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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
(Address overleaf- Note 5)

For official use

Company number

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

2053619

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

Name of company

* FIRST SECURITY (GUARDS) LIMITED

* Insert full name
of company

~~xxWe a~~ SIMON FRANCIS COONEY of Beechburn, Southview Road, Pinner Hill,

o Insert name(s) and
address(es) of all
the directors

Middlesex, DORIAN GRANT NINEBERG of Barham Lodge, Barham Avenue,

Elstree, Hertfordshire WD6 3PQ and ROGER WILLIAM FARROW of 20 Southey Way,
Larkfield, Aylesford, Kent ME20 6TS

† delete as
appropriate

~~xxThe 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

~~xx(a) that of a recognised bank licensed institution within the meaning of the Banking Act 1979~~

~~xx(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] ~~xxcompany's holding company~~

limited†

The assistance is for the purpose of [that acquisition] ~~xxreducing or discharging a liability incurred for the
purpose of that acquisition~~†

The number and class of the shares acquired or to be acquired is: 200 ordinary shares of
US\$0.01 each and 100,000 deferred shares of 50p each

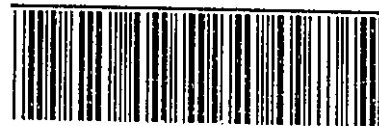
Presentor's name address and
reference (if any):

Travers Smith Braithwaite
10 Snow Hill
London EC1A 2AL

(Ref: RHF)

For official Use
General Section

Post room



K3DA039S

KLD RECEIPT DATE: 26/07/94

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

Hilclare PLC, Dark Lane, Ardwick, Manchester M12 6FA

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 entry into and performance by the Company of its obligations under a guarantee of all monies and liabilities owed by Hilclare PLC to Barclays Bank PLC and a debenture containing fixed charges and a floating charge in favour of Barclays Bank PLC in relation to the whole undertaking and all the assets of the Company.

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

† delete as
appropriate

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

See Annexure 1.

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 on or before 19 94

Please do not
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this margin

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

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

~~XX~~ 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) ~~XX~~ 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)

~~XX~~ It is intended to commence the winding up of the company ~~XXXXXX~~ on ~~XXXXXX~~ date, and ~~XX~~ we ~~XXXXXX~~ have formed the opinion that the company will be able to pay its debts in full ~~XXXXXX~~ within ~~XXXXXX~~ months of the commencement of the winding up ~~XXXXXX~~ (note 3)

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

BOLT BURDON

Declared at 16 THE BERTON STREET
SLINGTON
LONDON N1 0QX

the 13th day of July
one thousand nine hundred and NINETY-FOUR

before me Shurouk Al-Sabbagh
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

P. Niehry
Yusuf Albow
Alan Gore

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

ANNEXURE 1

The guarantee to be given by the Company is for all monies and liabilities owed to Barclays Bank PLC by Hilclare PLC ("the Guarantee"). The debenture to be given by the Company contains fixed charges and a floating charge in favour of Barclays Bank PLC in relation to the whole undertaking and all the assets of the Company ("the Debenture"). It is proposed that part of an overdraft and/or a loan facility to be made available by Barclays Bank PLC to Hilclare PLC secured by, inter alia, the Guarantee and the Debenture will be used by Hilclare PLC to pay costs incurred for the purpose of that acquisition.