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CHFP014

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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.

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

† delete as
appropriate

§ delete whichever
is inappropriate

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

For official use

Company number

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4347600

Name of company

* **WYCAR LEYS (BULWELL) LIMITED**

† We Ø **IAN JAMES TAYLOR of 46 Edgehill Drive, Newark, Nottinghamshire NG24 2GP; and**

GAYNOR PAULINE HOGAN of 46 Edgehill Drive, Newark, Nottinghamshire NG24 2GP

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

The business of the company is:

- (a) ~~branch of a recognised bank~~ ~~licensed institution~~† with the meaning of the Banking Act 1979 §
(b) ~~that of a person authorised under section 306A 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]~~ **LCC**

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

The number and class of the shares acquired or to be acquired is: **3,750 'B' ORDINARY SHARES OF £1 EACH**

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

**Actons Solicitors
16 & 20 Regent Street
Nottingham
NG1 5BQ
DX 10009 Nottingham 1
Ref: RJC.34555-2-0**

For official Use
General Section

Post room



A01
COMPANIES HOUSE

0846
01/04/03

The assistance is to be given to: (note 2) **TAYLOR HOGAN LIMITED of Wycar Leys,
Kirklington Road, Bilsthorpe, Nottinghamshire NG22 8TT**

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The assistance will take the form of:

1. The guarantee by the Company of all sums due by Taylor Hogan Limited ("THL") and its subsidiaries to the Royal Bank of Scotland plc ("RBS") including the sum of £755,000 lent by RBS to THL for the purpose of inter alia funding the acquisition of the shares and paying the legal costs and arrangement fees in connection therewith;
2. the entering into of a term loan facility agreement with RBS in the sum of £370,000 for the purpose of assisting with the repayment of loans to the holders of the shares being acquired and the subsequent repayment of those loans by the Company; and
3. any future security which RBS may hold from time to time for the Company's liabilities.

The person who ^{LKC.} ~~has acquired~~ [will acquire]† the share is:

† delete as
appropriate

TAYLOR HOGAN LIMITED

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

As 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 a date within 8 weeks from 24 March 2003

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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) ~~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)

LCC (b) ~~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 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 Regent St
Nottingham

Declarants to sign below

I. J. Taylor

Gaynor Hogan

on

Day	Month	Year
24	03	2003

before me *John K Cawdon*
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



Bates Weston

Chartered Accountants

The Mills, Canal Street, Derby DE1 2RJ
Tel: 01332 365855 Fax: 01332 291294
E-mail: enquiries@batesweston.co.uk
Website: www.batesweston.co.uk
DX No: 11533;Derby 1

Our Ref : GE/PRJ/RCW/W116

24 March 2003

The Directors
Wycar Leys (Bulwell) Limited
Wycar Leys
Kirklington Road
Old Bilsthorpe
Nottinghamshire
NG22 1EX

Dear Sirs

Report by the Auditors of Wycar Leys (Bulwell) Limited (company number 4347600) (the "Company") to the Directors Pursuant to Section 156(4) of the Companies Act 1985

We are the auditors of the Company and make the following report pursuant to Section 156(4) of the Companies Act 1985.

We have examined the attached statutory declaration of the directors of the Company dated 24 March 2003 in connection with the proposal that the Company should give financial assistance for the purchase of 3,750 of the Company's 'B' ordinary shares of £1 each.

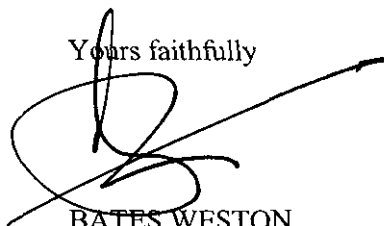
Basis of Opinion

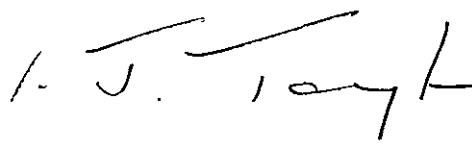

We have enquired into the state of the Company's affairs in order to review the basis of the statutory declaration.

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.

Yours faithfully


BATES WESTON
Chartered Accountants
Registered Auditor


A. J. Taylor
Hayner Hogan

A. K. Gordon

