

# 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

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02414417

Name of company

\* RDM FACTORS LIMITED

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

\* insert full name  
of company

We ~~ø~~ DAVID HOGG of 5 Youlden Drive, Camberley, Surrey, GU15 1AL and JOHN MARTIN

ANTHONY WILDE of 6 Ashted Lane, Godalming, Surrey, GU7 1SZ

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

† 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 Rider A

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

Paul Davidson Taylor Solicitors,  
Chancery Court, Queen Street,  
Horsham, West Sussex,  
RH13 5AD (Ref: RG)

DX: 57617 HORSHAM

For official Use (02/06)  
General Section

Post room

SATURDAY



A53

\*APLRXLLE\*

23/12/2006

COMPANIES HOUSE

386

The assistance is to be given to: (note 2) SME INVOICE FINANCE LIMITED whose registered address is  
Chertsey House, Chertsey Street, Guildford, Surrey, GU1 4HL

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legibly, preferably  
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bold block lettering

The assistance will take the form of:

The Company entering into:

- (1) a receivables financing agreement to be made between the Company and Lloyds TSB Commercial Finance Limited ("LTSBCF") (the "Receivables Financing Agreement")
- (2) an inter-company loan agreement to be made between the Company and SME Invoice Finance Limited ("SME") whereby SME will lend the sum of £1,650,000 to the Company (the "Loan Agreement");
- (3) a guarantee and indemnity between (1) SME (2) the Company and (3) LTSBCF to secure the obligations of SME and the Company to LTSBCF (the "Guarantee"); and
- (4) an all asset debenture by the Company in favour of LTSBCF (the "Debenture").

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

<sup>†</sup> delete as  
appropriate

SME INVOICE FINANCE LIMITED whose registered address is Chertsey House, Chertsey Street,  
Guildford, Surrey, GU1 4HL

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

See Rider B.

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.

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

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

I/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 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.

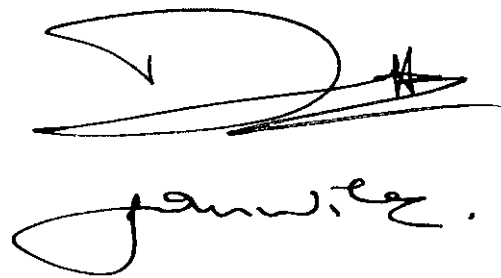
Declared at 3 Noble Street  
London

Declarants to sign below

on 

Day	Month	Year
15	12	2006

before me Andrew G Martin  
A Commissioner for Oaths or Notary Public or Justice of  
the Peace or a Solicitor having the powers conferred on  
a Commissioner for Oaths. ANDREW G MARTIN



## 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

**RDM FACTORS LIMITED**  
("the Company")

**SCHEDULE TO FORM 155(6)A**

**Rider A**

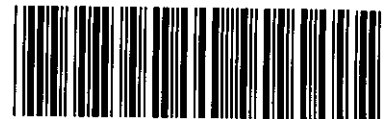
95,000 Ordinary Shares of 1p each  
7,300 17B Ordinary Shares of 1p each  
46,614 Convertible A Preference Shares of 1p each  
3,060 Convertible B Preference Shares of 1p each

**Rider B**

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

1. Pursuant to the terms of the Receivables Financing Agreement the Company will sell certain of its trade debts to LTSBCF and LTSBCF will provide a back to back receivables financing facility with a funding limit of £20,000,000 and an initial payment percentage of 75% of the notified value of approved debts;
2. Pursuant to the terms of the Loan Agreement the Company agrees to borrow from SME Invoice Finance Limited the sum of £1,650,000 for the purpose of redeeming the Cumulative Redeemable A Preference Shares of £1 each and the Cumulative Redeemable B Preference Shares of £1 each in the capital of the Company;
2. Pursuant to the terms of the Guarantee the Company agrees to guarantee the obligations to the Lender of each of the Company, SME Invoice Finance Limited and any person who has agreed to guarantee or provide security to the Lender in respect of the obligations of each of the others (together being the "**Group**"); and
3. Pursuant to the terms of the Debenture the Company agrees to mortgage, charge or grant security over all the Company's undertaking and all property, assets and rights of the Company from time to time by way of fixed charges and a floating charge over all such other property of the Company not otherwise caught under any such fixed charges.

SATURDAY



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23/12/2006

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COMPANIES HOUSE



**BDO Stoy Hayward LLP**  
Corporate Finance

Connaught House Alexandra Terrace  
Guildford Surrey GU1 3DA  
Telephone: +44 (0)1483 401401  
Facsimile: +44 (0)1483 401399  
Web site: www.bdo.co.uk

**Private and Confidential**

The Directors  
RDM Factors Limited  
Fairfax House  
461-465 North End Road  
London  
SW6 1NZ

15 December 2006

15 December 2006

Dear Sirs

**Independent auditors' report to the directors of RDM Factors Limited (the "Company") pursuant to Section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors of the Company dated 15 December 2006 in connection with the proposal that the Company should give financial assistance for the purchase of the following shares in the Company:

- 95,000 ordinary shares of 1p each
- 3,060 convertible "B" ordinary shares of 1p each
- 7,300 "B" ordinary shares of 1p each
- 46,614 convertible "A" preference shares of 1p each

Our report has been prepared pursuant to the requirements of section 156(4) of the Companies Act 1985 and for no other purpose. No person is entitled to rely on this report unless such a person is a person entitled to rely upon this report by virtue of and for the purpose of section 156(4) of the Companies Act 1985 or has been expressly authorised to do so by our prior written consent. Save as above, we do not accept responsibility for this report to any other person or for any other purpose and we hereby expressly disclaim any and all such liability.

**Basis of opinion**

We have enquired into the state of the Company's affairs in order to review the bases for the statutory declaration.



BDO Stoy Hayward LLP

The Directors  
RDM Factors Limited  
15 December 2006

## Opinion

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

*BDO Stoy Hayward LLP*  
BDO Stoy Hayward LLP