

PA-5

ASSET TRANSFER PURSUANT TO REORGANIZATION

THIS AGREEMENT made as of the 2nd day of May, 2000.

BETWEEN:

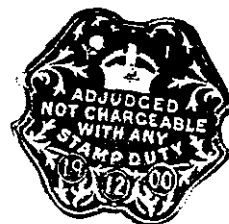
YORKSHARE LIMITED

a corporation incorporated under
the laws of the United Kingdom
("YorkSHARE")

- and -

**TD WATERHOUSE INVESTOR SERVICES
(EUROPE) LIMITED**

a corporation incorporated under
the laws of the United Kingdom
("TDW Europe")



WHEREAS :

- A. YorkSHARE and TDW Europe are each wholly owned subsidiaries of TD Waterhouse Group, Inc. a subsidiary of The Toronto-Dominion Bank (the "Bank");
- B. YorkSHARE owns certain assets and liabilities associated with its broking and other financial services business as set out in Schedule "A", attached hereto;
- C. YorkSHARE desires to sell to TDW Europe and TDW Europe desires to purchase such assets of YorkSHARE and TDW Europe desires to assume such liabilities;

NOW THEREFORE THIS AGREEMENT WITNESSETH that, in consideration of the mutual representations, warranties and covenants contained herein and other good valuable consideration (the receipt and sufficiency of which are hereby acknowledged by each of the parties), the parties hereto agree as follows:

1. Purchase and Sale of Assets

YorkSHARE hereby sells, transfers and assigns to TDW Europe all of YorkSHARE's right, title and interest in and to all of its assets used in the conduct of its business, including without limitation, all client accounts, intangibles, licenses, trademarks, goodwill, and the assets described on Schedule "A", attached hereto, and all of the security held by YorkSHARE therefor (collectively, the "Purchased Assets"), and TDW Europe hereby purchases the Purchased Assets from YorkSHARE as of the date of this Agreement (the "Effective Date").



2. **Assumption of Liabilities**

TDW Europe hereby agrees to assume all liabilities of YorkSHARE, including without limitation, liabilities for pensions, national insurance, any indemnity of the Bank in respect of any Bank guarantee of leased premises known as Level 2, The Aldermanbury, Millergate, Bradford, England, and Howard House, 6 Bank Street Bradford, England and those related to the Purchased Assets, as of the Effective Date (the "Assumed Liabilities") and to discharge, observe, perform and fulfill all obligations and liabilities of YorkSHARE with respect thereto.

3. **Consideration**

- (i) In consideration of the purchase of the Purchased Assets TDW Europe shall issue to YorkSHARE on the Effective Date Ten Million (10,000,000) ordinary (common) shares with par value of £ 1 each (the "Shares") under this Agreement. The value of the Shares shall be the fair market value of the Purchased Assets less the fair market value of the Assumed Liabilities on the Effective Date which has been determined by the parties to be Ten Million (£10,000,000) Pounds Sterling (the "FMV Amount").
- (ii) YorkSHARE represents and warrants to TDW Europe that the FMV Amount equals the principal plus accrued and unpaid interest thereon for the Purchased Assets less the principal plus accrued and unpaid interest thereon for the Assumed Liabilities and is correct as of the date hereof. The parties shall adjust and revise the FMV Amount for any manifest error discovered in the amount of the fair market values of the Purchased Assets and the Assumed Liabilities or for any adjustments required by any applicable tax or regulatory authority. Neither party shall pay any interest for any such adjustments.

4. **Closing Arrangements**

The purchase and sale of the Purchased Assets shall be completed on the Effective Date and at that time:

- (i) YorkSHARE shall deliver to TDW Europe all necessary documents to evidence such assignments and transfers. For greater certainty, all revenues accruing with respect to the Purchased Assets and any expenses related thereto from the Effective Date shall be for the account of TDW Europe; and
- (iii) TDW Europe shall issue to YorkSHARE the Shares.

5. **Disputed Assignment**

If a customer or client of TDW Europe disputes the validity of the sale, assignment and transfer of the Purchased Assets, YorkSHARE shall take all necessary steps on behalf of TDW Europe to recover any funds owing by the customer, client or third party and shall forthwith, without deduction save and except for reasonable expenses incurred by YorkSHARE in recovering same, forward such funds to TDW Europe.

