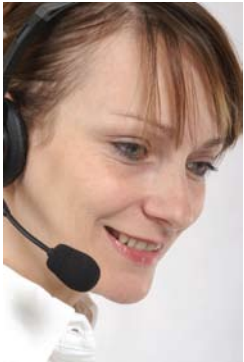


## New Technology to Improve Police Response in Scotland

**The Scottish Police Service has invested £2,600,000 in the Scotland-wide Command and Control computer system, which will enhance the service to the public.**



Led by the Association of Chief Police Officers in Scotland (ACPOS) and the eight Scottish police forces, and supported by the Scottish Police Services Authority (SPSA), the contract is the final piece in a jigsaw to develop and install a single,

national Command and Control system, Geographic Information System (GIS), and Gazetteer application that will be used by all the forces and wider police community. The new technology will allow the police service to ensure that no matter where in the country an incident takes place, the right officers are

more quickly and consistently deployed to the right locations at the right time, to prevent and detect crime.

A 'go live' date for the first force, Lothian and Borders Police, has been planned for September 2010, followed by a rollout programme to all other forces. When complete, it will mark the first time Scottish forces will share a single, common system for Command and Control.

Command and Control is the nerve centre of every police force. It is where all incidents with which forces deal, including 999 calls, are recorded and appropriate resources are deployed to the required locations. Scotland's eight forces currently use a wide range of different and isolated applications to handle over 2,500,000 incidents annually. This can make data sharing difficult and provides an inconsistent picture of crime in Scotland.

Chief Constable Colin McKerracher, Chair of the ACPOS Business Change Programme Board, said: *"It is absolutely vital that the police are able to quickly identify where a crime is taking place – or where a member of the public*

*needs our assistance. In a 999 situation, it really is location, location, location. Once that is established, the priority is to get the nearest appropriate police officers deployed to that location."*

*"At present, we are working with many different electronic systems to do this. The reality is that criminals don't take police force boundaries into consideration when they commit crime and neither should we when we respond."*

The McClure Naismith IT team, led by one of its IP/IT partners David Gourlay, was commissioned to advise on the procurement of the specialist software, support and maintenance package. The software and support services will be provided by Steria Ltd, which will licence and provide support for its STORMSteria software on a 24/7 basis. The project will run for an initial 4 years, with an option to extend to up to 15 years.

[Continued on Page 3 >>>](#)

## British Waterways Scotland Lead Adviser Role and Clutch of Client Wins

British Waterways Scotland (BWS) has appointed McClure Naismith LLP as Lead legal adviser for the majority of its core services, including Property & Regeneration, Planning, Environmental, Litigation, Licensing and Health & Safety matters.



The BWS win seals a buoyant start to the new year for McClure Naismith prior to which the firm had secured a clutch of major clients, including adviser to the Preferred Bidder on the £55m Moray Schools PPP, Mars Pension Trustees Limited, Zoom Diversified inc. on their proposed acquisition of the 150 acre former Hyundai Site just off the M90, and the Aberdeen Schools PPP restructuring on behalf of Iceland bank, Landsbanki and latterly appointed onto South Lanarkshire Council's Approved List for Legal Providers.

*"We are delighted to have won BWS against very tough competition and in a challenging market"* said Stephen Scott, Lead Partner on the BWS submission

and who specialises in property work. *"We will be undertaking a diverse and exciting range of work for BWS and our other, significant new clients which will involve many parts of the Firm."*

Alan Thomson, Chairman, added: *"Winning these prestigious new clients has been great news for the Firm and shows that we are competing strongly across all areas of the business. The Moray and Aberdeen Schools PPP appointments, for example, further reflect our strength in advising major public procurement projects, where we are one of the leading firms in the sector."*

Alan Thomson continued: *"Looking ahead, there is a good pipeline of work coming through, with signs of recovery in Banking, particularly in London, where we are winning new work and are well placed for recovery in the markets. McClure Naismith is in good shape, and we remain focussed on our core strengths and growing and developing the business"*.

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## Top Ten "HOT 100" Recognition for McClures' Capital Markets Partner

McClure Naismith's Capital Markets Practice led by partners, Andrew Williamson and Kit Stenning, has capped an excellent 2009 with the recognition of Kit Stenning as one of ten corporate lawyers in the UK within the prestigious "Hot 100" list, which profiles leading lawyers across all work categories in the annual feature in the respected trade journal "The Lawyer".

The Capital Markets Team, which comprises personnel in both the London and Edinburgh offices, started the year working on and closing a reverse takeover and PLUS market admission which led McClures' client, RAK Real Estate Limited, to become the largest company quoted on PLUS at in excess of £500m following the purchase of various commercial assets in Kuwait.

