's affairs in order to review the bases for the statutory declaration.

Report

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.

Price Waterhouse

Price Waterhouse
Chartered Accountants
and Registered Auditors

9 April 1998