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COMPANIES FORM No. 155(6)a

Declaration in relation to assistance for the acquisition of shares

155(6)a

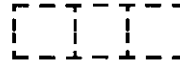
Pursuant to section 155(6) of the Companies Act 1985

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



03027964

Note

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

Name of company

* SMITHSON MASON GROUP LIMITED (the "Company")

* insert full name
of company

* We SEE SCHEDULE 1

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

† delete as
appropriate

~~(the sole director)~~ [all the directors]† of the above company do solemnly and sincerely declare that:

The business of the 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 9 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]~~ _____

limited†

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: SEE SCHEDULE 2
(constituting the entire issued share capital of the Company).

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

DLA
3 Noble Street
London
EC2V 7EE
G:Corp\CP307196-LFD
DX: 33866 Finsbury Square

For official Use
General Section

Post room



A28
COMPANIES HOUSE

A14PYA0H

0823
10/05/02

The assistance is to be given to: (note 2) THE FOLGATE PARTNERSHIP LIMITED
(CRN: 04317421), 55 ALDGATE HIGH STREET, LONDON EC3N 1AL

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

The assistance will take the form of:

SEE SCHEDULE 3

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

[†] delete as
appropriate

The Folgate Partnership Limited

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

SEE SCHEDULE 4

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

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

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

~~x~~/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) ~~It~~/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)

(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)~~

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

3 Noble Street, London, EC2U 7EE

Declarants to sign below

on

Day	Month	Year
29	04	2002

before me

Neil Haythorn

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

SCHEDULES TO THE FINANCIAL ASSISTANCE DECLARATION

FORM 155(6)a

relating to

SMITHSON MASON GROUP LIMITED

(the "Company")

(registered number 03027964)

This is the document referred to as Schedule 2 in the attached Statutory Declaration

260,000 "A" Ordinary Shares of £1 each in the Company;

40,000 "B" Ordinary Shares of £1 each in the Company;

20,000 "C" Ordinary Shares of £1 each in the Company;

SCHEDULES TO THE FINANCIAL ASSISTANCE DECLARATION

FORM 155(6)a

relating to

SMITHSON MASON GROUP LIMITED

(the "Company")

(registered number 03027964)

This is the document referred to as Schedule 1 in the attached Statutory Declaration

Andrew Linnell
18 Primrose Bank Road
Trinity
Edinburgh
EH5 3JG

Kenneth MacIver
The Poplars
The Green
Horsmonden
Kent
TN12 8JS

SCHEDULES TO THE FINANCIAL ASSISTANCE DECLARATION

FORM 155(6)a

relating to

SMITHSON MASON GROUP LIMITED

("Company")

(registered number 03027964)

This is the document referred to as Schedule 3 in the attached Statutory Declaration

The assistance will take the form of

1. A guarantee and debenture to be entered into by the Company and its subsidiary Smithson Mason Limited ("**Subsidiary**") in favour of The Royal Bank of Scotland plc ("**Bank**") pursuant to which the Company and the Subsidiary will grant fixed and floating charges over the whole of their property, assets and undertaking to the Bank to secure, inter alia, all monies and liabilities of the Company and the Subsidiary to the Bank in accordance with the terms contained therein ("**Guarantee and Debenture**");
2. A deed of accession to an intercreditor deed made on 26 November 2001 between (1) the Folgate Partnership Limited and others (2) the Bank and (3) RBS Mezzanine Limited ("**Deed**").

The entry by the Company into the Guarantee and Debenture and the Deed is required by the Bank to provide facilities to the Folgate Partnership Limited to assist in the acquisition of the entire issued share capital of the Company.

SCHEDULES TO THE FINANCIAL ASSISTANCE DECLARATION

FORM 155(6)a

relating to

SMITHSON MASON GROUP LIMITED

(the "Company")

(registered number 03027964)

This is the document referred to as Schedule 4 in the attached Statutory Declaration

The principal terms in which the financial assistance will be given

Pursuant to the Guarantee and Debenture the Company agrees:

1. to guarantee the payment, observance and performance of the Secured Liabilities (as defined therein) to the Security Trustee, the Lenders, the Overdraft Bank and the Hedging Bank (each as defined therein) (together the **"Security Beneficiaries"**);
2. to undertake to the Security Trustee on its own account and on behalf of the other Security Beneficiaries to make good the default in the payment or performance of any of the Secured Liabilities by another Obligor, in this case being the Borrower and its subsidiary undertakings from time to time (**"Folgate Group"**);
3. to indemnify the Security Trustee and each of the other Security Beneficiaries from and against any loss incurred by the same in connection with the non-payment or non-performance of any of the Secured Liabilities owing by any member of the Folgate Group; and
4. to charge to the Security Trustee (for the benefit of the Security Beneficiaries) by way of fixed and floating charges over the whole of its property, assets and undertaking, as beneficial owner and as continuing security for the payment and discharge of all its obligations under the Guarantee and Debenture.

Pursuant to the Deed the Company agrees:

5. to authorise the parties thereto to enforce the Charges (as defined therein) in such order as provided for in the Intercreditor Agreement or in such other order as those parties may otherwise agree; and
6. to be bound by the terms of the Intercreditor Agreement as if it were an original party to it.

**Auditors' Report to the Directors of
Smithson Mason Group Limited (the 'Company')
Pursuant to section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration by the directors of Smithson Mason Group Limited of today's date in connection with the proposal that the Company should give financial assistance in connection with the sale of the entire issued share capital of the Company to The Folgate Partnership Limited.

Respective responsibilities of directors and auditors

The Company's directors are responsible for the statutory declaration in accordance with applicable law. It is our responsibility under relevant legal and regulatory requirements and United Kingdom Auditing Standards to review the bases for the declaration, based on our enquiries into the state of the company's affairs, and to provide a report to the directors.

Basis of opinion

We have enquired into the state of affairs of the Company in order for us 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.

John Gordon Walton & Co

John Gordon Walton & Co
Registered Auditor &
Chartered Accountants
Yorkshire House
Greek Street
LEEDS
LS1 5ST

29th April 2002