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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


2466909

Name of company

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

\* SEVERN HOUSE PROPERTIES LIMITED

\*Insert full name of company

I/We† CHRISTOPHER ALAN BUTTERFIELD of Normanton Grange, Normanton on the Wolds Nottinghamshire NG12 5NN

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

JOHN ROBERT COLES of Manor House, Staythorpe, Newark, Nottinghamshire NG23 5RH

§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 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~~

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: 1,200,410 Ordinary Shares of £1 each

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

Freeth Cartwright Hunt Dickins  
Solicitors  
Express Buildings  
29 Upper Parliament Street  
Nottingham NG1 2AQ (PDT)

For official use  
General Section

Post room



Evenbrook Estates Limited Normanton Grange

The assistance is to be given to: (note 2)  
Normanton on the Wolds Nottinghamshire NG12 5NN

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:

(A) The Execution by the Company of:-

1. a Guarantee to be entered into by the Company and the Nationwide Building Society ("the Building Society") under which the Company is to guarantee the payment and discharge by Evenbrook Estates Limited ('Evenbrook') of all moneys and obligations due owing or incurred by Evenbrook to the Building Society ("the Guarantee");
2. Third Party Charges securing by way of fixed legal charge all of the current real property of the Company with the payment and discharge by the Company of all moneys and obligations now and hereafter due owing or incurred from Evenbrook to the Building Society ("the Third Party Charges");

SEE ATTACHED CONTINUATION SHEET 1

8 The person who ~~has acquired~~ <sup>will acquire</sup> ~~[will acquire]~~\* the shares is:  
Evenbrook Estates Limited

\*Delete as  
appropriate

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

SEE ATTACHED CONTINUATION SHEET 2

8 The amount of cash to be transferred to the person assisted is £ 72,004.39 (by way of loan)

The value of any asset to be transferred to the person assisted is £ NIL

8 The date on which the assistance is to be given is WITHIN 8 WEEKS OF 22.12 1995.

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 NORTHAMPTON.

the 22nd day of DECEMBER

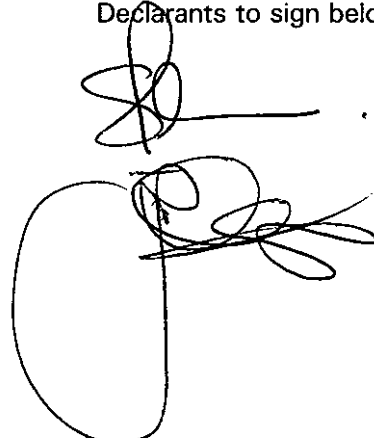
One thousand nine hundred and NINETY FIVE

before me J. F. Thorpe

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

**J. F. THORPE**  
SOLICITOR  
SHOOSMITHS & HARRISON

Declarants to sign below



## 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.



# HUBBART, DUROSE & PAIN

## CHARTERED ACCOUNTANTS

Our ref: B/AM  
Your ref: 22nd December 1995  
Date:

P.O. BOX 33, KING EDWARD COURT,  
KING EDWARD STREET,  
NOTTINGHAM NG1 6HB  
TELEPHONE (0115) 950 7711  
FAX (0115) 948 4290

**REPORT OF THE AUDITORS  
TO THE DIRECTORS OF  
SEVERN HOUSE PROPERTIES LIMITED ("THE COMPANY")  
UNDER SECTION 156(4) OF THE COMPANIES ACT 1985**

We have examined the attached statutory declaration of the Directors dated 22nd December 1995.

We have enquired into the state of affairs of the Company in connection with the proposal that the Company shall give Evenbrook Estates Limited financial assistance as described in the attached statutory declaration for the purpose of the acquisition of the entire issued share capital of the Company.

We are not aware of anything to indicate that the opinion expressed by the Directors in their declaration dated 22nd December 1995 as to any of the matters mentioned in Section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully

*Hubbart Durose Pain*



David S. Oxland, Michael A. Poole, John P. Taylor.  
Consultants: Michael J. Stacey, Michael Chamberlain.  
Registered to carry on audit work and authorised to carry on investment  
business by the Institute of Chartered Accountants in England & Wales.

COMPANY NUMBER: 2466909

FORM: 155(6)(A)

CONTINUATION SHEET: 1

COMPANY NAME: SEVERN HOUSE PROPERTIES LIMITED

- (B) The loan by the Company to Evenbrook of the sum of £72,004<sup>32</sup> ('the Loan') ~~upon the maturity of a time deposit account ('the Deposit Account') in which the sum of £~~ is deposited, which loan is then to be paid by Evenbrook to the vendor of the issued share capital of the Company, Nationwide Fund Management Limited, in discharge of part of the purchase consideration for the shares, ~~and that, pending the maturity of the deposits, the Company should assign the Deposit Account by way of security to Nationwide Fund Management Limited.~~

COMPANY NAME: SEVERN HOUSE PROPERTIES LIMITED

1. The Guarantee creates a guarantee to the Building Society for the payment and discharge by Evenbrook Estates Limited of all monies and liabilities which Evenbrook Estates Limited shall for the time being owe in whatsoever manner to the Building Society whether actual or contingent and whether owed solely or jointly with any other person and whether as principal or surety including interest, discount, commission and other lawful charges or expenses which the Building Society may in the course of its business charge including monies borrowed by Evenbrook Estates Limited from the Building Society for the purpose of acquiring the entire issued share capital of the Company.
2. The Third Party Charges create fixed legal charges over all the Company's current freehold and leasehold property which charges secure the liability of Evenbrook to the Building Society.
3. The Loan is an unsecured, interest free loan and is repayable at any time upon the Company's demand.
4. The assignment of the Deposit Account in favour of Nationwide Fund Management Limited is to secure the payment by Evenbrook of the balance of the purchase price payable for the issued share capital of the Company.