6. **Release**

Subject to section 5 hereof, YorkSHARE is hereby released and discharged with effect on and from the Effective Date, from its obligations under any agreement relating to the Purchased Assets, provided that such release shall not affect any rights or obligations arising before the Effective Date.

7. **Indemnity**

YorkSHARE hereby indemnifies and holds harmless TDW Europe with respect to any and all claims by any persons relating to liabilities incurred by YORKSHARE pursuant to or under the Purchased Assets prior to the Effective Date. TDW Europe hereby agrees to indemnify and hold harmless YorkSHARE with respect to any and all claims by any persons relating to liabilities incurred by TDW Europe pursuant to or under the Purchased Assets on or after the Effective Date.

8. **Consents of Clients**

YorkSHARE represents and warrants to TDW Europe that it has obtained all necessary consents of its clients to the transfer of the applicable Purchased Asset to TDW Europe.

9. **Representations and Warranties**

YorkSHARE and TDW Europe each represent and warrant to the other as follows:

- (i) it is duly organized and validly existing, has full power and legal right to execute and deliver this Agreement and to perform all of its obligations hereunder;
- (ii) the execution and delivery of this Agreement by it, and the performance of its obligations hereunder have been authorized by all necessary corporate actions; and
- (iii) this Agreement is its legal, valid and binding obligation, enforceable against it in accordance with the terms hereof.

10. **Notice**

Notices to the parties hereto shall be given in writing to the addresses noted below and may be sent by personal delivery, mail or facsimile transmission. Notices by personal delivery shall be deemed given and received on the business day of delivery, notice by mail shall be deemed given and received on the seventh (7th) business day following mailing and notice by facsimile transmission shall be deemed given and received on the business day following transmission. A business day shall mean any day other than a Saturday, Sunday or other day when YorkSHARE and TDW Europe are not open for business.

To YorkSHARE:

YorkSHARE Limited
14 – 18 Finsbury Square
London, England
EC2A 1DB

Attention: Philip Ireland

Facsimile No.: 01274 737340

To TDW Europe:

TDW Europe
14 – 18 Finsbury Square
London, England
EC2A 1DB

Attention: Lise Arnett

Facsimile No.: 0161 819 6399

11. **Further Assurances**

Each of the parties hereto shall from time to time both before and after the Effective Date take or cause to be taken such action and execute and deliver or cause to be executed and delivered to the other such documents and further assurances as may be necessary to give effect to this Agreement.

12. **Words and Phrases**

In this Agreement, the masculine shall include the feminine and the neuter and vice versa and the singular shall include the plural and vice versa.

13. **Headings**

The division of this Agreement into sections and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation of this Agreement.

14. **Entire Agreement**

This Agreement is the entire agreement between the parties hereto pertaining to the subject matter hereof, and may only be amended by written instrument executed by both parties.

15. Binding Nature

This Agreement shall be binding upon and enure to the benefit of the parties hereto and their respective successors and assigns.

16. Counterparts


This Agreement may be executed in one or more counterparts which, when taken together, shall constitute one and the same instrument.

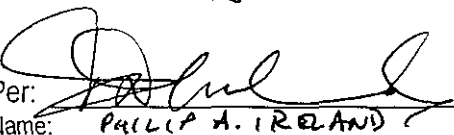
17. Governing Law

This Assignment Agreement shall be governed by and construed in accordance with the laws of England.

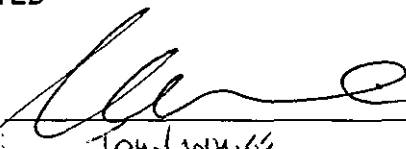
IN WITNESS WHEREOF the parties hereto have executed this Agreement as of the day and year first written above .


