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COMPANIES FORM No.155(6)a

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

# 155(6)a

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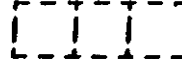
Pursuant to section 155(6) of the Companies Act 1985

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



1664145

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

Name of company

\* FOREST TRAFFIC SIGNALS LIMITED

\* insert full name of company

I/We o MICHAEL JOHN WILLIAMS of 59A CASWELL ROAD, SWANSEA,

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

WEST GLAMORGAN, SA3 4RH and

ANDREW ROSS WILLIAMS of 107 DIANA STREET, ROATH, CARDIFF,

SOUTH GLAMORGAN, CF2 4TH

† 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: 688 ORDINARY SHARES

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

Andrew Page Solicitors  
Pountney Hill House  
6 Laurence Pountney Hill  
London EC4R 0BL  
Ref: GPG

For official Use

General Section

Post room



A12 \*A69X17B5\* 509  
COMPANIES HOUSE 24/06/98

The assistance is to be given to: (note 2) TRANSPORT SYSTEMS PLC whose registered  
office is situated at Pountney Hill House, 6 Laurence Pountney Hill,  
London EC4R 0BL

Please do not  
write in  
this margin

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

The assistance will take the form of:

~~A Guarantee and a Mortgage Debenture~~  
Insert Rider 1

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

† delete as  
appropriate

TRANSPORT SYSTEMS PLC

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

Insert Rider 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 18 June 19 98

**RIDER 1 TO FORM 155(6)a**

<i>Transport</i>	Transport Systems plc
<i>Nat West</i>	National Westminster Bank plc
<i>Vendor</i>	Crestacre Traffic Management Limited
<i>Company</i>	Forest Traffic Signals Limited

- 1 Transport will acquire the entire issued share capital of the Company from the Vendor (*the Acquisition*) in accordance with the terms of a Share Purchase Agreement dated 22 May 1998. The Company is a wholly owned subsidiary of the Vendor.
- 2 As part of the funding of the Acquisition, Nat West have agreed to make available to Transport a term loan facility of £327,000 (*the Term Loan*).
- 3 The Company has agreed to enter into a guarantee of Transport's obligations to Nat West in respect of the Term Loan and to secure such guarantee by entering into a debenture in favour of Nat West.

## **RIDER 2 TO FORM 155(6)a**

Terms used in Rider 1 to Form 155(6)a shall apply to this Rider 2

- 1 Under the guarantee in favour of Nat West the Company is obliged to pay on demand all liabilities of Transport to Nat West.
- 2 Pursuant to the debenture the Company has granted fixed and floating charges in favour of Nat West over the whole of its undertaking and assets.

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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 29 MARTIN LANE  
LONDON ECHR OAU

Declarants to sign below

the 18th day of JUNE  
one thousand nine hundred and ninety eight

before me  MARTIN GASTON

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  
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies  
Companies House  
100-102 George Street  
Edinburgh  
EH2 3DJ

**REPORT OF THE AUDITORS**  
**to the directors of Forest Traffic Signals Limited**

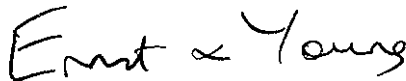
We have examined the attached statutory declaration of the directors dated 18 June 1998 in connection with the proposed financial assistance to be given by Forest Traffic Signals Limited for the purchase of all of its shares.

**Basis of opinion**

We have enquired into the state of affairs of the company so far as necessary for us to review the bases for the statutory declaration.

**Opinion**

We are not aware of anything to indicate that the opinion expressed by the directors in the attached declaration as to any of the matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all circumstances.



Ernst & Young  
Chartered Accountants  
Registered Auditor  
Cardiff

18 June 1998