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COMPANIES FORM No. 155(6)b

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

155(6)b

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

For official use

Company number

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297 8673

Name of company

* M & R 617 Limited

*Insert full name
of company

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

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

We t. ROBERT GEORGE WELLS of 39 Exchange
Street Norwich and ANDREW MICHAEL
GREEN of 47 Pinecroft Way Needham
Market Suffolk

§Delete as
appropriate

~~[the sole director]~~ [all the directors]§ of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

The business of this 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 3 or 4 of the Insurance Companies Act 1982 to carry on
insurance business in the United Kingdom‡~~
(c) something other than the above‡

This company is [the] [a] holding company of * Solar Bowl (Norwich) Limited
and Solar Bowl (Ipswich) Limited which is

proposing to give financial assistance in connection with the acquisition of shares

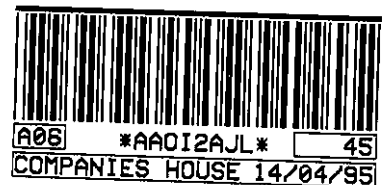
in [this company]‡ Solar Bowl (Holdings) Limited
the holding company of this company.‡§

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

MILLS & REEVE SOLICITORS
112 HILLS ROAD
CAMBRIDGE CB2 1PH

For official use
General Section

Post room



The assistance is for the purpose of [that acquisition][reducing or discharging a liability incurred for the purpose of that acquisition].* (note 1)

Please do not write in this margin

The number and class of the shares acquired or to be acquired is See Rider A

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

The assistance is to be given to: (note 2) this company

The assistance will take the form of:

Please see Rider B

The person who ~~has acquired~~ ^{will acquire} the shares is:

*Delete as appropriate

this company

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

The grant of the above mentioned fixed charges

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is NIL

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

Please do not
write in
this margin

The date on which the assistance is to be given is

5th April

1995

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

~~T~~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) [I/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 I/we 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)

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 18 Edman Street
London EC2

the 5th day of April
one thousand nine hundred and ninety
five

before me S. E. CROSS

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

Rolls.
[Signature]

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.



The Solicitors' Law Stationery Society Ltd., Oyez House, 27 Crimscott Street, London SE1 5TS.

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Companies G155(6)(b)

617

Rider A - Form 155(6)b

2,440 Ordinary Shares of 10p each under an Agreement for (inter alia) sale/purchase/acquisition of the issued share capital of Solar Bowl (Holdings) Limited intended to be made on 5th April 1995 ("the Sale and Purchase Agreement") between M&R 617 Limited (1) R G Wells and A M Green (2) B L Goddard and others (3) Mrs M J Cross and others (4) and Solar Bowl (Holdings) Limited (5) and 60 Shares which may be acquired between 6th April and 29th April 1995 under options contained in the Sale and Purchase Agreement.

Rider B

A fixed charge by Solar Bowl (Norwich) Limited (a subsidiary of the Company) over its property at Barnard Road Bowthorpe Norwich and a fixed charge by Solar Bowl (Ipswich) Limited (a subsidiary of the Company) over its property at Sproughton Road Ipswich Suffolk to be granted respectively in favour of certain of the Vendors under the Sale and Purchase Agreement (as defined above) as security for payment of loan stock issued to such Vendors as part of the consideration for their shares in ~~this Company~~.

Solar Bowl (Holdings) Limited

M & R 617 LIMITED

AUDITORS' REPORT

**Auditors' report to the directors of M & R 617 Limited
pursuant to Section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors dated 5th April 1995 in connection with the proposal that the company should give financial assistance for the purchase of up to 2,500 ordinary shares of Solar Bowl (Holdings) Limited.

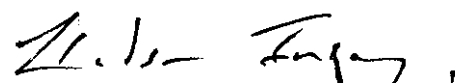
Basis of opinion

We have enquired into the state of the company's affairs in order for us to review the basis 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.

Fulcrum House
7 The Norwich Business Park
Whiting Road
Norwich
Norfolk NR4 6DJ



KIDSONS IMPEY
Registered Auditors
Chartered Accountants

5th April 1995

7/2