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CHFP025

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
(Address overleaf - Note 5)

For official use

Company number

[] [] [] [] [] [] [] []

02952082

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

Name of company

* Clean Air Limited (the "Company")

* insert full name
of company *Rum* ~~X~~ We ~~o~~ See Rider A attached

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

~~t~~ delete as
appropriate *Rum* ~~[the sole director]~~ all the directors of the above company do solemnly and sincerely declare that:

The business of the company is:

~~s~~ delete whichever
is inappropriate *Rum*

~~(a) that of a (designated bank licensed institution) within the meaning of the Banking Act 1978~~
~~(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
Rum ✓ [company] ~~[company's holding company]~~

Rum ✓ 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: 100 ordinary
shares of £1.00 each

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

Dickson Minto WS
16 Charlotte Square
Edinburgh EH2 4DF
DX ED 199
Tel: 0131 225 4455
Doc.Ref.: clean air.lpd
H083/016/001/AJP/CJM

For official Use
General Section



The assistance is to be given to: (note 2) _____

Havelock Europa plc (Registered Number 782546) having its registered office at 3
Swanwick Court, Alferton, Derbyshire DE55 7AS

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:

See Rider B attached

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

† delete as
appropriate

Havelock Europa plc (Registered Number 782546) having its registered office
at 3 Swanwick Court, Alferton, Derbyshire DE55 7AS

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

See Rider C attached

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

Please do not write in this margin **RMK** 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

Please complete legibly, preferably in black type, or bold block lettering found to be unable to pay its debts. (note 3)

RMK (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)~~

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

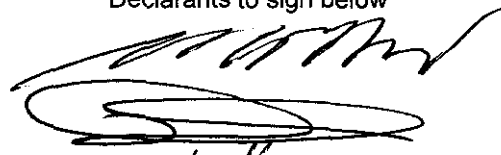
RMK (b) ~~It is intended to commence the winding up of the company within 12 months of that date, and we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding up.]* (note 3)~~

RMK ✓ And ~~we~~ 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

Stockport.

Declarants to sign below



Day Month Year
on

1	4	0	7	2	0	0	4
---	---	---	---	---	---	---	---

before me Richard W. Knott

I Khat
Galanda gawa
Hu Saem

RMK { 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
37 Castle Terrace
Edinburgh
EH1 2EB

Richard W. Krott
A. Salicrú

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CLEAN AIR LIMITED

(Registered Number 02952082)

RIDER A - FORM 155(6)a

Name	Address
Hew Edward Ogilvy Balfour	Ruchlaw House, Stenton, East Lothian EH42 1TD
Graham MacSporran	Rydal, 103 Old Greenock Road, Bishopton, Renfrewshire PA7 5BB
William Keith Collier	16 Felsted, Markland Hill, Bolton, Lancashire BL1 5EY
David Norris	12 Turton Heights, Bradshaw, Bolton, Lancashire BL2 3DU
Ian James Heatherington	61 Waters Edge, Farnworth, Bolton BL4 0NL

Richard W. Kroll
A. Solicitor.

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[Signature]

[Signature]

CLEAN AIR LIMITED

(Registered Number 02952082)

RIDER B – FORM 155(6)a

The assistance will take the form of the following:-

1. The execution by the Company of a corporate guarantee (the "Guarantee") in favour of The Governor and Company of the Bank of Scotland;
2. The execution by the Company of a debenture (the "Debenture") in favour of The Governor and Company of the Bank of Scotland;
3. The execution by the Company of an inter company funding agreement between Havelock Europa plc (registered number 782546) (the "Purchaser") and the Company (as amended, restated, supplemented or novated from time to time, the "Funding Agreement").

Richard W. K. Hoff
A. Solicitor.

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CLEAN AIR LIMITED

(Registered Number 02952082)

RIDER C - FORM 155(6)a

1. The principal terms on which the assistance will be given under the Guarantee are that the Company unconditionally guarantees the payment or discharge of the Guarantee Secured Liabilities owing by the Company, the Purchaser, McIntosh 88 Limited (Registered Number 2172877), ESA McIntosh Limited (Registered Number SC090149) and TeacherBoards (1985) Limited (Registered Number 01895417).
2. The principal terms upon which the assistance will be given under the Debenture are that the Company charges, by way of a legal mortgage, fixed and floating charges, the whole of its property, undertaking and assets including uncalled capital in favour of BoS to secure the Bank Secured Liabilities.
3. The Company agrees in terms of the Funding Agreement, subject to the satisfaction of certain conditions, to lend funds of up to a maximum of £1,000,000 to the Purchaser on the terms set out therein in order to enable the Purchaser inter alia to discharge its borrowing obligations and to make certain other payments.

Where:-

"Bank Secured Liabilities"

means all or any monies and liabilities which shall from time to time (and whether on or at any time after demand) be due, owing or incurred in whatsoever manner to BoS by the Company, whether actually or contingently, solely or jointly and whether as principal or surety and whether or not BoS shall have been an original party to the relevant transaction, and including interest, discount, commission and other lawful charges or expenses which BoS may in the course of its business charge or incur in respect of any of those matters or for keeping the Company's account, and so that interest shall be computed and compounded according to the usual BoS rates and practice as well after as before any demand made or decree obtained under or in relation to the Debenture;

"BoS"

means The Governor and Company of the Bank of Scotland;

"Group"

means the Purchaser and each of the subsidiaries from time to time;

Richard W. Knoff
A. Solicitor.

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"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 BoS 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 BoS may in the course of its business charge or incur (including for any advances made by BoS during the three months' period of notice referred to in Clause 6 of the Guarantee or in relation to any other liability of the Principal to BoS) together with:-

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

"Principal"

means each and all of the Company, the Purchaser, McIntosh 88 Limited (Registered Number 2172877), ESA McIntosh Limited (Registered Number SC090149) and TeacherBoards (1985) Limited (Registered Number 01895417);

"Purchaser"

means Havelock Europa plc (Registered Number 782546); and

Terms defined in Rider B shall bear the same meaning in this Rider C.



KPMG Audit Plc

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Glasgow G2 4QS
United Kingdom

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Fax +44 (0) 141 300 5562
DX GW99 Glasgow-1

Private & confidential

The Directors
Clean Air Limited
Dunscar Industrial Estate
Blackburn Road
Dunscar
Bolton
Lancashire
BL7 9PQ

Our ref ca/js/149

Contact Craig Anderson
0141 300 5625

14 July 2004

Dear Sirs

Auditors' report to the directors of Clean Air Limited ("the Company") pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors dated 14 July 2004 in connection with the proposal that the Company should give financial assistance for the purchase of the Company's entire issued share capital.

This report is made solely to the Company's directors as a body in accordance with section 156(4) of the Companies Act 1985. Our work has been undertaken so that we as the Company's auditors might state to the Company's directors those matters we are required to state to them in a report under section 156(4) of that Act and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's directors as a body for our work under section 156(4) of that Act or for this report.

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 Audit Plc

Registered Auditor



KPMG Audit Plc, a company incorporated
under the UK Companies Acts, is a member
of KPMG International, a Swiss cooperative

Registered in England No 3110745
Registered office:
8 Salisbury Square, London EC4Y 8BB