



CHA 116

COMPANIES FORM No. 155(6)b

Declaration by the directors of a holding company in relation to assistance for the acquisition of shares.

155(6)b

Please do not
write in this
margin

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

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

§Delete as
appropriate

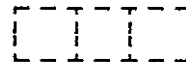
‡Delete whichever
is inappropriate

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

To the Registrar of Companies

For official use

Company number



1970491

Name of company

* T.L. CLOWES (WARWICK) LIMITED

I/We† Timothy Legh Clowes, 10 Shepherd Street, London W1Y 7LN, Paul Dudley,
Three Oaks, Billesley Lane, Alvechurch, Birmingham B48 7HE, Karen Lee
Watson, 57 Lakeside Road, London N13, Paul James Harris, 40 Falcon,
Wilnecote, Tamworth, Staffordshire B77 5DN, Michael Paul Wilson, 60
Broadway Avenue, Halesowen, West Midlands B63 3DF

~~the sole director~~ [all the directors]§ of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

The business of this 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 2 or 4 of the Insurance Companies Act 1982 to carry on
insurance business in the United Kingdom~~†
(c) something other than the above‡

This company is [the] [a] holding company of* T.L. CLOWES FINANCIAL SERVICES LIMITED

which is

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

in [this company] [T.L. CLOWES & COMPANY LIMITED

the holding company of this company.]‡

Presentor's name, address and
reference (if any):

Cameron Markby Hewitt
Sceptre Court
40 Tower Hill
London
EC3N 4BB
DX: 215
BXM/Z4642/16/222773

For official use

General Section

Post room



KLO *K6GMRQN* 1700
COMPANIES HOUSE 23/12/96

The assistance is for the purpose of [that acquisition] ~~(reducing or discharging a liability incurred for the purpose of that acquisition)~~† (note 1)

Please do not
write in this
margin

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

The number and class of the shares acquired or to be acquired is: 1,000 A Ordinary Shares of
£1 each and 599,000 B Ordinary Shares of £1 each

The assistance is to be given to: (note 2) T.L. Clowes (Insurance Services) Limited
(Registered No.3244626)

The assistance will take the form of:

Please see Rider 1

The person who ~~(has acquired)~~ (will acquire)† the shares is:
T.L. Clowes (Insurance Services) Limited

†Delete as
appropriate

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

Please see Rider 2

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced
by giving it is NIL

The amount of cash to be transferred to the person assisted is £ Please see Rider 3

The value of any asset to be transferred to the person assisted is £ NIL

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

I/We have formed the opinion, as regards this 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 this company will be able to pay its debts as they fall due during the year immediately following that date]* (note 3)

*Delete either (a) or
(b) as appropriate

(b) [~~It is intended to commence the winding up of this company within 12 months of that date, and I/We have formed the opinion that this 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.

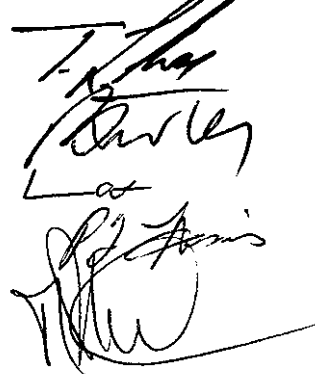
Declared at 52 Lime Street
London EC3

the 20th day of December

One thousand nine hundred and ninety six

before me MRS ALLCOAT

Declarants to sign below



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.

M.B.S. ALLCOAT
CONSTANT & CONSTANT
SEA CONTAINERS HOUSE
20 UPPER GROUND
LONDON SE1 9QT

RIDER 1 to Form 155(6)b of
T.L. CLOWES (WARWICK) LIMITED
IN RESPECT OF T.L.CLOWES FINANCIAL SERVICES LIMITED

Financial assistance will be provided by T.L. Clowes Financial Services Limited ("Financial") to T.L. Clowes (Insurance Services) Limited ("Insurance") in connection with the acquisition by Insurance of the entire issued share capital of T.L. Clowes & Company Limited.

