

Please do not  
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**Please complete  
legibly, preferably  
in black type, or  
bold block lettering**

For official use

Company number

3199851

### Note

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

Name of company

\* SOILS & STRUCTURAL INVESTIGATIONS LIMITED

\* insert full name  
of company

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

**XWeo** GEOFFREY MADSEN DAVIES OF 62 PARK AVENUE, DEAL, KENT CT14 9AW AND PAUL JEREMY NICHOLLS OF 57 SARRATT AVENUE, HEMEL HEMPSTEAD, HERTFORDSHIRE HP2 7JN

† delete as appropriate

~~XXXXXXXXXXXXXX~~ [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

for that on a recognised bank licensed institution within the meaning of the Banking Act, 1958.

~~XXXXXXXXXXXXXXXXXXXXX That I am a person authorized under section 8 or A of the Immigration Act of 1963 in regard~~

~~in the large business of 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

~~XXXXXXXX~~ [company's holding company] KH HOLDINGS

LimitedIt

The assistance is for the purpose of [that acquisition] <sup>or</sup> [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: 775 ORDINARY SHARES OF £1

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

Charles Russell Solicitors  
Buryfields House, Bury Fields,  
Guildford, Surrey, GU2 4AZ

For official Use  
General Section

Post room



**A49**  
**COMPANIES HOUSE**

0776  
05/02/03

The assistance is to be given to: (note 2) KHP SECURITIES LIMITED  
OF PROSPECT HOUSE, 191/199 LONDON ROAD, ISLEWORTH, MIDDLESEX TW7 5XD

Please do not  
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lettering

The assistance will take the form of:

THE COMPANY'S ENTRY INTO A CROSS GUARANTEE DEED GUARANTEEING THE  
OBLIGATIONS OF KHP SECURITIES LIMITED, KH HOLDINGS LIMITED, KNAPP HICKS AND  
PARTNERS LIMITED TO NATIONAL WESTMINSTER BANK PLC (UNLIMITED LIABILITY -  
MAXIMUM POTENTIAL LIABILITY AT THE DATE HEREOF IS £ 48,933.51

*sc*  
The person who ~~has acquired~~ XXXXXXXXXX will acquire<sup>†</sup> the shares is:

<sup>†</sup> delete as  
appropriate

KHP SECURITIES LIMITED

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

ENTRY INTO THE CROSS GUARANTEE DOCUMENTATION MENTIONED ABOVE.

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 31 JANUARY 2003

Please do not write in this margin

~~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)

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

(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

~~(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

LIRA S. CABATBAT  
DOUGLASS SIMON  
60 HIGH ST BRENTFORD  
MIDDLESEX TW9 0AH

Declarants to sign below

*[Signature]*  
*[Signature]*

Day Month Year  
on 31 01 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  
37 Castle Terrace  
Edinburgh  
EH1 2EB

**AUDITORS' REPORT TO THE DIRECTORS OF  
SOILS & STRUCTURAL INVESTIGATIONS LIMITED  
PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985**

We have examined the attached statutory declaration of the directors dated 31 January 2003 in connection with the proposal that the company should give financial assistance for the purchase of 775 shares in KH Holdings Limited, the company's parent.

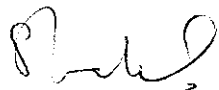
**Basis of opinion**

We have enquired into the state of the company's affairs so far as necessary for us to review the bases for the statutory declaration.

We are satisfied that the company's net assets will not be reduced by providing this financial assistance and the company meets the requirements of Section 155(2) of the Companies Act 1985.

**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.



**Sharles & Co**  
**Registered Auditors**  
**2 Bath Place**  
**Rivington Street**  
**London EC2A 3JJ**

Chartered Accountants &  
Registered Auditors

2 Bath Place  
Rivington Street  
London EC2A 3JJ  
Tel: 020 7454 9988  
Fax: 020 7454 9980/1  
e-mail: sharlesgroup.co.uk  
internet: <http://www.sharles.co.uk>

**Partners**

Melvyn Davis FCCA  
Les Waters FCA  
Phillip Batten FCA  
Susan Patterson ACA

**Consultant**

Jack Wise FCA

Associated Office in Scotland

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