



## Declaration in relation to assistance for the acquisition of shares

# 155(6)a

Pursuant to section 155(6) of the Companies Act 1985

**To the Registrar of Companies  
(Address overleaf - Note 5)**

For official use

Company number

**T T**

01514932

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

Name of company

\* VICTORIA FABRICATIONS LIMITED ("THE COMPANY")

\* insert full name  
of company

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

~~1/10/6~~ STEPHEN BUTLER  
PF 5 TWENTYWELL DRIVE  
SHEFFIELD  
S17 4PY

† delete as appropriate

[the sole director] ~~XXXXXX~~† of the above company do solemnly and sincerely declare that

The business of the company is

§ delete whichever  
is inappropriate

[illegible]

(c) something other than the above §

The company is proposing to give financial assistance in connection with the acquisition of shares in the

[company] ~~XXXXXXXXXXXXXXXXXXXXXXXXXXXX~~

The assistance is for the purpose of [that acquisition] XXXXXXXX XXXXXXXX XXXXXXXX XXXXXXXX XXXXXXXX XXXXXXXX XXXXXXXX XXXXXXXX XXXXXXXX XXXXXXXX

~~XXXXXXXXXXXXX~~ +

The number and class of the shares acquired or to be acquired is

3000 ORDINARY SHARES OF £1 EACH

**Presenter's name address and reference (if any)**  
hlwcommerciallawyers LLP  
Commercial House  
Commercial Street  
Sheffield  
S1 2AT

10643 Sheffield 1

For official Use  
General Section

THURSDAY



\*A1QYMSCP\*

A10

23/08/2007

373

COMPANIES HOUSE

The assistance is to be given to (note 2) W H BUTLER & SONS (FOUNDERS) LIMITED  
("THE PURCHASER") (COMPANY NUMBER 01514932) WHOSE REGISTERED OFFICE IS AT  
STATION ROAD WHITTINGTON MOOR CHESTERFIELD DERBYSHIRE S41 9ES

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

PLEASE SEE APPENDIX 1

The person who ~~XXXXXXXXXX~~ [will acquire] † the shares is

† delete as  
appropriate

THE PURCHASER

The principal terms on which the assistance will be given are

PLEASE SEE APPENDIX 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 THIS DECLARATION

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

~~IN~~<sup>RF</sup> 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) ~~IN~~<sup>RF</sup> 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) ~~IN~~<sup>RF</sup> have formed the opinion that the company will be unable to pay its debts as they fall due during the year immediately following that date)\* (note 3)

And ~~I~~<sup>we</sup> 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 HLW Solicitors  
Sheffield

Declarants to sign below

*S Bufler*

on 

Day	Month	Year
21	08	2007

before me PAUL FOUAD - TAYLOR + EMMET - LLI

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

**COMPANY NO: 01514932**

**VICTORIA FABRICATIONS LIMITED**

**CONT 155(6)a**

**APPENDIX 1**

The Company entering into and complying with the following documentation (as the same may be amended, increased, supplemented or substituted from time to time) which will be entered into directly or indirectly in connection with the transfer of the whole issued share capital of the Company to the Purchaser pursuant to a sale agreement dated today between Alan Thompson and Victoria Lynn Thompson (1) and the Purchaser (2) ("**the Acquisition**") -

- (a) a Guarantee ("**the Guarantee**") to be given by the Company in favour of National Westminster Bank Plc ("**the Bank**") whereby the Company guarantees all obligations and liabilities from time to time owing or incurred to the Bank by the Purchaser including (without limitation) any amounts from time to time borrowed by the Purchaser from the Bank to pay the costs of the Acquisition and to fund the payment of the cash consideration,
- (b) a debenture ("**the Debenture**") to be granted by the Company to the Bank creating charges over all the Company's assets and undertaking as security for repayment of all monies and liabilities due from time to time by the Company to the Bank including the sums due under the Guarantee, and
- (c) a legal charge ("**the Legal Charge**") over the Company's property at Station Road Whittington Moor Chesterfield Derbyshire registered at HMLR under title number DY136203 ("**the Property**")

**COMPANY NO: 01514932**

**VICTORIA FABRICATIONS LIMITED**

**CONT 155(6)a**

**APPENDIX 2**

The principal terms on which the assistance will be given are

- 1 Under the terms of the Guarantee, the Company, inter alia, unconditionally guarantees the payment and discharge of all or any monies, liabilities and obligations which shall from time to time (and whether on or at any time after demand) be due, owing or incurred in whatsoever manner by the Purchaser to the Bank. The Guarantee will constitute "On Demand" and continuing security to the Bank.
- 2 Under the terms of the Debenture, the Company charges to the Bank all of its present and future assets and undertaking as security for the payment and discharge of all or any monies, liabilities and obligations at any time owned by it to the Bank.
- 3 Under the terms of the Legal Charge the Company charges by way of first legal mortgage the Property to the Bank as security for the payment and discharge of all monies, liabilities and obligations at any time owing by it to the Bank.

*600*

# BARBER HARRISON & PLATT

CHARTERED ACCOUNTANTS

2 Rutland Park  
Sheffield S10 2PD

Tel (0114) 266 7171  
Fax (0114) 266 9846  
Email [info@bhp.co.uk](mailto:info@bhp.co.uk)  
Internet <http://www.bhp.co.uk>

Our Ref

Your Ref

## VICTORIA FABRICATIONS LIMITED

### AUDITORS' REPORT TO THE SOLE DIRECTOR OF VICTORIA FABRICATIONS 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 21 August 2007 in connection with the proposal that the Company should give financial assistance for the acquisition of 3000 of its Ordinary Shares of £1.00 each

This report is made solely for the Director, in accordance with Section 156(4) of the Companies Act 1985. Our work has been undertaken so that we might state to the Director those matters that we are required to state to him in a special Auditors' Report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Director, for our work, for this report, or for the opinions we have formed.

#### **Basis of Opinion**

We have enquired into the state of affairs of the Company in order to review the bases for the Statutory Declaration.

#### **Opinion**

We are not aware of anything to indicate that the opinion expressed by the Sole Director in his Declaration as to any of the matters mentioned in Section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

*Barber Harrison & Platt*  
.....  
**Barber Harrison & Platt**  
**Chartered Accountants**

Dated: 21 August ..... 2007



PARTNERS: G L Stuart Harris, M J Ferreday, C A King, J Warner LL.B, S Ingram BA, D Forrest BA, P Cross BSc, A C D Staniforth B Eng, P C Allsop BA, D W Charlton BSc, R M Matthews

CONSULTANTS: A M C Staniforth BA, J E Moore

ASSOCIATES: M J Woods, D Elsom BA, C Haw, J E Marshall BA, H R Mee BSc, C H Ringrove BA, L Leighton BA

ALSO at 57-59 Saltergate Chesterfield S40 1UL Tel (01246) 232121 Fax (01246) 201359

Registered to carry on audit work and regulated for a range of investment business activities by the Institute of Chartered Accountants in England and Wales