YORKSHARE LIMITED

Per: 
Name: JEFF DUVAR
Title: DIRECTOR

Per: 
Name: PHILIP A. IRELAND
Title: DIRECTOR

TD WATERHOUSE INVESTOR SERVICES (EUROPE)
LIMITED

Per: 
Name: JOHN WHITE
Title: DIRECTOR

Per: 
Name: LISE ARNETT
Title: DIRECTOR

SCHEDULE A
YORKSHARE ASSETS LIABILITIES

YorkSHARE Balance Sheet April 2000

Assets

Fixed Assets	1,430,482
Market Maker Debtors	52,009,979
Customer Debtors	74,480,129
Bad Debt Provision	(245,000)
Prepayments	755,400
Petty Cash	300
Customer Cash	4,042,681
Irish Bank Account	17,250

Liabilities

Company Cash Overdraft	(3,339,268)
Loan to Irish Account	(20,000)
Salaries Control Account	(15,753)
Marketmaker Creditors	(76,452,006)
Customer Creditors	(43,096,221)
Stamp Account & PTM	(346,500)
Arrears	(2,040,037)
Corporation Tax Creditor	(181,436)
Subordinated Debt - TD Bank	(4,000,000)

Share Capital	<u>3,000,000</u>
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SCHEDULE A
YORKSHIRE ASSETS LIABILITIES

Fixed Assets

Description	Cost	NBV	Depn
3rd Payment crest Sponsorship	35,250.00	25,852.00	9,398.00
Desks/Filling Frames	1,179.00	1,026.00	153.00
Compaq Proliant 4500 & Acc.	44,212.00	37,581.84	6,630.36
Air Conditioning	5,172.00	4,308.00	864.00
Cabling :	8,967.00	7,469.00	1,498.00
Cabling	1,057.00	884.64	172.36
Computacenter	4,950.00	4,130.00	820.00
PC & Monitors	1,595.00	1,297.36	297.64
Pentium 90 - Gateway for 3rd & 4th Floor	37,657.00	30,756.64	6,900.36
Add disk storage to target systems	2,339.00	1,871.36	467.64
4 X PC's Monitors`	4,407.00	3,522.00	885.00
Port for hub & expansion Cable	855.00	682.00	173.00
Channel Extension Line Card	575.00	463.36	111.64
High volume User Fee	5,000.00	3,665.32	1,334.68
Final payment for crest sponsership	29,892.00	21,920.00	7,972.00
Ur Licence	652.00	515.68	136.32
Usu. Licence	670.00	534.68	135.32
Memory	1,889.00	1,511.36	377.64
8 channels	3,701.00	2,963.36	737.64
Extension / Line Cards	5,211.00	4,162.00	1,049.00
Fax Machine	821.00	640.69	180.31
3 x PC & Monitor	4,146.00	3,247.20	898.80
PC & Monitors	5,992.00	4,690.41	1,301.59
5ft Double Pedistal Desk	848.00	649.59	198.41
Crest sponsorship agreement	28,482.00	21,837.40	6,644.60
Disk for live & back up	3,538.00	2,712.61	825.39
Timestamp	1,175.00	898.49	276.51
Workstation & Desks	567.00	432.90	134.10
Crest legal fees	3,239.00	2,645.33	593.67
Installation & Upgrade	523.00	383.11	139.89
Letter opener	3,443.00	2,525.09	917.91
Mainframe memory	3,847.00	2,820.91	1,026.09
Cheque Writer	4,606.00	3,301.02	1,304.98
O Equipment	857.22	614.35	242.87
Independent office equipment	1,725.56	1,236.65	488.91
Printer & 256MB Kit	4,732.28	3,391.47	1,340.81
Office equipment world	387.75	277.88	109.87
Incom Telecommunications	857.00	624.88	232.12
Single pedestal desk	2,455.75	1,719.03	736.72
2x Acro print time	1,175.00	822.49	352.51
various electrical comp	4,690.60	3,283.47	1,407.13
Quantum 805s External Drive	2,604.99	1,823.55	781.44
MS Office x7, 575HD x3, Monitor x3	5,999.45	4,199.61	1,799.84
High back Operators Chairs	1,542.78	1,079.94	462.84
3x PC & Monitors, Licence	5,134.44	3,594.09	1,540.35
Chair & Pedestal (x5)	1,233.75	863.61	370.14
Chair & Pedestal Desk (x8)	1,844.75	1,291.39	553.36
Organised computer systems	3,660.13	2,501.08	1,159.05
Bar code SIMM	458.25	305.51	152.74
Install Megastream Link	3,678.64	2,452.43	1,226.21
Software Licence	650.96	423.12	227.84
Computacenter	3,857.53	2,443.13	1,414.40
PC's & Monitors	8,389.27	5,173.38	3,215.89

