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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 letteringTo the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

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SC72973

Name of company

• D GILBERT (MOULDS & DIES) LIMITED ("the Company")

Note
Please read the notes
on page 3 before
completing this form* insert full name
of companyØ insert name(s) and
address(es) of all
the directors

I/We Ø

(1) William Brynes of 17 Lilybank Avenue, Muirhead, Glasgow, G69 9EW, (2) Gilbert Thomson of 2
MacLean Place, East Kilbride, Lanarkshire, G74 4TQ,† 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.

17,500 Ordinary £1 Shares

Presenter's name address and
reference (if any).Macdonald Henderson
Standard Buildings
94 Hope Street
Glasgow, G2 6PHFor official Use (02/06)
General Section

Post room

SC* 00000000000000000000 214
COMPANIES HOUSE 11/08/2006

The assistance is to be given to (note 2) _____

Please do not
write in
this margin

SF 2023 Limited, (Company Number SC278357) and having its Registered Office at c/o Spark Erosion

Centre, Third Road, Blantyre Industrial Estate, Glasgow, Lanarkshire, G72 0UP ("the Purchaser")

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

The assistance will take the form of

Paper Apart 1,

The person who ~~has acquired~~ [will acquire][†] the share is.

[†] delete as
appropriate

The Purchaser.

The principal terms on which the assistance will be given are

Paper Apart 2

The amount of cash to be transferred to the person assisted is £ [specify]

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.

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) ☒ 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 STANDARD BUILDINGS
94 HOPE ST.
GLASGOW. G2 6PH

Day Month Year
on

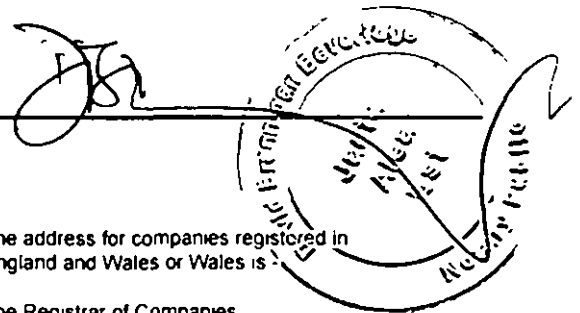
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before me DAVID DRAWNIAN BEVERIDGE
A Commissioner for Oaths or Notary Public or Justice of
the Peace or a Solicitor having the powers conferred on
a Commissioner for Oaths

Declarants to sign below

William Byrnes

G. L. L.



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

Paper Apart 1 relative to Companies House Form No. 155(6) a in respect of D. Gilbert (Moulds & Dies) Limited ("the Company")

Registered Number: SC72973

Paper Apart 1

The assistance will take the form of:-

- A The grant and execution in favour of Lloyds TSB Scotland plc ("**the Bank**") of a Guarantee and Indemnity by the Company containing obligations and liabilities of the Company to the Bank, in support of, *inter alia*, the indebtedness of the Purchaser to the Bank ("**the Guarantee**"); and the grant and execution in favour of the Bank of a Letter of Offset by the Company in relation to the bank accounts of the Company ("**the Offset Letter**") and the grant and execution in favour of the Bank of a bond and floating charge by the Company ("**the Floating Charge**") both the Guarantee and Offset Letter having been granted on or around 12 August 2005 and the Floating Charge on 24 June 1991,
- B The grant and execution in favour of the Bank of an assignation in security of a term assurance policy of the lives of William Brynes and Gilbert Thomson ("**the Assignation**"), and
- C The Company making payment of the fees of Messrs. Macdonald Henderson, and Messrs. Gilchrist & Company in the aggregate sum of £8,000 plus VAT

In each case as the same may be amended, varied, supplemented, restated or replaced from time to time.

Paper Apart 2 relative to Companies House Form No. 155(6) a in respect of D. Gilbert (Moulds & Dies) Limited ("the Company")

Registered Number: SC72973

The principal terms on which the financial assistance will be given are as follows -

- A. To enable the Purchaser to (i) satisfy the consideration for the purchase of certain Shares (the "Shares") in the capital of the Company (the "Acquisition") pursuant to the share purchase agreement entered into on or around 12 August 2005 between the Purchaser and each of (1) David Gilbert and (2) Margaret Gilbert and (ii) satisfy all deal costs, charges, expenses and other matters associated with the Acquisition, the Bank will make available on or around today's date a Term Loan Facility of £250,000 to *inter alia*, the Company ("the **Term Loan Facility**") to enable, *inter alia* the Company to borrow said funds, and then to lend said funds to the Purchaser. The Purchaser will use said funds to discharge credit facilities made available to the Purchaser by the Bank to finance the Acquisition. The Term Loan Facility is repayable by, *inter alia*, the Company to the Bank pursuant to its terms.
- B. As a condition precedent to the advance of the Term Loan Facility to the Company, the Company was required and the Company had granted the Guarantee and the Floating Charge to the Bank.
- C. By entering into the Guarantee and the Floating Charge, the Company guaranteed and secured *inter alia* payment to the Bank of indebtedness incurred by the Purchaser for the purpose of financing the Acquisition.
- D. By granting the Letter of Offset, the Company granted security in relation to *inter alia* payment of indebtedness incurred by the Purchaser for the purpose of financing the Acquisition.
- E. By granting the Assignment, the Company granted security in relation to *inter alia* payment of indebtedness incurred by the Purchaser for the purpose of financing the Acquisition.
- E. The fees of the advisers and deal costs, charges and expenditure will further be settled by the Company from its working capital.

Gilchrist & Company

CHARTERED ACCOUNTANTS

A Lindsay Gillespie
Richard G Cuthbert
Peter D Ramsay

Senior Managers Simon A Murrison
Elaine H Cleland

193 Bath Street
Glasgow G2 4HU

Tel 0141 225 4488
Fax 0141 248 7654

e-mail
reception@gilchristandcompany.com

Our Ref

Your Ref

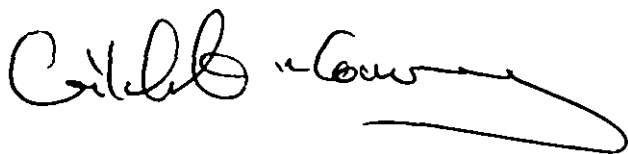
AUDITORS' REPORT TO

THE DIRECTORS OF D GILBERT (MOULDS & DIES) LIMITED ("the Company")

IN ACCORDANCE WITH S156(4) OF THE COMPANIES ACT 1985

We have examined the attached statutory declaration dated 9 August 2006 in connection with the proposal that the Company should give financial assistance for the purchase of 17,500 ordinary shares of £1 each in the share capital of the Company. We have enquired into the state of affairs of the Company so far as is necessary for us to review the bases for the statutory declaration

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 S156(2) of the Companies Act 1985 is unreasonable in all the circumstances.



9 August 2006

