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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

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1208652

Note

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

Name of company

* COMPSTOCK ELECTRONICS LIMITED

* insert full name
of company

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

WE

CLIVE JOHN SNOWDON

NEW END BARN

SPIRUAL LANE

GREAT ALNE

ALCESTER B49 6JD

RICHARD JOHN KIRBY BERNHART

10 MILVERTON TERRACE

LEAMINGTON SPA

CV32 5BA

† 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 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: _____

SEE ATTACHMENT A

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

Slaughter and May
35 Basinghall Street
London

EC2V 5DB

For of
Genera



The assistance is to be given to: (note 2) UMECO PLC of Concorde House
Warwick New Road, Leamington Spa, Warwickshire, CV32 5JA

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:

ENTERING INTO A DEED OF ADMISSION WHEREBY THE COMPANY WILL GUARANTEE
AMOUNTS OWED TO LLOYDS TSB BANK PLC BY THE PARTIES TO AN OMNIBUS GUARANTEE
AND SET-OFF AGREEMENT DATED 27th OCTOBER, 1997.

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

† delete as
appropriate

UMECO PLC

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

GUARANTEE TO PAY OR DISCHARGE ON DEMAND ALL MONEY AND LIABILITES OWING TO
LLOYDS TSB BANK PLC ANY OF VARIOUS COMPANIES WITHIN THE UMECO GROUP OF
COMPANIES TOGETHER WITH INTEREST THEREON AND BANKING CHARGES, COMMISSIONS,
COSTS AND EXPENSES INCURRED BY SUCH BANK IN ENFORCING PAYMENT OF SUCH MONEY
AND LIABILITIES.

by

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 30 SEPTEMBER 19 99

Please do not write in this margin

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 9 Clarendon Place
Leamington Spa
Warwickshire
the 16th day of September
one thousand nine hundred and ninety-one
before me [Signature]

Declarants to sign below

[Signature]
[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.

GRAHAM DAVIES
WRIGHT HASSALL & CO.
9 CLARENDON PLACE
LEAMINGTON SPA
CV32 5QP

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
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
37 Castle Terrace
Edinburgh
EH1 2EB

COMPSTOCK ELECTRONICS LIMITED
(Company Number 1208652)

ATTACHMENT "A"

140,100 ordinary shares of £1 each.

300,000 8.5% cumulative convertible preference shares of £1 each.

200,000 8.5% cumulative redeemable preference shares of £1 each.

This is Attachment A referred to on page 1 of the Companies Form 155(6)a executed
by [insert name of directors of Compstock] on September, 1999.

CLIVE JOHN SNOWDON

RICHARD JOHN KIRBY BEAUMONT

.....
Witness signature

GRAHAM DAVIES
WRIGHT HASSALL & CO.
9 CLARENDON PLACE
LEAMINGTON SPA

.....
Print name

CV32 5QP

On the 16th day of September, 1999



KPMG Audit Plc

100 Temple Street
Bristol
BS1 6AG
United Kingdom

Tel +44 (0) 117 905 4000
Fax +44 (0) 117 905 4086
DX 78230 Bristol

The Directors
Compstock Electronics Limited
Concorde House
Warwick New Road
Leamington Spa
Warwickshire
CV32 6JG

Our ref cgh/511/am/u23649

16 September 1999

Dear Sirs

Auditors' report to the directors of Compstock Electronics Limited pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors dated 16 September 1999 in connection with the proposal that the company should give financial assistance for the purchase of the company's ordinary shares. 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 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.

Yours faithfully

KPMG Audit Plc

KPMG Audit Plc



Member firm of
KPMG International

KPMG Audit Plc is
registered to carry on audit
work by the Institute of
Chartered Accountants
in England and Wales.

Registered in England
Number 3110745
Registered office
8 Salisbury Square,
London EC4Y 8BB