It is this transaction which has led to Kit, who is based in London and whose experience extends across more than 30 years, being recognised. He is the only lawyer from a Scottish headquartered firm, and is ranked alongside leading practitioners from major "magic circle" firms and partners from the London offices of US firms.

The Lawyer said *"Amidst the deepest recession in living memory the PLUS market has been one of the few success stories. McClure Naismith's small but perfectly formed team...was ahead of the game in 2009. (The) stand out deal was February's entry of Kuwait property company RAK Real Estate in a £569m deal. With several more placements waiting in his in tray, Stenning is perfectly placed for 2010."*

The Capital Markets Practice, founded by Andrew Williamson, continues to have a growing reputation in London's corporate community which has been enhanced with the recruitment of Kit Stenning a little under 2 years ago. The practice delivers high quality, cost-effective deals advice in relation to both public and private companies on equity and debt issues and across the full spectrum of valuations.

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## Property Focus

The past year has seen enormous changes in the real estate industry and reduced demand from occupiers. Clients are more focused than ever on obtaining the right advice, value for money and quality of service from their legal advisers.

The hire of David Thomson at the beginning of 2009 added a partner with particular expertise in tax efficient property schemes particularly in relation to Enterprise Zones and Business Premises Renovation Allowance.

The firm was appointed by British Waterways Scotland as its lead legal adviser and, led by Stephen Scott, the team has been dealing with a very significant volume of work. British Waterways Scotland is a public body which receives

grant funding from the Scottish Government and manages the 137-miles (220km) canal network which includes the Caledonian, Crinan, Forth & Clyde, Union and Monkland canals.

McClures continues to act for Persimmon and for Barratt, the two largest house builders in the UK and, even in the difficult market conditions of 2009, advised on the acquisition of four former school sites in South Lanarkshire.

The firm has also seen significant activity in the healthcare and hotel and leisure sectors and continues to build practice experience in these areas.

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Alan Thomson

**IP/IT**

Euan Duncan  
David Gourlay

**LITIGATION**

Ewen Brown  
Graham Craik  
Jeffrey Hutcheson  
James Mackie  
John McHugh  
Philip Sewell

**PPP/PROJECTS**

Steven Brown  
Ashok Ghosh  
Euan Mitchell  
Euan Pirie

**PRIVATE CLIENT**

Gordon Shearer



**MCCLURE NAISMITH**

Solicitors

# McClures Acts on Admission of Scotgold Resources to AIM

McClures Capital Markets Team, headed up by Andrew Williamson, has successfully completed the admission to listing on AIM of Scotgold Resources. The company, which is already listed on the Australian Stock Exchange (AsX) raised in excess of £700,000 in its flotation which was over-subscribed, attracting significant interest from institutional investors and private clients alike. While modest in terms of funds raised, it is significant that Scotgold is the first Scottish flotation since July 2007 when I-Design was admitted to AIM.

*“New listings slowed dramatically after the turmoil in the financial markets, but the success of Scotgold should give encouragement to fast-growing Scottish companies considering their next steps. Given the well documented problems that businesses are having raising finance from banks and other sources, listing whether on AIM or PLUS offers a very real alternative to growing companies that are finding it difficult to raise funds that two years ago they would probably have sought from the debt markets”* commented Andrew Williamson.

Scotgold's mine is located in the picturesque central highlands at Cononish by Tyndrum.

While all that glitters is not gold, the successful listing of Scotgold should encourage ambitious Scottish companies at least to explore the potential of the markets as a means of capital raising.

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## Recent Deal Highlights

**Financial Services**

Griffin Group plc (AIM company) – sale of business and reverse by Alexander David Holdings Limited representing Dowgate Capital Advisers Limited (Nomad).

**Leisure**

Goals Soccer Centres plc (AIM company) – underwritten placing to raise £11,000,000 Underwriter and Nomad KBC Peel Hunt Limited representing Goals Soccer Centres plc.

**Telecommunications**

Vyke Communications plc (AIM company) – placing to raise £3,060,000 representing Vyke Communications plc.

**Media**

Navyblue International Limited – Creation of various international joint ventures including South Africa and Oman representing Navyblue International Limited.

## New Technology to Improve Police Response in Scotland

<<< *Continued from Page 1*

Tracey Lee, Head of Emergency Services at Steria said: *“This is the first time a nationwide Command and Control computer system has been adopted in Scotland, and as such we have worked closely with the Scottish Police Service to ensure it receives the world-class system it demands. Steria has provided similar facilities for a number of public sector organisations, so we have drawn heavily from our experience to produce a system which will enable Scotland's eight forces to operate efficiently and deliver effective policing.”*

David Seath, Central Services Manager for Lothian and Borders Police said: *“This has been a very successful IT procurement project and we are delighted with the service provided by McClure Naismith. Once fully implemented, it will make a major difference to the service Scotland's police forces provide to the public.”*

David Gourlay added: *“We are delighted to have advised Lothian and Borders Police on this complex and nationally significant project. Our team has been able to demonstrate its specialist knowledge in IT procurement.”* David Gourlay was supported principally by Rachel McGowan and Nils Reid (IT), and Steven Brown and Michael Johnston (Procurement), with assistance from the Firm's Employment team.

