

Declaration in relation to assistance for the acquisition of shares

155(6)a

CHFP025

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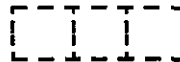
Pursuant to section 155(6) of the Companies Act 1985

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

Name of company

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

* insert full name of company

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

‡ delete as appropriate

§ delete whichever is inappropriate

* BODDINGTONS LIMITED

*/We of JOHN PHILIP WARNER of 37 The Lintons Sandon Chelmsford Essex and ANTHONY WILLIAM BUTLER of 9 Spring Lane Great Totham Essex

[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 8 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

Presenter'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

Post room



A14 COMPANIES HOUSE

0474 14/09/00

The assistance is to be given to: (note 2) BUTLER WARNER LIMITED whose registered office is
situate at Unit 10 Chelmsford Road Industrial Estate Great Dunmow Essex

CM6 1HF

The assistance will take the form of:

- (a) The provision of a guarantee by the Company in respect of all liabilities of Butler Warner Limited to National Westminster Bank plc including, but not limited to, a loan facility made available to Butler Warner Limited for the purpose of acquiring shares in the Company.
- (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.
- (c) An agreement between the Company and Butler Warner Limited whereby the Company agrees to pay Butler Warner Limited for management services.

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) **GUARANTEE**
The Company guarantees payment to the Bank on demand of all liabilities of Butler Warner Limited ('the Debtor') to the Bank (in whatever currency denominated) howsoever arising whether present future actual and/or contingent and whether incurred solely severally and/or jointly and as principal or surety and all legal and other costs and expenses (on a full indemnity basis) howsoever incurred by the Bank in connection therewith and so that as against the Company interest shall be deemed to continue to accrue and be a liability of the Debtor hereby secured notwithstanding that for any reason interest may have ceased to accrue against the Debtor and the payment of interest on the foregoing day by day from demand until full discharge such interest to be chargeable at the rate of interest payable or deemed to be payable by the Debtor (or if there is no such rate at the annual rate of the Bank's base rate from time to time plus two percent [2%]) (whether before or after judgment) as calculated and compounded in

(continued on page 3...)

The amount of cash to be transferred to the person assisted is £ 16,793.66 per month

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 to be not less than four weeks from the date of a Special Resolution of the Company to be passed pursuant to Section 155(4) of the Companies Act 1985 and not more than eight weeks from the date of this declaration.

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

- accordance with the practice of the Bank from time to time and for payment of the Bank's costs and expenses (on a full indemnity basis) incurred in connection with the enforcement of the Guarantee.
- (b) The payment by the Company to Robin Michael Boddington of TWELVE THOUSAND FIVE HUNDRED POUNDS (£12,500.00) 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
 - (c) The payment by the Company to Butler Warner Limited of the monthly sum of SIXTEEN THOUSAND SEVEN HUNDRED AND NINETY-THREE POUNDS AND SIXTY-SIX PENCE (£16,793.66) for management services rendered.

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

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

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

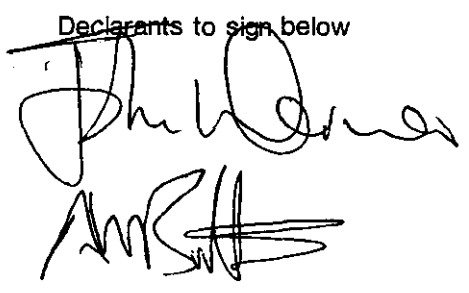
Declared at South Woodham Ferris
Essex

on

Day	Month	Year
06	09	2000

before me [Signature] (Andre John Varner.)

A Commissioner for Oaths ~~or Notary Public or Justice of the Peace or a Solicitor~~ having the powers conferred on a Commissioner for Oaths.

Declarants to sign below


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 *6th September* 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 185 as to any matters specified in s156(2) Companies Act 1985 is unreasonable in all the circumstances.

yours faithfully



N J LIDDELL & CO

6th September 2000