

# G

CHWP000

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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  
(Address overleaf Note 5)

For official use

Company number

|||

SC72691

Name of company

\* R B WILSON (ELECTRICAL) LIMITED

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

\* insert full name  
of company

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

~~We~~ Ø BRYAN PATRICK WILSON of 8 Annat Bank, Altens, Aberdeen, AB12 3NW and  
GRAHAM CRUICKSHANK SKINNER of 3, The Courtyard, Lairshill, Newmachar, Aberdeen, AB21 0PX

† delete as  
appropriate

§ delete whichever  
is inappropriate

~~[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 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]~~

~~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 100 Ordinary Shares of £1 00 each

Presenter's name address and  
reference (if any)

James & George Collie  
1 East Craibstone Street,  
Aberdeen, AB11 6YQ  
(Ref 1RM)

For official Use (02/06)

General Section

Post room

THURSDAY



\*S0HFGYRT\*

SCT

10/04/2008

1020

COMPANIES HOUSE

The assistance is to be given to (note 2) R B WILSON HOLDINGS LIMITED (Company No SC339353)  
having its Registered Office at 1 East Craibstone Street, Aberdeen, AB11 6YQ (referred to as "RBW")

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*Please complete  
legibly, preferably  
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bold block lettering*

The assistance will take the form of

- 1 The making of a loan to RBW for settling the stamp duty and professional fees incurred in connection with the acquisition of the entire issued share capital in the Company by RBW ("the transaction") of approximately £30,000, and
- 2 The payment of a dividend to RBW in the sum of £1,750,000

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

† delete as  
appropriate

R. B. WILSON HOLDINGS LIMITED (Company No. SC339353) (as above)

The principal terms on which the assistance will be given are

- 1 The loan shall be interest free and repayable on demand, and
- 2 The dividend will be declared and paid to RBW shortly after completion of the transaction

The amount of cash to be transferred to the person assisted is £ 1,780,000

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 within 4 weeks of the date hereof

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bold block lettering

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

~~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)

(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)

(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 ~~1~~ 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 Aberdeen

Declarants to sign below

on 

Day	Month	Year
28	03	2008

before me INNES RICHARD MILLER

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

B. Wilson

J. Miller

*[Signature]*  
Notary Public, Aberdeen

## 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



**WILLIAMSON & DUNN**  
CHARTERED ACCOUNTANTS

Our ref KTWIL01/AML

The Directors  
R B. Wilson (Electrical) Limited  
1 Carden Place  
ABERDEEN  
AB10 1UT

Your ref

28 March 2008

Dear Sirs,

**REPORT BY THE AUDITORS OF R. B. WILSON (ELECTRICAL) LIMITED  
("THE COMPANY") TO THE DIRECTORS OF THE COMPANY  
PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985, AS  
AMENDED ("THE ACT")**

We have examined the attached statutory declaration of all of the directors of the Company dated 28 March 2008 ("the Declaration") in connection with the proposal that the Company should give financial assistance for the purchase of its own shares.

This report is made solely to the directors in accordance with Section 156(4) of the Act. Our work has been undertaken so that we might state to the directors those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the directors, for our work, for this report, or for the opinions we have formed.

We have enquired into the state of affairs of the Company as so far as necessary for us to review the basis for the Declaration.

We are not aware of anything to indicate that the opinion expressed by the directors in the Declaration as to any of the matters mentioned in Section 156(2) of the Act is unreasonable in all circumstances.

Yours faithfully