

## Declaration by the directors of a holding company in relation to assistance for the acquisition of shares

**155(6)b**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	31	32	33	34	35	36	37	38	39	40	41	42	43	44	45	46	47	48	49	50	51	52	53	54	55	56	57	58	59	60	61	62	63	64	65	66	67	68	69	70	71	72	73	74	75	76	77	78	79	80	81	82	83	84	85	86	87	88	89	90	91	92	93	94	95	96	97	98	99	100
---	---	---	---	---	---	---	---	---	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	-----

11902 Hull  
PP/96995-1-2/#3107847

Please do not  
write in this  
margin

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

The assistance is to be given to: (note 2) See Appendix 3

See Appendix 4

ATKINSON SMITH (HOLDINGS) LIMITED (Company Number: 3059472) whose registered office is at Sidings Court, White Rose Way, Doncaster, DN4 5NU

† delete as appropriate

See Appendix 5

The value of any asset to be transferred to the person assisted is £ 4,563,498 (approximately)

the date hereof or within 8 weeks

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

X We have formed the opinion, as regards this 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)

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

~~(a)~~ ~~We have formed the opinion that this 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 this company within 12 months of that date, and the~~  
~~have formed the opinion that this company will be able to pay its debts in full within 12 months of the~~  
~~commencement of the winding up.\* (note 3)~~

~~X~~ And ~~X~~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

Grosshalls,  
Queens Gardens  
Hull, E Yorks

Declarants to sign below

*Handwritten signature: J. J. [unclear]*

Day Month Year  
on 03 09 2003

before me

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

## 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  
CF14 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies  
Companies House  
37 Castle Terrace  
Edinburgh  
EH1 2EB

**APPENDIX 1**

- (1) Rodney Stuart Johnson of 26 Chantreys Drive, Elloughton, Brough, East Yorkshire, HU15 1LH;
- (2) John David Mutch of 2 Montgomery Square, Drifffield, East Yorkshire, YO25 9EX;
- (3) Jonathan Whitely of 68 Bawtry Road, Bessacar, Doncaster, DN11 9UH; and
- (4) Ian Laycock of 41 Airedale Avenue, Tickhill, Doncaster, DN11 9UH

**APPENDIX 2**

35,490 ordinary shares of £1 each

15,210 A ordinary shares of £1 each

**APPENDIX 3**

Lommarsh Limited (Company Number 4768681) whose registered office is at Exchange Court, Lowgate, Hull, HU1 1XF

The Royal Bank of Scotland plc whose registered office is at 36 St. Andrew Square, Edinburgh, EH2 2YB

Atkinson Smith (Holdings) Limited (Company Number 3059472) whose registered office is at Sidings Court, White Rose Way, Doncaster, DN4 5NU

**APPENDIX 4**

The assistance will take the form of:-

The Company executing the following documents:-

- (a) a business sale agreement between the Company (1) Rixon Matthews Appleyard Limited (2) Rodney Stuart Johnson, John David Mutch and Colin Stuart Beaumont (3) and John Walter Marshall and Ivan Graham Logan (4) (the "Business Sale Agreement") whereunder the Company will sell all of the business and assets (including all of the liabilities (but excluding the goodwill of the general insurance business)) of the Company not connected with the financial services business carried on by the Company;
- (b) an intra-group loan agreement pursuant to which the consideration under the Business Sale Agreement will be left outstanding as an interest-free unsecured loan repayable pursuant to the terms set out therein;
- (c) a debenture in favour of The Royal Bank of Scotland plc (the "Bank") securing all monies and liabilities at any time whether actual or contingent owing or incurred by the Company to the Bank by creating fixed and floating charges over all present and future assets of the Company in favour of the Bank;
- (d) a cross-guarantee to be given by the Company to guarantee all obligations owed by the Company and Lomarsh Limited to the Bank including the indebtedness of Lomarsh Limited incurred for the purposes of acquiring the shares in the Company.

**APPENDIX 5**

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

See Appendix 4





# BARBER HARRISON & PLATT

CHARTERED ACCOUNTANTS

2 Rutland Park  
Sheffield S10 2PD

Tel: (0114) 266 7171  
Fax: (0114) 266 9846  
Email: [info@bhp.co.uk](mailto:info@bhp.co.uk)  
Internet: <http://www.bhp.co.uk>

Our Ref

Your Ref

## Auditors' Report to the Directors of Rixon Mathews Appleyard Limited ("The Company") Pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors dated *JD* September 2003 in connection with the proposal that the company should give financial assistance for the purchase of all of the Company's issued share capital.

### Basis of opinion

We have enquired into the state of the Company's affairs in order to review the bases for the statutory declaration.

### 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.

*Barrie Homan & Platt*

Date: *JD* September 2003

COMPANIES HOUSE

13/09/03



PARTNERS: G L Stuart-Harris, M J Ferreday, C A King, J Warner LL.B., P Cross B.Sc., P C Allsop B.A.,  
A M J Ball B.A., D W Charlton B.Sc., G A Gee, J Hague B.A., R M Matthews, A C D Staniforth B.Eng.  
CONSULTANTS: A M C Staniforth B.A., J E Moore  
ASSOCIATES: M J Woods, D Elsom B.A., C Haw, J E Marshall B.A.

Also at 57-59 Saltergate Chesterfield S40 1UL Tel: (01246) 232121 Fax: (01246) 201359

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