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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

To the Registrar of Companies

For official use

Company number

[ ] [ ] [ ] [ ]

1567549

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

Name of company

**\* ROHAN DESIGNS LIMITED**

\*Insert full name  
of company

x/Wet Andrew Graham Freeman of Manor Cottage, Clay Coton, Northants NN6 6JU

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

Philip David Parkinson of 93 Letchworth Road, Leicester LE3 6FN

Colin Fisher of Pilgrim's Cottage, Water Lane, Albury, Surrey GU5 9BN

Hugh Daniel Clark of 1 Pinkard Court, Woughton-on-the-Green, Milton Keynes MK6 3ET

Ian Hopkins of 2 Alexandra Road, Kings Langley, Hertfordshire WD4 8DT

Richard Neil Utting of 14 Underwood Crescent, Sapcote, Leicestershire LE9 4XY

Tim John Jasper of Stables Cottage, Walton Road, Wavendon, Milton Keynes MK17 8LY

§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] § with 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 Keldisk

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: See Continuation Sheet 1

Presentor's name, address and  
reference (if any):  
**SHOOSMITHS & HARRISON**  
Lock House  
Castle Meadow Road  
Nottingham  
NG2 1AG  
NMT/KE237H04

For official use  
General Section



The assistance is to be given to: (note 2) Kelpine Limited whose registered office is at 30 Maryland Road, Tongwell, Milton Keynes MK15 8HN

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

The assistance will take the form of:

See Continuation Sheet 2

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

Kelpine Limited whose registered office is at 30 Maryland Road, Tongwell, Milton Keynes MK15 8HN

\*Delete as appropriate

The principal terms on which assistance will be given are:

See Continuation Sheet 3

The amount of cash to be transferred to the person assisted is £ 600,000

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 See Continuation Sheet 4

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write in this  
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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) ☒ 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 Exchange House  
Mindumner, Keshmire  
Amherst Milton Keynes  
the 18th day of February  
One thousand nine hundred and ninety eight  
before me [Signature]

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

MK9 1LL

FENNEMORES  
200  
BOULEVARD  
CENTRAL MILTON KEYNES

Declarants to sign below

[Signature]  
[Signature]  
[Signature]  
[Signature]  
[Signature]

## 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.

## CONTINUATION SHEET NUMBER 1

### Number and Class of Shares

179,716 "AF" ordinary shares of 1 penny  
897 "AF" ordinary shares of £1  
64,874 "AF" ordinary shares of £1

2,956 "HF" ordinary shares of 1 penny  
937 "HF" ordinary shares of £1  
145 "HF" ordinary shares of £1

6,518 "PP" ordinary shares of 1 penny  
425 "PP" ordinary shares of £1  
28,514 "PP" ordinary shares of £1

800 "CP" ordinary shares of 1 penny  
277 "CP" ordinary shares of £1  
3,380 "CP" ordinary shares of £1

277 "PP" ordinary shares of £1

277 "PP" ordinary shares of £1

277 "PP" ordinary shares of £1

680 "IH" ordinary shares of 1 penny  
6,039 "IH" ordinary shares of £1  
250 "IH" ordinary shares of £1

27 "SH" ordinary shares of 1 penny  
251 "SH" ordinary shares of £1

969 "HC" ordinary shares of 1 penny  
6,288 "HC" ordinary shares of £1 each

38 "SC" ordinary shares of 1 penny  
252 "SC" ordinary shares of £1

354 "RU" ordinary shares of 1 penny  
250 "RU" ordinary shares of £1  
3,020 "RU" ordinary shares of £1

354 "TJ" ordinary shares of 1 penny

250 "TJ" ordinary shares of £1  
3,020 "TJ" ordinary shares of £1

4,360 "CF" ordinary shares of £1

901,900 preference shares of 1 penny  
43,463 "A" ordinary shares of 1 penny  
93,740 "A" ordinary shares of £1

**CONTINUATION SHEET NUMBER 2**

1. The granting by the Company of a deed of guarantee and indemnity in favour of 3i Group plc ("3i") whose registered office is at 91 Waterloo Road, London SE1 8XP.
2. An existing debenture (containing fixed and floating charges) by the Company in favour of 3i.
3. A guarantee and indemnity in favour of the Governor and the Company of the Bank of Scotland ("the Bank") whose head office is at P O Box 1, The Mound, Edinburgh EH1 17Z.
4. An existing debenture (containing fixed and floating charges) of the Company in favour of the Bank.
5. The Company lending the sum of £600,000 to Keldisk Limited ("Keldisk") for the purpose of Keldisk repaying, in part, a debt of Keldisk to Kelpine Limited arising on Kelpine Limited repaying monies owing by Keldisk to the Bank.

**CONTINUATION SHEET NUMBER 3**

1. The terms of the guarantee and indemnity in favour of 3i which:-
  - (i) guarantees the obligations of Kelpine to 3i in respect of a £200,000 loan to Kelpine to enable Kelpine to acquire the entire issued share capital of the Company; and
  - (ii) provides, inter alia, that if Kelpine does not have adequate monetary resources to meet its obligations to 3i, the Company will provide loans to Kelpine as and when required to enable Kelpine to meet its obligations to 3i.
2. The terms of the debenture in favour of 3i which secures the liability of the Company by fixed and floating charges over all its undertaking and assets.
3. The terms of the corporate guarantee in favour of the Bank which guarantees the obligations of Kelpine and Keldisk to the Bank in respect of a £2,500,000 loan to Kelpine to enable Kelpine to acquire the entire issued share capital of Keldisk and an overdraft of £500,000.
4. The terms of the debenture in favour of the Bank which secures the liability of the Company by fixed and floating charges over all its undertaking and assets.
5. The terms of the loan from the Company to Keldisk which are, inter alia, that it shall be repayable on 366 days notice and shall carry interest of ~~12~~<sub>10</sub> per cent. per annum. J.M.W.

**CONTINUATION SHEET NUMBER 4**

On 18 February 1998 (or such later date as the Bank may agree in writing provided that such later date shall be no more than 8 weeks from the date of this statutory declaration).

your reference

our reference

The Directors  
Rohan Designs Limited  
30 Maryland Road  
Tongwell  
Milton Keynes  
MK15 8HN

18 February 1998

Dear Sirs

**Auditors' report to the directors of Rohan Designs Limited pursuant to section 156(4) of the Companies Act 1985**

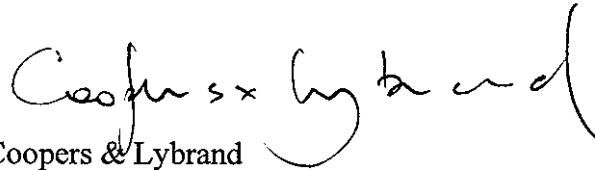
We have examined the attached statutory declaration of the directors of Rohan Designs Limited ('the Company') dated 18 February 1998 in connection with the proposal that the Company should give financial assistance for the purchase of the entire share capital of Keldisk Limited by Kelpine Limited.

**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 1985 is unreasonable in all the circumstances.

  
Coopers & Lybrand  
Chartered Accountants  
Milton Keynes