SCHEDULE A
YORKSHIRE ASSETS LIABILITIES

Laser Printer	2,271.00	1,400.45	870.55
User Licence	633.33	390.58	242.75
Print Server	775.50	478.24	297.26
User Licence	1,266.65	781.11	485.54
Patch Leads	533.45	328.97	204.48
User Licence	1,266.65	760.00	506.65
Various Items	3,755.15	2,253.11	1,502.04
Laserjet Printer	976.43	585.90	390.53
Fax Machine	744.89	446.98	297.91
Monitors, Software, Memory	7,673.41	4,476.15	3,197.26
Desktop Printer	4,611.88	2,690.25	1,921.63
User Licence	767.51	447.70	319.81
User Licence	1,552.65	905.77	646.90
Windows Software	1,604.87	936.21	668.66
PCs & Monitors	5,542.48	3,233.10	2,309.38
PC's Monitors	8,857.39	5,166.80	3,690.59
Memory	2,871.47	1,675.06	1,196.41
Printer	1,396.19	814.45	581.74
Compaq Proliant -2	3,648.38	2,128.28	1,520.10
Cabinet & Shelves	250.16	145.93	104.23
HP Laserjet 5 Printer	976.43	569.57	406.86
Router to connect to Westgate	6,227.62	3,528.97	2,698.65
Software/ Print Server & Switch	885.42	501.79	383.63
PC for Training Centre	1,432.08	811.54	620.54
Various Items re ACD	663.97	376.31	287.66
Patch Leads to Improve Network	711.76	391.46	320.30
Training Video's	3,530.85	1,942.01	1,588.84
Training CBT - Windows / Word etc	3,525.00	1,938.75	1,586.25
Open Learning Licence	435.93	239.83	196.10
Training Video's	1,080.99	594.60	486.39
Printer / Various Software	2,489.28	1,369.14	1,120.14
Dealing Desk Link Units	625.52	344.11	281.41
SUN PC user licence	633.31	348.40	284.91
Various Items	421.01	231.61	189.40
1 Network & Multi Module (8)	704.55	387.49	317.06
Colour Monitor	662.82	364.60	298.22
Fix raised floor comp. room	915.04	503.27	411.77
3 in Superstack II Hub	643.35	343.11	300.24
Install Air Conditioning	4,697.65	2,505.40	2,192.25
Computer Room Improvements	3,569.65	1,903.80	1,665.85
ACD Phone Systems	838.95	447.43	391.52
Acroprint 175	2,679.00	1,428.80	1,250.20
Improvement Works	1,982.60	1,057.37	925.23
Computacenter	219.65	117.14	102.51
Wholesale Electro	603.86	322.04	281.82
Shelving & Cupboards	479.41	255.68	223.73
Fridges	400.00	213.39	186.61
Health & Safety Videos	714.54	369.19	345.35
Printer network connections	357.14	184.51	172.63
Backpack P'port CD Rom	301.92	155.98	145.94
MS Office CD's	922.38	476.56	445.82
MS Windows NT	408.05	210.82	197.23
User Licence	857.76	443.24	414.52
Wholesale Electro parts	260.50	134.58	125.92
STX Lines	7,014.75	3,624.28	3,390.47
11 Anti Glare Screens	332.47	171.77	160.70
Computer & Accessories	2,504.44	1,252.22	1,252.22

