

CHFP025

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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

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

* insert full name
of company

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

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

3245223

Name of company

* Ainscough Crane Hire Limited

X We , whose names and addresses appear on Appendix 1 to this declaration,

† delete as appropriate

§ delete whichever
is inappropriate

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

The business of the company is:

[illegible]

(c) something other than the above \$

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

[illegible][illegible]

The number and class of the shares acquired or to be acquired is: 621,886 Ordinary Shares
of £1.00 each

Presenter's name address and
reference (if any) :
Hammonds
Rutland House
148 Edmund Street
Birmingham
B3 2JR

708610 Birmingham 17

For official Use
General Section

Post room



The assistance is to be given to: (note 2) the persons set out in Appendix 2 to
this declaration

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

The assistance will take the form of:

See Appendix 3

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

† delete as
appropriate

Shown on Appendix 4 to this declaration

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

See Appendix 5

The amount of cash to be transferred to the person assisted is £ 5,085,509

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 date of declaration

This is an Appendix to the Declaration of the directors of Ainscough Crane Hire Limited made on 19th November 2004 pursuant to section 155(6) of the Companies Act 1985

APPENDIX I

Name: Martin Ainscough

Address: Wrenalls Farm Platt Lane Standish Wigan Lancashire
WN1 2XH

Name: Stephen Cooke

Address: Winterfield House Cold Kirby Thirsk North Yorkshire
YO7 2HL

Name: Donald Greenhalgh

Address: The Hayricks Bolton Road Anderton Lancashire PR6
9HN

Name: Keith Hartis

Address: 13 Orchard Close Shevington Wigan Lancashire WN6
8BS

Name: Jeffrey William Hitchen

Address: 202 Orrell Road Orrell Wigan Lancashire WN5 8HQ

Name: Stephen Hitchen

Address: 15 Clematis Close Euxton Chorley Lancashire PR7
1BZ

Name: Peter Kernohan

Address: 20 Langley Avenue Wardley Tyne & Wear NE10 8BU

Name: George Kesterton

Address: Chenys 3 Rutland Avenue Atherton Manchester
Greater Manchester M46 9JR

Name: Grant Roy Mitchell

Address: 42 Church Hams Finchampstead Wokingham Berkshire
RG11 4XF

Name: Neil Russell Partridge

Address: 13 Blair Park Knaresborough North Yorkshire HG5 0TH

Name: Richard Wharrie

Address: 33 Sandringham Drive Wistaston Crewe Cheshire
CW2 8JF

This is an Appendix to the Declaration of the directors of Ainscough Crane Hire Limited made on 19 November 2004 pursuant to section 155(6) of the Companies Act 1985

APPENDIX 2

- Ainscough Crane Hire Limited (Company Number 3245223) whose registered office is at Bradley Hall, Bradley Lane, Standish, Wigan WN6 0XQ.
- Martin Ainscough of Wrennalls Farm, Platt Lane, Worthington, Wigan, Lancs WN1 2HX, Brendan Ainscough of Calderbanks, Shady Lane, Cuerdon Valley, Preston, Lancashire PR5 6AU, James Ainscough of Alderbrook, Miry Lane, Parbold, Wigan WN8 7TA and John Fairhurst Trustees Limited of Douglas Bank House, Wigan Lane, Wigan, Lancs WN1 2TB all as trustees of the following trusts:
 - J Ainscough IIP Settlement A1
 - J Ainscough IIP Settlement A2
 - J Ainscough IIP Settlement A3
 - B Ainscough IIP Settlement A2
 - B Ainscough IIP Settlement A3

This is an Appendix to the Declaration of the directors of Ainscough Crane Hire Limited made on 19 November 2004 pursuant to section 155(6) of the Companies Act 1985

APPENDIX 3

The execution and delivery (or provision, as the case may be) of the following as the same may be amended, varied, supplemented or substituted from time to time:

- 1 a mortgage (the **"Mortgage"**) relating to a loan of £5,000,000 (five million pounds) between Ainscough Crane Hire Limited (1) and Barclays Bank PLC (the **"Bank"**) (2) and granting security over 46 mobile cranes, their component parts, accessories, improvements, renewals and all accompanying documentation (the **"Goods"**);
- 2 An element within the consideration payable to the sellers (the **"Sellers"**) of 565,886 shares in the Company of £85,509 in respect of the professional fees of the Sellers.

This is an Appendix to the Declaration of the directors of Ainscough Crane Hire Limited made on 19 November 2004 pursuant to section 155(6) of the Companies Act 1985

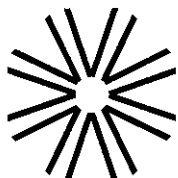
APPENDIX 4

Ainscough Crane Hire Limited, Neil Russell Partridge, Jeffrey William Hitchen, Stephen Hitchen, Grant Roy Mitchell, Keith Hartis, George Kesterton, Richard Wharrie, Stephen Cooke, Peter Kernahan, John Airey.

This is an Appendix to the Declaration of the directors of Ainscough Crane Hire Limited made on 19 November 2004 pursuant to section 155(6) of the Companies Act 1985

APPENDIX 5

- 1 The Mortgage is to be executed and delivered by the Company to the Bank in consideration for a loan (the "**Loan**") of £5,000,000 from the Bank to the Company. Under the terms of the Mortgage:
 - (a) the Company accepts the Loan from the Bank;
 - (b) the Company mortgages and charges with full title guarantee to the Bank all its right, title and interest in the Goods as security for all sums payable by the Company to the Bank;
 - (c) the Mortgage secures to the Bank repayment of the Loan, the payment of interest on the Loan and the payment from time to time of all other sums due from the Company to the Bank on any account whatsoever;
 - (d) the Loan will at all times be included within the borrowing secured by all current security held by the Bank from the Company and any security taken in addition to or in replacement of such security; and
 - (e) the Company must insure the Goods at all times and the Bank's interest must be endorsed on such policies.
- 2 The contribution towards the professional fees of the Sellers by the Company is a condition of the sale by the Sellers.



Independent auditors' report to the directors of Ainscough Crane Hire Limited pursuant to S156(4) of the Companies Act 1985.

We have examined the attached statutory declaration of the directors dated 19.11.04 in connection with the proposal that the company should given financial assistance for the purchase of the company's ordinary shares.

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 audit work has been undertaken so that we might state to the company's directors those matters we are required to state to them in this opinion 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 audit work, for this report, or for the opinions we have formed.

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 s156(2) of the Companies Act is unreasonable in all the circumstances.

Fairhurst

Registered Auditors

Dated 19.11.04

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COMPANIES HOUSE

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01/12/04