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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



SC130480

**Note**

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

\* insert full name  
of company

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

Name of company

\* ABACUS AGENTS LIMITED

†/We, ROBERT GORDON STURROCK, residing at 97 Camphill Road, Broughty Ferry,  
Dundee and KENNETH ROSS STURROCK, residing at 36 Kirkhill Gardens,  
West Greenlees, Cambuslang

† 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 9 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 Aidsun Holdings

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: 52,000 Ordinary Shares of  
£1.00 each

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

Blackadders  
30 & 34 Reform Street  
Dundee  
DD1 1RJ

LP-6 Dundee

For official Use  
General Section



assistance is to be given to: (note 2) Aidsun Holdings Limited incorporated under the  
Companies Acts (Company No: SC278669) having its registered office at 30-34  
Reform Street, Dundee

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lettering

The assistance will take the form of:

A loan of £50,000 from the company to Aidsun Holdings Limited

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

† delete as  
appropriate

Aidsun Holdings Limited, incorporated under the Companies Acts (Registered  
Number SC278669) and having its registered office as above.

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

The loan of £50,000 is unsecured and interest free and repayable on demand.

The amount of cash to be transferred to the person assisted is £ 50,000

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 31 January 2005

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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)~~

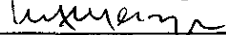
And I/we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at Dundee



Declarants to sign below

on 

Day	Month	Year
3	1	0 1 2 0 0 5

before me 

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

## 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

# ARTHUR GARTY & Co.

CHARTERED ACCOUNTANTS

Strictly Private & Confidential

The Directors  
Abacus Agents Limited  
Faraday Street  
Dryburgh Industrial Estate  
DUNDEE  
DD2 3UG

31<sup>st</sup> January 2005

Dear Sirs,

Companies Act 1985 Section 156(4)

Auditor's Report for the Directors of Abacus Agents Limited (the "Company")

We have examined the attached statutory declaration of the directors of the Company dated 31 January 2005 in connection with the proposal that the Company should give financial assistance with the purchase of 52,000 ordinary shares of £1.00 each in the capital of the Company.

We have enquired into the state of affairs of the Company as at 31 January 2005 and are not aware of anything to indicate that the opinion expressed by the directors in the foregoing declaration pursuant to section 155(6) of the Companies Act 1985 as to any of the matters specified in section 156(2) of that Act is unreasonable in all the circumstances.

Yours sincerely,

Arthur Garty & Co.