

G

CHFP025

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
(Address overleaf - Note 5)

For official use

Company number

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

3346374

Name of company

* SWEETMANS HOLDINGS LIMITED

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

* insert full name
of company

~~We~~ CHRISTOPHER JONES OF Y GARN FAWR, GLEN USK ROAD, LLANHENOCK, NEWPORT
NP18 1LU AND

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

GRAHAM WHILEY OF THE WHITE HOUSE, DALEFORDS LANE, WHITEGATE,
NORTHWICH CHESHIRE CW8 2BN

† delete as
appropriate

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

§ delete whichever
is inappropriate

The business of this company is:

- (a) ~~that of a person authorised under section 3 of the Insurance Companies Act 1982 to carry on insurance business in the United Kingdom~~
- (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* SWEETMANS RETAIL LIMITED (NO: 744248)

_____ which is
proposing to give financial assistance in connection with the acquisition of shares
in [this company] [_____]

~~This holding company of this company~~

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

DOLMANS SOLICITORS
17-21 WINDSOR PLACE
CARDIFF
CF10 3DS

DX 33005 CARDIFF 1

For official Use
General Section

Post room



A27
COMPANIES HOUSE

0056
25/04/03

Please do not
write in this
margin

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

The assistance is to be given to: (note 2) GOWER HOLDINGS LIMITED (NO: 4686340) WHOSE
REGISTERED OFFICE IS 17-21 WINDSOR PLACE CARDIFF CF10 3DS ("THE PURCHASER")

1. A Guarantee by the company to HSBC Bank Plc ('the Bank') to secure all the present and future indebtedness and liabilities to the Bank howsoever arising.
2. A Debenture (including a Legal Mortgage over the freehold and leasehold property; a first fixed Charge over inter alia the chattels, book and other debts, licenses, goodwill and uncalled capital both present and future) and first floating Charge over the undertaking of the Company and all its property.
3. A Legal Charge in favour of the Bank granted by the Company over each of the freehold properties known as 44 Sway Road, Morriston and 64 High Street, Gorseinon, securing the payment of all monies owed by the Company to the Bank at any time and from time to time.
4. If required by the Bank, a chattel mortgage over certain assets of the Company.
5. An inter-company loan by the Company to the Purchaser to assist in financing the acquisition.
6. The payment, if required, of professional advisers fees incurred in connection with the acquisition of the Company.

† delete as appropriate

1. A Guarantee by the company to HSBC Bank Plc ('the Bank') to secure all the present and future indebtedness and liabilities to the Bank howsoever arising.
2. A Debenture (including a Legal Mortgage over the freehold and leasehold property; a first fixed Charge over inter alia the chattels, book and other debts, licenses, goodwill and uncalled capital both present and future) and first floating Charge over the undertaking of the Company and all its property.
3. A Legal Charge in favour of the Bank granted by the Company over each of the freehold properties known as 44 Sway Road, Morriston and 64 High Street, Gorseinon, securing the payment of all monies owed by the Company to the Bank at any time and from time to time.
4. If required by the Bank, a chattel mortgage over certain assets of the Company.
5. An inter-company loan by the Company to the Purchaser to assist in financing the acquisition.
6. The payment, if required, of professional advisers fees incurred in connection with the acquisition of the shares.

The value of any asset to be transferred to the person assisted is £ N/A

Please do not write in this margin

The date on which the assistance is to be given is

26 March 2003

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

☒ 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)

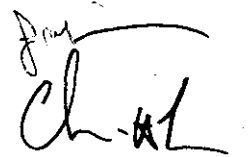
(a) ☒ We have formed the opinion that this company will be able to pay its debts as they fall due during the year immediately following that date]* (note 3)

(b) ☐ 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)

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.

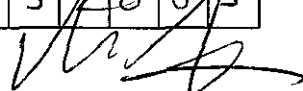
Declared at BARRY COURT PARK PLACE
CARDIFF CF10

Declarants to sign below



on

Day	Month	Year
26	03	2003

before me  MARKAN PARSALL
Solicitor

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
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

**AUDITORS' REPORT TO THE DIRECTORS OF SWEETMANS
HOLDINGS LIMITED (THE COMPANY) PURSUANT TO SECTION
156(4) OF THE COMPANIES ACT 1985**

We have examined the attached statutory declaration of the directors dated 26 March 2003 in connection with the proposal that the Company should give financial assistance for the purchase of the entire share capital of the Company.

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 section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Grant Thornton

GRANT THORNTON
REGISTERED AUDITORS
CHARTERED ACCOUNTANTS

Cardiff

26 March 2003

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Authorised by The Financial Services
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