SCHEDULE A
YORKSHARE ASSETS LIABILITIES

Software Licence	466.09	233.07	233.02
Monitors	460.60	230.35	230.25
Monitors & Accessories	5,476.92	2,738.45	2,738.47
Software Licence	869.51	434.75	434.76
PC Memory	324.30	162.23	162.07
Electrical Works	772.26	386.12	386.14
Anti Glare Screens	387.69	193.84	193.85
Hardware Items	12,825.61	6,199.04	6,626.57
Time Stamps (dealing desk)	1,081.00	522.50	558.50
Anti Glare Screens	549.84	265.74	284.10
Software Licence	259.03	125.24	133.79
Wordsafe Unit	6,782.10	3,278.09	3,504.01
Printer Assembly	345.45	166.98	178.47
Chairs	1,815.38	877.49	937.89
Fax Machine	291.81	141.03	150.78
Smart Switch & Printer	655.37	305.82	349.55
Licence & CD Set	451.99	210.92	241.07
PC (Multiple)	17,345.24	8,094.46	9,250.78
Cupboard & Shelves	305.50	137.49	168.01
PC Memory	356.03	160.25	195.78
PC Memory	284.35	127.96	156.39
PC Memory	663.88	298.79	365.09
Laptop & Accessories	1,417.05	637.68	779.37
Phone & Pager	209.98	91.00	118.98
Modem	793.13	343.70	449.43
PC Memory	1,051.63	455.72	595.91
PC Memory	847.18	367.12	480.06
Additional accessories	227.89	98.76	129.13
PC Memory	983.48	426.19	557.29
PC Memory	847.18	367.12	480.06
Sunrise Software	1,415.88	589.96	825.92
Shelving	254.93	106.23	148.70
Shelving	354.00	141.60	212.40
PC	11,527.00	4,610.81	6,916.19
10 MS office 97 Licence	2,643.75	1,013.43	1,630.32
Ghost 125 Multi Cast	1,064.84	408.23	656.61
Various software	1,110.38	425.70	684.68
Anti Fire & Security	4,222.95	1,618.79	2,604.16
PC's	19,635.73	7,199.76	12,435.97
Master View Sharer for 6 PC's	301.92	110.69	191.23
PC Memory (128mb ram for DC)	1,601.29	560.48	1,040.81
MS Office std 97 licence	5,640.00	1,974.00	3,666.00
Handtruck four wheeled	163.33	57.16	106.17
Tapes	1,115.02	390.24	724.78
aaaura 56k Speakerphone External	150.17	52.54	97.63
off conn hub	216.20	75.66	140.54
Envelope Stuffer	8,724.38	2,908.19	5,816.19
Re-Wiring	41,062.06	13,687.39	27,374.67
Digital Lock	398.92	132.99	265.93
Extinguisher	167.59	55.85	111.74
Monitors	5,438.22	1,812.79	3,625.43
MSUB	266.72	88.98	177.74
Netserver	3,171.23	1,057.07	2,114.16
Project 32mb SDRAM Kayak	585.16	195.04	390.12
Cabling	8,840.64	2,946.87	5,893.77
Air conditioning payment	20,000.00	6,333.32	13,666.68
Cables for N.T systems	962.03	304.63	657.40

