

# G

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

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

2181266

Name of company

\* SATELCOM (UK) LIMITED

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

\* insert full name of company

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

We o BRIAN THOMAS JACOBS OF 17 BINGHAM ROAD,  
SALISBURY, WILTS, ENGLAND  
IAN ROBERT LEONARD GEORGE OF  
1 COTTESMORE LANE, EWELME, OXFORD, ENGLAND  
MERVYN ALAN ROCHESTER OF 12 SANDY LANE,  
ST CATHERINES HILL, CHRISTCHURCH, DORSET ENGLAND

† delete as appropriate

~~OLD~~ ~~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

~~OLD~~ (a) that of a [recognised bank] [licensed institution] within the meaning of the Banking Act 1979

~~OLD~~ (b) that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on

~~OLD~~ 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~~ ~~OLD~~

Limited]†

The assistance is for the purpose of ~~that acquisition~~ ~~reducing or discharging a liability incurred for the~~ ~~OLD~~

~~OLD~~ purpose of that acquisition]†

The number and class of the shares acquired or to be acquired is: 10,200 B' ORDINARY  
SHARES.

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

For official Use

General Section

1 Post room



A14 \*ABB8V1NN\* 502  
COMPANIES HOUSE 02/12/97



The assistance is to be given to: (note 2) BARCLAYS BANK PLC  
54 LOMBARD STREET, LONDON, EC3P 3AH  
TO ASSIST THE ~~XXXXXX~~ COMPANY TO  
PURCHASE 10200 OF <sup>OLD</sup> ITS 'B' SHARES.

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 GRANTING OF A DEBENTURE  
CONTAINING FIXED AND FLOATING CHARGES  
OVER ALL THE ASSETS OF THE COMPANY  
TO SECURE A LOAN OF £2,750,000 FROM  
BARCLAYS BANK PLC

The person who <sup>PLD</sup> ~~has acquired~~ will acquire the shares is:  
THE COMPANY.

† delete as  
appropriate

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

THE GRANTING OF A DEBENTURE BY THE  
COMPANY IN FAVOUR OF BARCLAYS BANK  
PLC CONTAINING FIXED AND FLOATING  
CHARGES TO SECURE THE COMPANYS  
INDEBTEDNESS UNDER A LOAN OF £2,750,000

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 26 NOVEMBER 1997



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)[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)[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 ~~/~~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 The Old Court House  
London Rd, Ascot,  
Berkshire

the 26th day of November  
one thousand nine hundred and sevens

before me David Jones

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

Declarants to sign below

M A Rochester  
D Jones  
Gne Jones

## 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  
Companies House  
100-102 George Street  
Edinburgh  
EH2 3DJ





Sun Alliance House, Dean Park Crescent  
Bournemouth, BH1 1JF  
Tel: 01202 290756 Fax: 01202 293536  
DX 7600 Bournemouth  
Also at New Milton

DKW/04/syh/S326

26 November 1997

The Directors  
Satelcom (U K) Limited  
Satelcom House  
Silwood Park  
ASCOT  
Berkshire  
SL5 7PW

Gentlemen,

We have enquired into the state of affairs of Satelcom (U K) Limited as at 26 November 1997 and are not aware of anything to indicate that the opinion expressed by the Directors made by them in the foregoing declaration pursuant to section 155(6) Companies Act 1985 as to any of the matters specified in Section 156(2) Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully

WILLIS PARSONS

*This is the annex  
referred to in the  
declaration dated  
26-11-97  
D. Beer.  
Solicitor.*

Partners:  
Jack Crewe FCA FCCA ATII,  
Douglas Eyre FCA, Adrian Bunston FCA,  
David Watton FCA, Nick Love FCCA

Consultant:  
Michael Pins FCA

Associate:  
Sarah Hough FCCA

Registered to carry on audit work and authorised to carry  
on investment business by the Institute of Chartered  
Accountants in England and Wales



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