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## COMPANIES FORM No. 155(6)a

### Declaration in relation to assistance for the acquisition of shares

# 155(6)a

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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2596893

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

Name of company

\* ROWLINSON CONSTRUCTIONS LIMITED

\* insert full name  
of company

~~I/We~~ ☒ see schedule 1

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

† 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 8 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 Rowlinson Securities

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: see schedule 2

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

Addleshaw Booth & Co  
Dennis House  
Marsden Street  
Manchester  
M2 1JD  
53/RKB/100239/222/sxm

For official Use  
General Section



The assistance is to be given to: (note 2) see schedule 3

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

The assistance will take the form of:

see schedule 4

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

† delete as  
appropriate

Barlows Plc (Company Number 171270)

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

see schedule 5

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 30 June

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write in this  
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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 Barnes Manor <sup>Murphy</sup> <sup>MD</sup>  
Manchester

Declarants to sign below

the 30 day of June  
one thousand nine hundred and seven

before me J.M. Dralke

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

Darius Roberts  
ACB  
Richard Wilson

## 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  
37 Castle Terrace  
Edinburgh  
EH1 2EB

**Rowlinson Constructions Limited**  
**Form 155(6)a**

**SCHEDULE 1**

**Director's Name**

**Address**

Richard Fildes

Spurstow Hall  
Spurstow  
Tarporley  
Cheshire  
CW6 9RF

Andrew Charles Bird

The Old Parsonage  
Stable Lane  
Cotebrook  
Tarporley  
Cheshire  
CW6 0JL

David Jonathan Roberts

The Bungalow  
Willowbank Farm  
Lumb Lane  
Little Moss  
Droylsden  
Manchester  
M43 7LN

## SCHEDULE 2

Number of Shares:-

12,489,832 Ordinary Shares of £1 each in the share capital of Rowlinson Securities Limited (formerly Rowlinson Securities Plc)

### SCHEDULE 3

National Westminster Bank plc (as Agent and Security Trustee for the Security Beneficiaries (as defined below)) and Barlows PLC (Company No. 171270) whose registered office is at Chepstow House, Dee Hills Park, Chester CH3 5AR

#### SCHEDULE 4

- A The execution by the Company of the following (as the same may be varied, supplemented or substituted from time to time) and the Company complying with and fulfilling its obligations thereunder:
- 1 A composite guarantee and debenture ("**the Debenture**") to be entered into by the Company and others and National Westminster Bank plc ("**NatWest**") (as agent and security trustee for itself and other banks ("**the Security Beneficiaries**", as that expression is defined in a facility agreement ("**the Facility Agreement**") dated 11 April 1997 and made between Barlows PLC ("**the Parent**") (1) and NatWest (2)). Under the terms of the Debenture the Company will grant security over all of its assets and undertakings including the grant of security over its freehold and leasehold properties specified in the Appendix hereto in favour of NatWest (as agent and security trustee, as aforesaid) and will guarantee to NatWest (as agent and security trustee, as aforesaid) the payment and discharge of all the liabilities of the Parent to NatWest (as agent and security trustee, as aforesaid) from time to time including liabilities assumed for the purpose of funding the acquisition of shares in the Target and liabilities assumed to enable the Parent to provide funds to its subsidiaries (including the Company).

## SCHEDULE 5

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

- 1 The principal terms of the Debenture are that with full title guarantee and as continuing security for the discharge of all the liabilities of the Company, the Parent, the Target and the Target's other subsidiaries party thereto (together, "**the Group**") to NatWest (as agent and security trustee, as aforesaid) incurred under the Banking Documents (as defined in the Facility Agreement) (whether present or future or actual or contingent and whether incurred alone or jointly with another) the Company charges to NatWest (as agent and security trustee, as aforesaid), by way of a debenture, legal charges over its interest in the freehold and leasehold properties specified in the Appendix hereto and by creating fixed and floating charges, all land and buildings and all of the Company's property, assets and undertaking and the Company guarantees on demand to NatWest (as agent and security trustee, as aforesaid) the payment of all liabilities incurred under the Banking Documents (as defined in the Facility Agreement) (whether present or future or actual or contingent and whether incurred alone or jointly with another) of the other members of the Group (including the Parent) to NatWest (as agent and security trustee, as aforesaid).



APPENDIX

Properties subject to legal charges

- 1     5 plots at Crigyll Road  
      Rhosneigr  
      Gwynedd
- 2     Land on the North side of  
      Hilton Lane and land on the  
      North East side of Butterstile Lane  
      Prestwich

# ARTHUR ANDERSEN

30 June 1997

The Directors  
Rowlinson Constructions Limited  
London House  
London Road South  
Poynton  
Stockport  
SK12 1YP

(Company Number: 2596893)

National Westminster Bank PLC  
PO Box 631  
55 King Street  
Manchester  
M60 3NA

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Bank House  
9 Charlotte Street  
Manchester M1 4EU  
0161 228 2121 Telephone  
0161 228 1421 Facsimile

Our ref    icm/sp/mst

Your ref

Dear Sirs

## **Auditors' report to the directors of Rowlinson Constructions Limited Pursuant to Section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors of Rowlinson Constructions Limited ('the Company') dated 30 June 1997 in connection with the proposal that the Company should give financial assistance for the purchase of shares in the Company's holding company, Rowlinson Securities Limited.

### **Respective responsibilities of directors and auditors**

The Company's directors are responsible for the statutory declaration. It is our responsibility to review the bases for the declaration, based on our enquiries into the state of the Company's affairs and to provide a report to the directors.

### **Basis of opinion**

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

# ARTHUR ANDERSEN

- 2 -

30 June 1997

## 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.

Yours faithfully

Arthur Andersen