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 FAMILY LAW  
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## Welcome News For Sellers

The 2010 budget news that CGT relief for entrepreneurs would be doubled was probably the only bright spot in an otherwise gloomy list of announcements. Sellers who hold more than 5% of a business will now see their lifetime gains from such disposals taxed at only 10% on the first £2m of such gains, a doubling of the previous £1m limit. Thereafter, gains will be taxed at 18%, at least for the time being.

So – sellers who qualify for Entrepreneurs Relief have just benefited by a maximum of £80,000 each – although probably not enough to make someone sell out for this reason alone.

However, reasons to sell including retiral, ill-health, shareholder disputes and opportunistic offers still exist even although the climate for doing so is poorer than it was in the frothy days of 2007/8. Whatever the driver, you should plan carefully for the sale, and not just to maximise the 10% CGT element.

One of the most difficult aspects is how any purchase will be financed. It used to be relatively straightforward for buyers to obtain funding from the banks but increasingly tight lending criteria make this less feasible. As a consequence, seller price expectations have had to be tempered and advisors have to think creatively how to structure and successfully complete the funding and purchase/sale of companies.

Recent trends include:

- A growth in Vendor finance, with deferral over a period of years and with appropriate security;
- earn-outs, where the price gap can be bridged with an element of upside sharing with the Vendor should pre-agreed targets be achieved. There must be appropriate controls on the running of the business to protect the seller interest;
- pension fund/SIPP buyers – eg. to buy a minority stake to finance a shareholder buy-back (bear in mind the restrictions on self-investment which are the

subject of detailed Inland Revenue rules);

- retaining certain assets eg. property and transferring them to a seller SIPP, enabling the commercial business to be sold more cheaply, coupled with a lease of the property by the buyer from the SIPP, generating an investment “win/win”; and
- an employee buy out.

There have been an increasing number of “all employee buyouts” usually creating an employee benefit trust. Very often a significant driver for owner managers is not merely achieving the highest value possible, but protecting also the interests of the workforce; the company name and physical presence in an area; and, (particularly in rural areas), the community. Examples include the sale of the Loch Fyne Oyster Company and the West Highland Free Press both of which were sold to employee owned companies where there was a significant community interest in ensuring that the company remained rooted in its local area.

Employee buy-outs are not only the preserve of small community businesses; some very large and very successful companies are employee owned. Funding for employee buy-outs is available through bodies like the Baxi Partnership, (the charitable trust spun out of one of the earliest examples of an employee led corporate buy-out), while advice and introductions are also available through public bodies such as Co-operative Development Scotland.

As with all such matters, early advice should be taken in order to consider the options which are right for you and your business: the answer may not be obvious but it is usually easier to address it with an independent advisor who can provide the objectivity which may be lacking within the company itself or the owner’s family.

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## McClure Naismith Seminar Programme 2010

12.30–1.00pm Registration and Lunch  
 1.00–1.45pm Presentation and Questions  
 2.00pm Networking / close

### DATE/VENUE

### WHAT WE WILL COVER

21 April / GLASGOW

#### Improving Attendance, Managing Absence and Minimizing Costs

Maternity leave, long term sickness and other forms of paid and unpaid absence from work continue to be a huge cost for employers. Production failings and internal conflict can result if employers are not sufficiently informed to correctly manage and compensate affected employees. We will look at current and future legislation relating to all types of absence and will discuss strategies to positively manage absence and actually encourage increased attendance at work.

22 April / EDINBURGH

19 May / GLASGOW

#### Avoiding a ‘Red Card’

How to avoid the legal pitfalls in relation to the marketing and promotion of products and services in and around major national and international sporting events

27 May / EDINBURGH

To reserve your place, register online at [www.mcclurenaismith.com/eventsignup](http://www.mcclurenaismith.com/eventsignup) or contact Jenn Scott – e-mail [jennscott@mcclurenaismith.com](mailto:jennscott@mcclurenaismith.com) with your contact details, or telephone **0131 272 8332**.



While the information published in this newsletter is given in good faith and is believed to be accurate as at the date of publication, it is given for guidance only and should not be relied upon. Specialist legal advice should always be sought in light of your own personal circumstances. Please contact a McClure Naismith Partner before taking any decisions.