Such financial assistance will be given by Financial entering into and incurring obligations under an omnibus guarantee and set-off agreement (the "Omnibus Guarantee and Set-Off Agreement") in favour of Lloyds Bank Plc ("Lloyds") to be entered into by Insurance, T.L. Clowes & Company Limited, Financial, T.L. Clowes Financial Services Limited and Lexis Annunities Limited which is required in order to fulfil conditions precedent to a loan facility of £800,000 and a loan facility of £200,000 being made available to Insurance by Lloyds under the terms of a facility letter dated 12th December 1996 (the "Facility Letter").

20th + 100 Loo my 100

WLSA

RIDER 2 to Form 155(6)b of
T.L. CLOWES (WARWICK) LIMITED
IN RESPECT OF T.L.CLOWES FINANCIAL SERVICES LIMITED

The principal terms on which the assistance will be given are under the terms of the Omnibus Guarantee and Set-Off Agreement

(a) Financial covenants to pay or discharge to Lloyds on demand all monies and liabilities whether certain or contingent now or thereafter due, owing or incurred to Lloyds anywhere on any current or other account or in any manner whatsoever by each and every one of the other companies, being Insurance, T.L. Clowes & Company Limited, T.L. Clowes (Warwick) Limited and Lexis Annuities Limited (together the "Other Companies") whether alone or jointly with any other person and whether as principal or surety together with interest on all such monies and liabilities to the date of payment together with commission and other banking charges, legal and other cost, charges and expenses on a full and unqualified indemnity basis; and

(b) each of Financial and the Other Companies (together the "Companies") jointly and severally agree that Lloyds may at any time and from time to time combine and consolidate any or all of the then existing accounts of the Companies or any of them with Lloyds with all or any of the liabilities of the Companies or any of them to Lloyds and or set-off or transfer any sum or sums standing to the credit of any one or more of such accounts towards satisfaction of the liabilities of the Companies or any of them to Lloyds.

RIDER 3 to Form 155(6)b of
T.L. CLOWES (WARWICK) LIMITED
IN RESPECT OF T.L.CLOWES FINANCIAL SERVICES LIMITED

The amount of cash to be transferred to the person assisted under the Omnibus Guarantee and Set-Off Letter - none;

RIDER 4 to Form 155(6)b of
T.L. CLOWES (WARWICK) LIMITED
IN RESPECT OF T.L. CLOWES FINANCIAL SERVICES LIMITED

The date on which the assistance is to be given is within eight weeks of the date of this statutory resolution.

NEVILLE RUSSELL

Chartered Accountants



The Directors
T.L. Clowes (Warwick) Limited
52 Lime Street
London
EC3M 7BS

20 December 1996

Dear Sirs

AUDITORS' REPORT TO THE DIRECTORS OF THE T.L. CLOWES (WARWICK) LIMITED PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

We have examined the attached statutory declaration of the directors of T.L. Clowes (Warwick) Limited ("the company") dated 20 December 1996 in connection with the proposal that the company T. L. Clowes Financial Services Limited should give financial assistance for the purchase of 1,000 of the 'A' ordinary shares and 599,000 of the 'B' ordinary shares of the company's holding company, being T. L. Clowes & Company Limited.

We have enquired into the state of the company's affairs so far as 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 section 156 (2) of the Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully

Neville Russell



INVESTOR IN PEOPLE

24 Bevis Marks London EC3A 7NR
Telephone: 0171 377 1000 Fax: 0171 377 8931

Neville Russell is a member of Nexia International, a worldwide network of independent accounting firms.
A list of partners is available at each Neville Russell office: Bedford, Birmingham, Blandford, Brighton, Bristol, Dudley, Glasgow, Ilford, Leeds, Lincoln, London, Luton, Milton Keynes, Nottingham, Oxford, Poole, Stockport, Sutton and Wakefield.
Registered to carry on audit work and authorised to carry on investment business by 'The Institute of Chartered Accountants in England and Wales'.

