

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

To the Registrar of Companies
(Address overleaf- Note 5)

For official use

Company number

[] [] [] []

1744165

Name of company

* RAVENSWORTH PROPERTIES LIMITED

We of John Wood of The Green, Washington Village, Washington, Tyne & Wear,
Alan Houghton of Pennyhole House, Wistow Road, Selby, North Yorkshire; and
Michael Richford Speakman of 4 West Mill Rise, Walkington, Beverley,
East Yorkshire

~~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 2 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: 20,100 Ordinary shares of £1 each

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

Eversheds
10 Newhall Street
Birmingham B3 3LX
Ref: JRT/115

For official Use
General Section

Post room



The assistance is to be given to: (note 2) Tolent Corporation Limited of Amco House,
25 Moorgate Road, Rotherham S60 2AD ("the Purchaser")

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:

The giving of a guarantee in favour of National Westminster Bank PLC ("the Bank")
for the payment on demand of all liabilities of, inter alia, the Purchaser to the Bank.

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

† delete as
appropriate

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

The principal terms of the said guarantee will be that the company will guarantee
payment to the Bank on demand of all present and future liabilities (both actual and
contingent) of the Purchaser as specified therein.

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 28th February 19 97

do not
in
margin
complete
preferably
ink type, or
block lettering
either (a) or
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)~~ NJT

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 Rotherham, South
Yorkshire

the 28th day of February,
one thousand nine hundred and ninety-seven

before me RJD
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

[Signature]

[Signature]

[Signature]

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
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