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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

To the Registrar of Companies

For official use

Company number

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3626007

Name of company

* Biggart Donald (London) Limited

~~XX~~ Mr William Biggart of Rowanknoll, Glencairn Road, Kilmacoll,
Renfrewshire, Ghill Donald of 70 Crown Road North, Glasgow,

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

The business of the company is:

~~(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

The company is proposing to give financial assistance in connection with the acquisition of shares in the ~~company~~ [company's holding company]

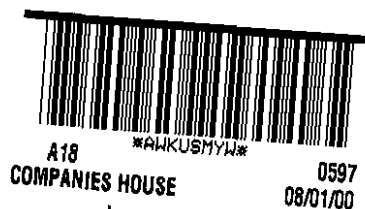
The assistance is for the purpose of [that acquisition] ~~[reducing or discharging a liability incurred for the purpose of that acquisition]~~

The number and class of the shares acquired or to be acquired is: 25,000 A Ordinary Shares
of £1 each, 18,389 B Ordinary Shares of £1 each, 6,611 C Ordinary Shares of
£1 each and 661,100 D Ordinary Shares of £0.01 each

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

Boyd's Solicitors
146 West Regent Street
Glasgow, G2 2RZ
DX GW 120
0141 221 8251

For official use
General Section



The assistance is to be given to: (note 2) Biggart Donald Group Limited, a limited
company having its registered office at 123 Elderslie Street, Glasgow,

Please do not
write in
this margin

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

The assistance will take the form of:

Biggart Donald (London) Limited will enter into a guarantee in favour of The Royal Bank of Scotland plc ("the Bank") in terms of which Biggart Donald (London) Limited will guarantee to the Bank the due payment by Biggart Donald Group Limited of all monies due by Biggart Donald Group Limited to the Bank.

Biggart Donald (London) Limited will also grant a Debenture to the Bank.

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

Biggart Donald Group Limited (No.202026) whose registered office is at
123 Elderslie Street, Glasgow, G3 7AR

*Delete as
appropriate

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

The guarantee in favour of the Bank is unlimited as to amount in respect of all the obligations of Biggart Donald Group Limited to the Bank.

The Debenture in favour of the Bank is in respect of all sums due.

The Debenture includes a Floating Charge in favour of the Bank and is unlimited as to amount in respect of all the obligations of Biggart Donald Group Limited to the Bank.

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

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

†Delete either (a) or (b) as appropriate

I/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) [I/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 I/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 I/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 146 West Regent Street
Glasgow

the 20th day of DECEMBER

One thousand nine hundred and NINETY-NINE

before me J. Stewart Rennie W.P.
JAMES STEWART RENNIE

Declarants to sign below



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.



STRICTLY PRIVATE AND CONFIDENTIAL

The Directors
Biggart Donald (London) Limited
Stewart House
Elderslie Street
Glasgow
G3 7AR

AUDITORS' REPORT TO THE DIRECTORS OF BIGGART DONALD (LONDON) LIMITED ("THE COMPANY") PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

We have examined the attached statutory declaration of the directors dated 20 December 1999 in connection with the proposal that the Company should give financial assistance for the purchase of the entire share capital of its holding company, Biggart Donald Holdings Limited.

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 is unreasonable in all the circumstances.

Deloitte & Touche
Registered Auditors
20 December 1999