

**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

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use read the notes  
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**

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

**For official use**

**Company number** \_\_\_\_\_

01976691

Name of company

\* Cantor Fitzgerald International

I/We See Rider 1

~~(the sole director)~~ all the directors) of the above company do solemnly and sincerely declare that:  
XXXXXXXXXXXXXXXXXXXX

**The business of the company is:**

The business of the company is:

(a) that of a recognised bank/licensed institution within the meaning of the Banking Act 1978

xxxxxx of the Insurance Companies Act 1982 to carry

(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]

The assistance is for the purpose of [that acquisition] ~~reducing or discharging a liability incurred for the~~  
 purpose of that acquisition] t  
 xxxxxxxxxxxxxxxxxxxxxxxxx

The number and class of the shares acquired or to be acquired is: 190,000

Redeemable Participating Preference Shares

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

Norton Rose  
Kempson House  
Camomile Street  
London EC3A 7AN

Ref: BGS/86

**For official Use**  
**General Section**

**Post room**



The assistance is to be given to: (note 2) Abacus Trust Company (Isle of Man), 12 Finch Road,  
Douglas, Isle of Man IM1 2SA as sole trustee of The Cantor Fitzgerald Employee Trust

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this margin

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bold block letter

The assistance will take the form of:

A cash contribution to the Cantor Fitzgerald Employee Trust

The person who ~~has control of~~ will acquire ~~the~~ the shares is:  
Abacus Trust Company (Isle of Man)

† delete as  
appropriate

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

See Rider 2

The amount of cash to be transferred to the person assisted is £ 1,900,000

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 8 November 19 95

**Rider 1**

John Kiddy of 35, Old Park View, Enfield, Middlesex EN2 7EG;

Stuart Fraser of 18 Maple Way, Armonk, New York, New York, USA 10504;

Douglas Gardner of 161 West 15th Street #6B, New York, New York, USA 10011;

Glenn Grossman of <sup>280 West 246th St. Bronx, New York USA 10471</sup>  
~~166 Bank Street, New York, New York, USA 10014;~~

Howard Lutnick of 200 East 69th Street Apt. 32A, New York, New York,  
USA 10021; and

Stephen Merkel of 61 Jane Street Apt. 19K, New York, New York, USA 10014.

**Rider 2**

The contribution is a discretionary contribution to The Cantor Fitzgerald Employee Trust, to be used by the trustees, at their discretion, for the purposes declared in the trust instrument, which may include the purchase of or subscription for, Redeemable Participating Preference Shares of Cantor Fitzgerald International.

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as appropriate

~~X~~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)~~X~~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~~X~~\*(note 3)

~~(b)It is intended to commence the winding up of the company within 12 months of that date, and 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.1\*(note 3)~~

And ~~X~~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 the offices of CANTOR  
FITZGERALD at 1 WORLD  
TRADE CENTER NEW YORK, NY 10048  
the 7 day of November  
one thousand nine hundred and ninety five

before me DEBORAH NACHE  
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

*[Handwritten signatures of declarants]*

## 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



## Chartered Accountants

Touche Ross & Co.  
Stonecutter Court  
1 Stonecutter Street  
London EC4A 4TR

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International + 44 171 936 3000  
Telex: 884739 TRLNDN G  
Fax (Gp. 3): 0171 583 1198  
LDE: DX 599

## AUDITORS' REPORT TO THE DIRECTORS OF CANTOR FITZGERALD INTERNATIONAL PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

We have examined the attached statutory declaration of the directors dated 7 November 1995 in connection with the proposal that the company should give financial assistance for the purchase of 190,000 of the company's participating redeemable preference shares.

### Basis of opinion

We have enquired into the state of the company's affairs 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 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.

Chartered Accountants and Registered Auditors

7 November 1995