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CHFP025

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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

[ ] [ ] [ ] [ ] [ ] [ ]

SC087989

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

Name of company

\* GBY GROUP LIMITED ("the Company")

\* insert full name  
of company

~~XXX~~ Kenneth Kelly of 4 Davidson Gardens, Glasgow, Lanarkshire, G14 9JH.

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

† delete as  
appropriate

[the sole director] ~~XXXXXXXXXXXX~~ the above company do solemnly and sincerely declare that:

The business of the company is:

§ delete whichever  
is inappropriate

~~XX~~

~~XX~~

~~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] ~~XXXXXXXXXXXXXXXXXXXX~~

The assistance is for the purpose of [that acquisition] ~~XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX~~

~~XXXXXXXXXXXXXXXXXXXX~~

The number and class of the shares acquired or to be acquired is: 37,692 Ordinary Shares

of £1.00 each in the capital of the Company ("the Shares").

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

Burness  
242 West George Street  
Glasgow  
G2 4QY (Ref:MJE/GBY/1/17)

GW154 Glasgow

For official Use  
General Section

Post room



SGT SVALZUCN  
COMPANIES HOUSE

1148  
17/04/04

The assistance is to be given to: (note 2) Lothian Shelf (155) Limited

(Registered No.SC261279) having its registered office at 512 Blochairn Road,  
Glasgow, Lanarkshire, G21 2DZ ("the Purchaser").

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

The assistance will take the form of:

See Paper Apart 1.

The person who ~~has acquired~~ will acquire<sup>†</sup> the shares is:

<sup>†</sup> delete as  
appropriate

The Purchaser

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

See Paper Apart 2.

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 within 8 weeks of the date hereof.

Please do not  
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

~~X~~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) [~~I~~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) [~~I~~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 Glasgow

Declarants to sign below

Day Month Year  
on 08 04 2004

before me MARK JULIAN ELLIS

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

*Mark Ellis*

## 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

**Paper Apart 1 relative to Companies House Form No. 155(6)a in respect of GBY Group Limited ("the Company")**



**Registered Number: SC087989**

**Paper Apart 1**

- A. The grant and execution in favour of the Royal Bank of Scotland plc ("**the Bank**") of a guarantee by the Company dated of even date herewith and containing obligations and liabilities of the Company to the Bank, in support of, *inter alia*, the indebtedness of the Purchaser to the Bank ("**the Guarantee**").
- B. A Bond and Floating Charge by the Company in favour of the Bank dated 21 June 1984 and containing obligations and liabilities of the Company to the Bank securing all sums due to the Bank by the Company ("**the Bank Floating Charge**").
- C. A first ranking standard security over Industrial Premises at Polmadie Street, Glasgow by the Company in favour of the Bank dated 4 August 1995 and containing obligations and liabilities of the Company to the Bank securing all sums due to the Bank by the Company ("**the Polmadie Street Standard Security**").
- D. A first ranking standard security over 512 Blochairn Road, Glasgow by the Company in favour of the Bank dated 30 January 1990 and containing obligations and liabilities of the Company to the Bank securing all sums due to the Bank by the Company ("**the Blochairn Road Standard Security**").
- E. The grant and execution in favour of Mr Thomas Finlay Brodie of 7 Buchanan Drive, Newton Mearns, Glasgow, Lanarkshire, G77 6HY ("**Mr Brodie**") of an undertaking by the Company dated of even date herewith and containing obligations and liabilities of the Company to Mr Brodie in relation to the possible sale by the Company of 93 Jessie Street, Glasgow ("**the Undertaking**").
- F. The entering into of a keyman life assurance policy by the Company on the life of its sole director ("**the Insurance Policy**").

Paper Apart 2 relative to Companies House Form No. 155(6)a in respect of GBY  
Group Limited ("the Company")



Registered Number: SC087989

## Paper Apart 2

- A. To enable the Purchaser to (i) satisfy the consideration for the purchase of the Shares pursuant to the share purchase agreement between the Purchaser and Mr Brodie dated today the Bank will make available on today's date loans totalling £686,000 to the the Purchaser ("**the Loans**"). The Loans are repayable by the Purchaser to the Bank pursuant to their terms.

As a condition precedent to the advance of the Loans to the Purchaser, the Company is required and the Company has agreed to grant the Guarantee, and has already granted the Bank Floating Charge, the Blochairn Road Standard Security, and the Polmadie Street Standard Security.

1. By entering into the Guarantee, the Company will guarantee and secure *inter alia* payment to the Bank of indebtedness incurred by the Purchaser for the purpose of financing the acquisition of the Shares.
  2. By granting the Floating Charge, the Blochairn Road Standard Security, and the Jessie Street Standard Security, the Company will grant security in relation to *inter alia* payment of indebtedness incurred by the Purchaser for the purpose of financing the acquisition of the Shares.
- B. The granting of the Undertaking.
- C. The entering into of the Insurance Policy.

The Director  
GBY Group Limited  
512 Blochairn Road  
Glasgow  
G21 2DZ

8 April 2004

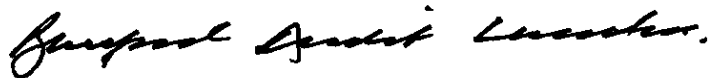
Dear Sirs

**Auditor's Report to the Sole Director of GBY Group Limited ("the Company")  
pursuant to Section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the sole director dated 8 April 2004 in connection with the proposal that the Company should give financial assistance for the purchase of its own issued share capital. We have enquired into the state of the Company's affairs in order to review the bases for the statutory declaration.

We are not aware of anything to indicate that the opinion expressed by the sole director 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.

Yours faithfully



Blueprint Audit Limited

2 Blythswood Square, Glasgow, G2 4AD

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