

G

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

--	--	--	--	--	--

2077752

Name of company

* DEVONPORT ROYAL DOCKYARD LIMITED

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

* insert full name of company

I/We ANTHONY FRANCIS PRYOR

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

HENRY WILLIAM WARREN

DENNIS ERNEST GILBERT

RODNEY EWEN MACLACHLAN

† delete as appropriate

~~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~~

~~(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~~

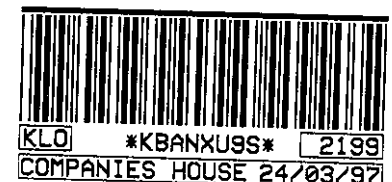
The number and class of the shares acquired or to be acquired is: 50,001
ORDINARY SHARES OF £1 EACH

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

Norton Rose
Camomile Street
PO Box 570
London EC3A 7AN
Ref: AMC/X168590

For official Use
General Section

Post room



The assistance is to be given to: (note 2) HALLIBURTON HOLDINGS LIMITED
(No. 1870934) whose registered office is at 150 The Broadway,
Wimbledon, London, SW19 1RX
THE WEIR GROUP PLC (No. SC2934) whose registered office is at 149
Newlands Road, Cathcart, Glasgow, G44 4EX
BICC plc (No. 395826) whose registered office is at Devonshire House
The assistance will take the form of: Mayfair Place, London, W1X 5FH

Please do not
write in
this margin

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

The entering into by the Company of a fixed charge over book and other debts ("the Charge") in favour of Midland Bank Plc ("Midland") to secure all monies due and owing by the Company, Devonport Engineering Services Limited, Dorhold Limited and Devonport Management Limited under the following facilities to be made available by Midland:

- (a) a Sterling overdraft facility to the Company of up to £10 million;
- (b) a revolving credit facility to the Company of up to £5 million;
- (c) a term loan of £17.15 million; and
- (d) a term loan of £17.85 million.

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

Halliburton Holdings Limited, The Weir Group PLC and BICC plc

† delete as
appropriate

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

As set out in the Charge. Under the Charge, the Company will charge its book and certain other debts to secure all monies due under the facilities referred to above.

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 13 March 1997

Please do not
write in
this margin

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

* 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 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)~~

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 Plymouth in
the County of Devon

the 12 day of March
one thousand nine hundred and ninety
seven

before me M. T. Grundy.

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

MICHAEL TERENCE GRUNDY
229 Albert Road
Devonport
Plymouth

Solicitor

Declarants to sign below

D.E. Sillit
A. Procter
W. H. H. H.

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

**REPORT OF THE AUDITORS TO THE DIRECTORS OF DEVONPORT
ROYAL DOCKYARD LIMITED PURSUANT TO SECTION 156(4) OF THE
COMPANIES ACT 1985**

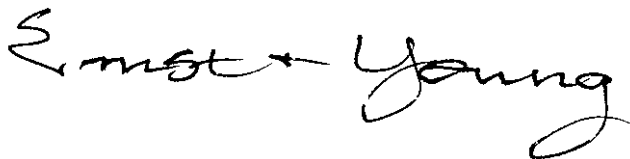
We have examined the attached statutory declaration of the directors dated 12 March 1997 in connection with the financial assistance proposed to be given by Devonport Royal Dockyard Limited ("the company") for the acquisition of the issued ordinary share capital of the company.

Basis of opinion

We have enquired into the state of affairs of the company so far as necessary for us to review the bases for statutory declaration.

Opinion

We are not aware of anything to indicate that the opinion expressed by the directors in the attached declaration as to any of the matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.



ERNST & YOUNG

Registered Auditor

Bristol

12 March 1997