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COMPANIES FORM No. 155(6)a

Declaration in relation to assistance for the acquisition of shares

155(6)a

CHFP025

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



1589762

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

Name of company

* BODDINGTONS LIMITED

* insert full name of company

*/We JOHN PHILIP WARNER of 37 The Lintons Sandon Chelmsford Essex and

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

ANTHONY WILLIAM BUTLER of 9 Spring Lane Great Totham Essex

† delete as appropriate

~~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

(a) ~~that of a [recognised bank] [licensed institution]† within the meaning of the Banking Act 1979~~§

(b) ~~that of a person authorised under section 9 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~~ BODDINGTONS

Limited]†

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: 14130 Ordinary Shares of £1.00 each

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

Palmers
Prospect House, 1/3 Brickfields
Road, South Woodham Ferrers,
Essex, CM3 5XB

DX: 53555 SOUTH WOODHAM FERRERS
Ref: MJH Boddingtons

For official Use
General Section



The assistance is to be given to: (note 2) BUTLER WARNER LIMITED

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:

- (a) The provision of a collateral guarantee by the Company secured by a fixed and floating charge on the assets of the Company in favour of National Westminster Bank plc to guarantee the repayment of a loan by Butler Warner Limited to National Westminster Bank plc in the sum of ONE HUNDRED AND ~~THREE~~ FIFTY THOUSAND POUNDS (~~£103,000.00~~) (£150,000)
- (b) A licence agreement between Robin Michael Boddington and the Company shall pay Robin Michael Boddington the sum of £12,500.00 subject to annual increase in accordance with the annual increase of the Retail Prices Index for his lifetime for the right to use Patent number 9720949.8

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

† delete as appropriate

BUTLER WARNER LIMITED

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

- (a) A guarantee to National Westminster Bank plc of the said loan of ONE HUNDRED AND ~~THREE~~ FIFTY THOUSAND POUNDS (~~£103,000.00~~) repayable upon demand (£150,000)
- (b) The payment by the Company to Robin Michael Boddington of £12,500 per annum subject to annual increase in accordance with the annual increase of the Retail Prices Index for his lifetime for the exclusive right to use Patent number 9720949.8

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 8th September 2000

Please do not write in this margin

~~1/~~ 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) ~~1/~~ 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)

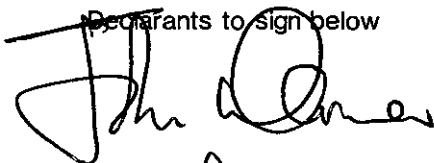

* delete either (a) or (b) as appropriate

(b) ~~It is intended to commence the winding-up of the company within 12 months of that date, and 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)

Q ✓

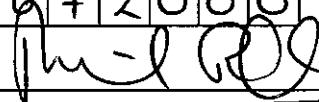
And ~~I/we~~ make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at GREAT DUNMOW
RSSEX

Declarants to sign below



Day Month Year
on

25	07	2000
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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.~~
MICHAEL R CHAPMAN.

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

N.J. Liddell & Co.

Chartered Accountants

Moor Farm, Kings Lane, Sotherton, Beccles, Suffolk NR34 8AF

Tel: (01986) 872540

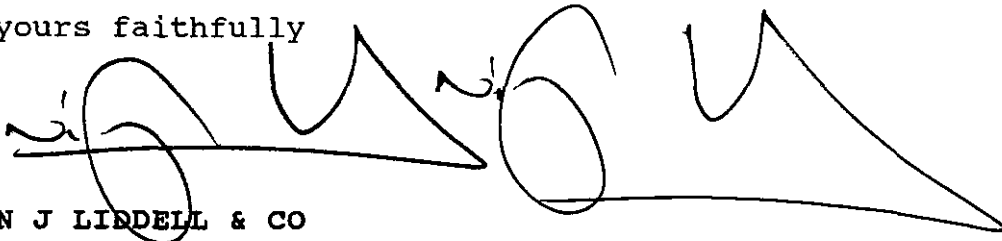
Fax: (01986) 872540

Mobile: 0860 538619

REPORT BY AUDITORS TO DIRECTORS OF BODDINGTONS LIMITED UNDER THE COMPANIES ACT 1985, SECTION 156(4)

Gentlemen, we have inquired into the state of affairs of Boddingtons Limited as at *25th July* 2000 and are not aware of anything to indicate that the opinion expressed by the Directors made by them in the foregoing declaration pursuant to s155(6) Companies Act 1985 as to any matters specified in s156(2) Companies Act 1985 is unreasonable in all the circumstances.

yours faithfully

A large, stylized handwritten signature in black ink, consisting of several loops and a long horizontal stroke at the end.

N J LIDDELL & CO