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COMPANIES FORM No.155(6)a

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

155(6)a

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

For official use

Company number

[] [] [] [] [] [] [] []

1794610

Name of company

* CAPPER ENGINEERING SERVICES

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

* insert full name
of company

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

I/We Ø ALEXANDER MICHAEL COMBA OF 136 ANDREWES HOUSE,
BARBICAN, LONDON, EC4;
PAUL JOSEPH GILES OF 14 BRADDENHAM WALK, AYLESBURY,
BUCKINGHAMSHIRE, HP21 9DZ;
AND
PAUL RICHARD CARL NOWELL OF 12 ATHLONE ROAD, WALSALL,
WEST MIDLANDS, WS5 3QX.

† delete as
appropriate

§ delete whichever
is inappropriate

~~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 1978~~
(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†
XXXXXX

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: 100 ORDINARY "A" SHARES

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

MRS K L FRASER
NORWEST HOLST GROUP PLC
ASTRAL HOUSE
IMPERIAL WAY
WATFORD
HERTS. WD2 4YX

For official Use

General Section

Post room



A12 *AUAK3CDQ* 686
COMPANIES HOUSE 23/12/98

The assistance is to be given to: (note 2) _____

Please do not
write in
this margin

VIVENDI UK LIMITED

37 - 41 OLD QUEEN STREET, LONDON, SW1H 9JA

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

The assistance will take the form of:

- 1* THE PASSING OF A RESOLUTION IN GENERAL MEETING BY THE COMPANY TO REDUCE ITS ORDINARY SHARE CAPITAL BY £4,368,685 AND BY CANCELLING ITS SHARE PREMIUM ACCOUNT THEREBY CREATING DISTRIBUTABLE PROFITS FROM WHICH THE SHARE REPURCHASE DESCRIBED IN (2) BELOW CAN TAKE PLACE.
- 2* THE REPURCHASE BY THE COMPANY OF 100 OF ITS OWN ORDINARY SHARES OF 10 PENCE EACH FROM VIVENDI UK LIMITED FOR THE AGGREGATE SUM OF £1,000.

26/11/98
The person who [has acquired] ~~will acquire~~ the shares is:

VIVENDI UK LIMITED, 37 - 41 OLD QUEEN STREET, LONDON, SW1H 9JA

† delete as
appropriate

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

THE £1,000 IS IN PAYMENT FOR 100 ORDINARY SHARES IN THE CAPITAL OF THE COMPANY WHICH SHARES WILL BE CANCELLED FORTHWITH UPON SUCH REPURCHASE BY THE COMPANY.

The amount of cash to be transferred to the person assisted is £ 1,000

The value of any asset to be transferred to the person assisted is £ N. A

The date on which the assistance is to be given is 22 DECEMBER 19 98

Please do not
write in
this margin

Please complete
legibly, preferably
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bold block lettering

delete either (a) or
(b) as appropriate

1 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) 1 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 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 ~~1~~ 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 Newport in the
County of Denbigh
the 22nd day of December
one thousand nine hundred and 98

before me R M Goodman
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

A. Jones

Paul
K. Jones

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.

Our Ref: TW/LJT

22 December 1998

The Board of Directors
Capper Engineering Services
Astral House
Imperial Way
Watford
Hertfordshire WD2 4YX

Dear Sirs

AUDITORS' REPORT TO THE DIRECTORS OF CAPPER ENGINEERING SERVICES ("THE COMPANY") PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

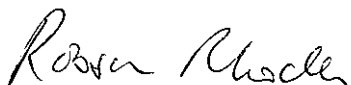
We have examined the attached statutory declaration of the directors dated 21 December 1998 in connection with the proposal that the company should give financial assistance for the purchase of 100 of the company's ordinary shares of 10 pence each from Vivendi UK Limited for the aggregate sum of £1,000.

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.



Robson Rhodes
Chartered Accountants and Registered Auditor

22 December 1998

Colwyn Chambers, 19 York Street, Manchester M2 3BA, Telephone 0161-236 3777, Fax 0161-455 3444

Offices at:
Birmingham, Bristol,
Cambridge, Crawley,
Dublin, Hemel Hempstead,
Leeds

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186 City Road
London EC1V 2NU,
at which a list of Partners
may be inspected

Registered to carry on
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of Chartered Accountants in
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