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CHFP004

COMPANIES FORM No. 155(6)a
Declaration in relation to
assistance for the acquisition
of shares.

155(6)a

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

01179371

Name of company

* A F SWITCHGEAR LIMITED

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

We † JOHN ROBERT BOSWORTH of 30 The Sycamores, Broadmeadows, South Normanton,
Alfreton, Derbyshire, DE55 3AE

IAN HENRY FOSTER of Snowball Cottage, Lea Road, Matlock, Derbyshire, DE4 5AH

MICHAEL GEORGE HARRIS of 17 Wellington Park, Mann Road, Shirland, Derbyshire, DE55 6EQ

RICHARD THOMPSON of The Sycamores, 51 London Road, Shardlow, Derbyshire, DE72 2GR

† delete as
appropriate

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 a recognised bank has provided assistance with the acquisition of the shares~~
~~(b) that of a person authorised under section 106 of the Companies Act 1985 to carry on~~

(c) something other than the above

The company is proposing to give financial assistance in connection with the acquisition of shares in the
company

A F SWITCHGEAR LIMITED

The assistance is for the purpose of that acquisition

The number and class of the shares acquired or to be acquired is 1200 Ordinary A shares
1300 Ordinary B shares

Presenter's name address and
reference (if any)
FBC Manby Bowdler LLP
George House
St John's Square
Wolverhampton
WV2 4BZ
DX 702433 Wolverhampton 5
Ref JK 33142 1

For official Use (02/06)
General Section

Post room

FRIDAY



A54

ADI8R39G

19/09/2008

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COMPANIES HOUSE

The assistance is to be given to (note 2) A.F. SWITCHGEAR (HOLDINGS) LIMITED
(CRN 06314356) of Nunn Brook Road, Sutton-In-Ashfield, Nottinghamshire, NG17 2HU

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

The execution, delivery and compliance with and satisfaction of (as the case may be) -

1 a transfer (the "Transfer") of the freehold interest in premises at Nunn Brook Road, Huthwaite, Sutton-in-Ashfield NG17 2HU (the "Property") to A.F. Switchgear (Holdings) Limited (the "Purchaser") the person who has acquired the shares (such acquisition pursuant to an agreement between Henry William Foster and the Purchaser dated 1 October 2007) The Property subsequently will be charged under a debenture and legal charge in favour of HSBC Bank plc (the "Bank") pursuant to which the Purchaser would grant fixed and floating charges over all of its assets (including the Property) and undertaking to secure all monies and liabilities whatever, whenever and however incurred whether now or in the future due, or become due, from the Purchaser to the Bank which would include all liabilities of the Purchaser under the Bank Guarantee A subsequent debenture will be granted in favour of Henry William Foster (the "Vendor") pursuant to which the Purchaser would grant fixed and floating charges over all assets (including the Property) and undertaking to secure all monies and liabilities whatever, whenever and however incurred whether now or in the future due or become due, from the Purchaser to the Vendor

2 a composite guarantee (the "Bank Guarantee") in favour of the Bank to be executed by the Company and the Purchaser pursuant to which the Company and the Purchaser would each jointly and severally guarantee to pay to the Bank on written demand all money and liabilities whatever, whenever and however incurred whether now or in the future due, or become due, from the other to the Bank

The person who will acquire the shares is †
A.F. SWITCHGEAR (HOLDINGS) LIMITED (CRN 06314356)

† delete as
appropriate

The principal terms on which the assistance will be given are

1 As set out in the Transfer

2 As set out in the Bank Guarantee pursuant to which the Company and the Purchaser would each guarantee to pay to the Bank on written demand all money and liabilities whatever whenever and however incurred whether now or in the future due or become due from the other to the Bank

The amount of cash to be transferred to the person assisted is £ 0 00

The value of any asset to be transferred to the person assisted is £ 1,630,000.00

The date on which the assistance is to be given is within 8 weeks of the date hereof

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bold block lettering

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)

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

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 Sutton-in-Ashfield
Nottinghamshire

Declarants to sign below

Day Month Year
on 15 08 2008

before me

R Foster **Richard Foster**
M.A. LL.B. M.Phil. Solicitor

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

DX 33050 Cardiff

or, for companies registered in Scotland -

The Registrar of Companies
37 Castle Terrace
Edinburgh
EH1 2EB
DX 235 Edinburgh

or LP-4 Edinburgh 2

Clayton Mott & Lawton Solicitors
Market Chambers
Market Place
Sutton-in-Ashfield
Notts NG17 1AQ
Tel: 01623 556601 Fax: 01623 557500



LANGARD
LIFFORD • HALL

ACCOUNTANTS • REGISTERED AUDITORS

A F Switchgear Limited
Nunn Brook Road
Sutton-in-Ashfield
Nottinghamshire
NG17 2HU

Our Ref AFSWIT

Dear Sirs

AUDITORS' REPORT TO THE DIRECTORS OF
A.F. SWITCHGEAR LIMITED ("THE COMPANY")
PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

We have examined the attached statutory declaration of the Directors dated 15th August 2008 in connection with the proposal that the Company should give financial assistance for the purpose of acquiring its shares in The Company

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 that declaration as to any of the matters mentioned in Section 156(2) of the Companies Act 1985 is unreasonable in all circumstances

Yours faithfully

Langard Lifford Hall Limited

LANGARD LIFFORD HALL LIMITED

Dated

15th August 2008

Registered Office Lifford Hall, Lifford Lane, Kings Norton, Birmingham B30 3JN
Tel 0121 459 1222 Fax 0121 433 5268 E-Mail info@liffordhall.co.uk Website www.liffordhall.co.uk
Langard Lifford Hall Limited - Registered England No 3790803

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