

# G

CHFP025

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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

[ ] [ ] [ ] [ ]

02630824

#### Note

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

Name of company

\* Englewood Limited ("the Company")

\* insert full name  
of company

*See continuation sheet*

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

† delete as  
appropriate

§ delete whichever  
is inappropriate

*KR SMC*  
~~the sole director~~ [all the directors] of the above company do solemnly and sincerely declare that:

The business of the company is:

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

*KR SMC*  
~~(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

*KR SMC*  
The company is proposing to give financial assistance in connection with the acquisition of shares in the

[company] ~~company's holding company~~

*KR SMC*  
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: 25,857,001 ordinary  
shares of 5p each (the "Shares")

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

Maclay Murray & Spens  
3 Glenfinlas Street  
Edinburgh  
EH3 6AQ  
FM/SMK/HEM/7/2  
DX: ED137 Edinburgh  
p:kxf/Forms/1556a/e1

For official Use  
General Section



The assistance is to be given to: (note 2) Gleadway plc ("Gleadway")  
(registered number 2902323) having its registered office at Gleadhill House,  
Dawber's Lane, Euxton, Chorley, Lancashire, PR7 6OA

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lettering

The assistance will take the form of:

1. The Guarantee (as defined in the Continuation Sheet).
2. The Legal Charge (as defined in the Continuation Sheet).
3. The support obligations (the "Support") more particularly described in paragraph C below.

The person who [has acquired] <sup>SNO</sup> ~~will acquire~~ the shares is:

† delete as  
appropriate

Gleadway

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

A. Under the Guarantee, the Guarantors unconditionally guarantee the payment or discharge of the Secured Liabilities and shall on demand in writing pay or discharge them to the Bank.

B. Under the Legal Charge, the Company will grant a specific fixed charge over its property at Newton Works, Talbot Road, Hyde ("the Property") Title Number GM356112 and fixed charges over goodwill relating to the Property in favour of the Bank to secure all sums of money, liabilities and obligations of the Company to the Bank as more particularly defined in the Bank's Commercial Charge Conditions (1995 Edition).

C. In terms of the Support the Company will lend funds to Gleadway in order to enable Gleadway inter alia to discharge its obligations to the Bank.

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 within 8 weeks of the date hereof

# **Continuation sheet 1**

To the Registrar of Companies

Name of company

Company number

Englewood Limited

2630824

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## **Directors**

Jonathan Bowler  
1 Walkdale Brow  
Simmondley View  
Simmondley  
Glossop  
Derbyshire  
SK13 6PX

Michael John Windsor Hennessy  
Barn Close  
Ridings Lane  
Curbar Calver  
Hope Valley  
South Yorkshire  
S32 3YT

Kathryn Revitt  
3 Brookside  
Euxton  
Chorley  
Lancashire  
PR7 6HR

In this Form 155(6)a:-

“Bank” means The Governor and Company of the Bank of Scotland.

“Guarantee” means the guarantee granted by the Guarantors in favour of the Bank and dated on or around the date hereof.

“Guarantors” means the Company, Gleadway and John Wilman Limited (registered number (2476305).

“Legal Charge” means a legal charge to be made between the Company and the Bank in respect of the property at Newton Works, Talbot Road, Hyde, Title Number GM356112.

“Principal” means the Company, Gleadway and John Wilman Limited or whoever becomes a Principal by acceding to the Guarantee.

“Secured Liabilities” means all or any monies and liabilities which shall for the time being (and whether on or at any time after demand) be due, owing or incurred in whatsoever manner by the Principal to the Bank whether actually or contingently and whether incurred solely, severally or jointly and whether as principal or surety and whether on account of money advanced, bills of exchange, promissory notes, guarantees, indemnities or otherwise, including interest, discount, commission and other lawful charges or expenses which the Bank may in the course of its business charge or incur (including for any advances made by the Bank during the three months' period after receipt by the Bank of any written notice from a Guarantor to determine the Guarantee or in relation to any other liability of the Principal to the Bank), together with:-

- (a) (on a full indemnity basis) all costs and expenses (including without limitation legal costs) recoverable by the Bank from the Principal;
- (b) (on a full indemnity basis) all costs and expenses (including without limitation legal costs) charged or incurred by the Bank in perfecting or in or about the recovery or attempted recovery of money due to the Bank under the Guarantee; and
- (c) interest calculated and accruing daily from demand in accordance with the Bank's usual rates and practice on (a) and (b) above.

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

*sno* *AK*  
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)

*sno* *AK*  
(a) 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)

*VR* *sno* *AK*  
(b) ~~It is intended to commence the winding up of the company within 12 months of that date, and 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)

*VR* *sno* *AK*  
And 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 NEWTON HYDE IN THE COUNTY  
OF CHESHIRE

Declarants to sign below

Day Month Year  
on 

3	1	1	0	2	0	0	0
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before me A. W. Oswald.

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

*John Hebble*  
*Katryn Reint*

## NOTES

CHRONNELL, FITZPATRICK & JONES  
Solicitors  
18 Reynold Street, Hyde, Cheshire  
SK14 1LY  
Tel: 0161 368 3586

- 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  
  
or, for companies registered in Scotland:-  
  
The Registrar of Companies  
37 Castle Terrace  
Edinburgh  
EH1 2EB



Edward VII Quay  
Navigation Way  
Ashton-on-Ribble  
Preston PR2 2YF  
United Kingdom

Tel +44 (0) 1772 722822  
Fax +44 (0) 1772 473593  
Telex 668265 PMMMAN G  
DX 721430 Preston 19

The Directors  
Englewood Limited  
PO Box 15  
Talbot Road  
Hyde  
CHESHIRE  
SK14 4EJ

Our ref dai/mb/37/008

Contact David Irvine  
01772 473525

31 October 2000

Dear Sir

**Auditors' report to the directors of Englewood Limited pursuant to Section 156(4) of the Companies Act 1985**

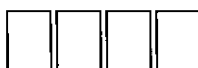
We have examined the attached statutory declaration of the directors dated 31 October 2000 in connection with the proposal that the company should give financial assistance for the purchase of 100% of the company's ordinary shares. We have enquired into the state of the company's affairs in order to review the bases for the statutory declaration.

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

*KPMG*

KPMG



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