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CHWP000

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COMPANIES FORM No. 155(6)b

Declaration by the directors of a holding company in relation to assistance for the acquisition of shares

155(6)b

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

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01891545

Name of company

* NOVAR HOLDINGS LIMITED

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

* insert full name
of company

I/We ~~o~~ John J. Tus of 10 Charter Circle, Ivyland, Pennsylvania 18974, together

with George Van Kula III of Avenue Des 4 Saisons 1410 Waterloo, Belgium and

Thomas F. Larkins of 110 Green Avenue, Madison, New Jersey NJ 0794

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

† delete as
appropriate

~~the sole director~~ [all the directors]† of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

§ delete whichever
is inappropriate

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§

The company is ~~the~~ [a] holding company of* Friedland Doggart Group Limited

which is

proposing to give financial assistance in connection with the acquisition of shares

in ~~this company~~ [NOVAR LIMITED

pany.††

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

Piers Johansen
Skadden Arps
40 Bank Street
London
E14 5DS
Doc: 457878v1

For official use
General Sect



LD5 *L23TGB9J* 321
COMPANIES HOUSE 16/12/2005
LD9 *L2HYGATL* 647
COMPANIES HOUSE 30/11/2005

The assistance is for the purpose of ~~that acquisition~~ reducing or discharging a liability incurred for the purpose of that acquisition~~†~~ (note 1)

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

The number and class of the shares acquired or to be acquired is: 448,483,395 ordinary shares of 27 7/9 pence each and 126,254,460 preference shares of 16 2/3 pence each.

The assistance is to be given to: (note 2) Honeywell Acquisitions Limited of Honeywell House, Arlington Business Park, Bracknell, Berkshire RG12 1EB

The assistance will take the form of:

Book value transfer by Friedland Doggart Group Limited reducing its net assets.

See attached Schedule.

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

† delete as appropriate

Honeywell Acquisitions Limited of Honeywell House, Arlington Business Park, Bracknell, Berkshire RG12 1EB

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

See attached Schedule.

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is Up to £5,500,000

The amount of cash to be transferred to the person assisted is £ Up to £57,800,000

The value of any asset to be transferred to the person assisted is £ Up to £57,800,000

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The date on which the assistance is to be given is Within eight weeks of the date hereof

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

I/We have formed the opinion, as regards this 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)

* delete either (a) or
(b) as appropriate

(a) ~~I/We have formed the opinion that this 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 this company within 12 months of that date, and I/we have formed the opinion that this 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 Monistom NJ USA

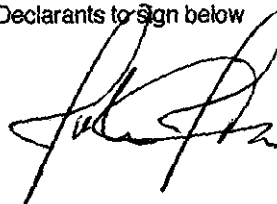
Declarants to sign below

on

Day	Month	Year
21	11	2005

before me

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



Kathleen R. Reiter
NOTARY PUBLIC #2306700
NEW JERSEY - Warren County
Commission Expires 10/20/2008

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

DX 33050 Cardiff

or, for companies registered in Scotland:-

The Registrar of Companies
37 Castle Terrace
Edinburgh
EH1 2EB

DX 235 Edinburgh

or LP-4 Edinburgh 2