

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

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

* insert full name
of company

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

‡ delete as
appropriate

§ delete whichever
is inappropriate

To the Registrar of Companies
(Address overleaf- Note 5)

For official use

Company number

--	--	--	--

2668959

Name of company

* LINCWASTE LIMITED

We of Timothy Charles Walsh of Walsh House, Huntingdon Road, Girton,

Cambridge, Cambridgeshire CB3 0LX

Stephen Russell, Stutely of Lakeside, Cornwallis Close, West Stow,

Bury St. Edmunds, Suffolk IP28 6EU

Roy J. Butterworth of Aughtim House, Pilham, Gainsborough,

Lincolnshire DN21 3NU; and

John Birch of 8 Beckhall, Welton, Lincoln, Lincolnshire LN2 3LJ

Francis Charles Argent of 171 Rock Avenue, Gillingham, Kent ME7 5PY
(the sole director) all the directors† of the above company do solemnly and sincerely declare that:

The business of the company is:

(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 HERRINGTON LIMITED (Company Number 2830895)
whose registered office is at Tritton House, Matilda Road, Lincoln LN6 7BN

The assistance is for the purpose of [that acquisition] [reducing or discharging a liability incurred for the
purpose of that acquisition] x

The number and class of the shares acquired or to be acquired is: 100,000 Ordinary Shares
of £1 each in the capital of Herrington Limited and 300,000 cumulative
participating preferred ordinary shares of 1p each in the capital of
Herrington Limited

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

Rowe & Maw
20 Black Friars Lane
London EC4V 6HD

Ref: 384/351

For official Use
General Section

Post room



A10 *A6RBN2K* 475
COMPANIES HOUSE 14/07/93

A.C.G.

group

The assistance is to be given to: (note 2) WASTE RECYCLING ^{group} PLC whose registered office is at Manor Farm, Bridgham, Norwich, Norfolk NR16 2RX

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:

1. The granting by the Company of a debenture ("the Debenture") in favour of Lloyds Bank PLC whose registered office is at 71 Lombard Street, London EC3P 3BS ("the Bank").
2. The granting by the Company of a guarantee ("the Guarantee") in favour of the Bank.

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

A.C.G.

^{group}
WASTE RECYCLING PLC whose registered office is stated above

† delete as appropriate

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

1. The Debenture and the Guarantee are to be given in consideration of facilities to be made available by the Bank to Waste Recycling ^{group} PLC, Waste Recycling Limited, Anti-Waste Limited, Anti-Rubbish Limited, Herrington Limited and the Company for the purpose, inter alia ^{group} of the acquisition of shares in Herrington Limited by Waste Recycling ^{group} PLC.
2. The Debenture and the Guarantee are to be granted on the terms and conditions set out in those documents.

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

A.C.G.

The date on which the assistance is to be given is

10th July

1995



SOLOMON HARE

CHARTERED ACCOUNTANTS

Oakfield House, Oakfield Grove, Clifton, Bristol BS8 2BN
Telephone: 0117 923 7000 Facsimile: 0117 973 2741

The Directors
Lincwaste Limited
Tritton House
Matilda Road
Lincoln
LN6 7BM

PEM/SLT/WA10519

10 July 1995

AUDITORS' REPORT TO THE DIRECTORS OF LINCWASTE LIMITED PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

We have examined the attached statutory declaration of the directors of Lincwaste Limited ("the Company") dated 10 July 1995, in connection with the proposal that the Company should give financial assistance for the purpose of the acquisition of shares in the Company's holding company, Herrington Limited.

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.

SOLOMON HARE
Registered Auditors

10 July 1995

Partners:

Philip E Moody FCA ATII (Senior Partner) • Paul R B Barkworth FCA • Michael S Batt FCA • Nigel Belletty FCA • Martin D Brown FCA
Richard W Bunker ACA ATII • Stephen F Butt FCA • Richard Chant FCA FTII • Peter W Engel MIPA MSPI • Adrian J Hards FCA ATII • Timothy J Keeley BSc TEP
Jeffrey D Lewis FCA • Roy Macfarlane FCA • Richard F Mannion FCA FTII • David J Mouncey ACA ATII • Rupert G Mullins MIPA MSPI • Michael J Neale FCA
Nicholas J Reeve FCA • David A Robinson FCA • Kenneth A Slater FCCA • Stephen D Toole ACA • Gareth R. White FCA • David C Wragg ACA

Chairman: Finlay D McPherson BSc.

Also at Cardiff Chippenham Chipping Sodbury and London • Associated Office at Cirencester
In association with BDO Stoy Hayward

Registered to carry on audit work and authorised to carry on investment business by the Institute of Chartered Accountants in England and Wales

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

~~/~~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) /~~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.~~1~~*(note 3)

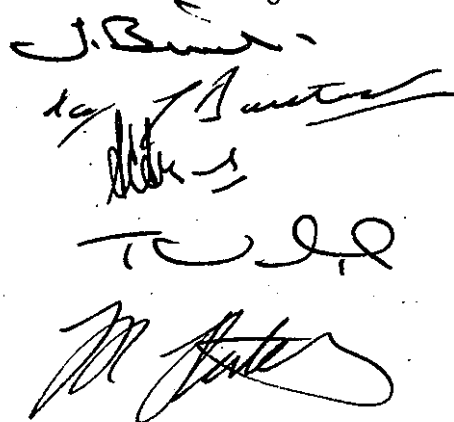
~~(b) It is intended to commence the winding up of the company within 12 months of that date, and / we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding up.1~~*(note 3)~~x~~

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 ROWE & MAW
20 BLACKPRIARS LANE LONDON
EC4V 6HD
the 10 day of JULY
one thousand nine hundred and NINETY FIVE
M.C. Walsh
before me NEILL CHARLES GIBSON

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



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