SCHEDULE A
YORKSHARE ASSETS LIABILITIES

HP Deskjet 890C printer	238.50	75.60	162.90
4 phones	267.18	84.60	182.58
Network Connecting Card	200.34	60.11	140.23
Access 97 Academic W95/NT	151.58	45.53	106.05
Fast Etherlink Card	357.21	107.15	250.06
3 X 17" Monitors	883.61	265.13	618.48
3 X HP Vectra VE 64MB	2,753.91	826.18	1,927.73
Jetdirect 3+ Ext BNC/RJ45 3 prtPC World	347.80	98.56	249.24
100MB Ethernet card for HP9000	1,100.18	311.74	788.44
100MB Lan Adapter Licence	276.13	78.23	197.90
Sage Line 50 software U110890	1,938.75	516.99	1,421.76
Licence increase	35,250.00	9,400.00	25,850.00
Mobile phone	159.97	42.67	117.30
6 x Desks & 6 x Chairs	1,476.88	344.60	1,132.28
Additional ISDN 30	5,972.53	1,393.59	4,578.94
5 x HP Vectra 64MB	5,099.50	1,189.88	3,909.62
Installation charge	528.75	123.37	405.38
Various Hardware	35,219.36	8,217.85	27,001.51
5 x HP Vectra VL PII 400	5,158.25	1,203.59	3,954.66
Jet Direct card	253.74	59.21	194.53
7 Lino Handheld Timestamps	1,234.93	226.38	1,008.55
5 Phone Callmaster IV WHT	1,438.20	287.64	1,150.56
10 Vista Chargers & Monaural Hsets	1,948.50	389.70	1,558.80
3 Pedestal desks	841.30	182.28	659.02
3 Typist chairs with arms	229.13	49.65	179.48
5 Single pedestal desks	990.53	214.62	775.91
4 Workstations / 4 chairs	911.80	197.56	714.24
5 Typist chairs	381.88	82.74	299.14
Trexto8 800 Extension	139.83	30.30	109.53
MS Office 97 upgrade licences	17,682.58	3,831.23	13,851.35
MS Windows Server select licence	3,703.77	802.48	2,901.29
Supra Monaural / ear muff	521.59	113.01	408.58
Reorganisation of the Call Centre	6,884.28	1,376.86	5,507.42
4 x 4 Draw filing cabinets	352.50	70.50	282.00
HP Laserjet 4000 Networked	1,083.29	216.66	866.63
Laser Printer	1,943.07	388.61	1,554.46
30 x Single Pedestal Desks & Typist Chairs with arms	8,460.00	1,692.00	6,768.00
Reception Suit/Media Kit	1,762.50	352.50	1,410.00
10 x HP Vectra 64MB	10,316.50	2,063.30	8,253.20
10 x Monitors 17inch	2,162.00	432.40	1,729.60
Memory for HP Box	3,258.23	651.65	2,606.58
5 x Phone Callmaster IV Wht	1,438.20	287.64	1,150.56
2 x 4000 & 1 x 8000N Laser Printer	3,679.11	735.82	2,943.29
Various Signs	559.12	102.52	456.60
Various Extinguishers	635.14	116.49	518.65
Microwave for 1st floor	249.98	45.87	204.11
10 x Timestamps for dealing desk	1,662.63	304.81	1,357.82
Additional phones for the first floor	194.32	35.64	158.68
3 x Single Pedestal desks & 3 x Typist Chairs with arms	863.63	158.29	705.34
1 x Meeting Table & 6 Willow Side Chairs	656.83	120.45	536.38
4 x Desks/4 x Chairs /3 x 4 Drawer Filing Cabinets	1,415.88	259.60	1,156.28
Tally T6090 Line Printer	5,079.71	931.26	4,148.45
10 x HP Vectra 64MB & 10 x Monitors	11,738.25	2,152.04	9,586.21
On-site Installation & Pre-build	4,286.39	785.84	3,500.55
Panasonic UF332 Plain Paper Injet Fax Machine	528.75	88.10	440.65
Phone callmaster iv wht	2,876.40	479.40	2,397.00
MS Windows NT W/S Step Select Lic	3,842.86	640.50	3,202.36

SCHEDULE A
YORKSHIRE ASSETS LIABILITIES

3 Reception Chairs/1 Reception Table	423.00	70.50	352.50
Upgrade/Installation System & Network	83,074.66	13,845.80	69,228.86
MS Office/MS Access Molp Level C Licence	13,626.48	2,271.10	11,355.38
Supplied & Fit Unican 1000 Digital Lock	391.86	65.30	326.56
Power/Telephony Requirements For 1ST Floor	16,578.18	2,763.00	13,815.18
HP Vectra 64MB/17" Colour Monitor	11,738.25	1,956.40	9,781.85
HP Vectra 64MB/17" Colour Monitor	11,738.25	1,956.40	9,781.85
Xerox Docuprint N40CN Laser Printer	3,145.33	524.20	2,621.13
HP Vectra 64MB/17" Colour Monitor	11,738.25	1,956.40	9,781.85
Acroprint TP10/Dymo Timestamp	710.88	177.73	533.15
HP Laserjet 8000 Printer	1,847.10	461.79	1,385.31
Phone Callmaster IV Wht	2,789.92	465.00	2,324.92
BT Converse 120 Alpine White	198.53	33.10	165.43
CP-TN2181Digital 5V 16 Port	1,081.00	180.20	900.80
Interface Adapter & Cable & installation system & network	1,356.22	203.40	1,152.82
Tambour Storage Unit-Maple Grey	311.38	46.71	264.67
Supra Monaural/Phone & Base & Leather Case	1,063.22	159.48	903.74
Adaptor/Interface Cable/Installation System & Newtwork	1,067.55	160.11	907.44
10 x Seiko Timestamps	1,662.63	249.39	1,413.24
2 x Seiko Timestamps 2 x 2nd user Timestamps	511.13	76.68	434.45
10 HP Vectra 64MB	9,408.70	1,411.29	7,997.41
6 x Kensington Slimscreen 16-17"	323.95	48.60	275.35
2 x speakers/mod tech extv90/2 x elctnrc 40x CD Rom	159.94	24.03	135.91
2 x 4 Draw Filing Cabinets/1 x Desk/1 x Chair	445.33	66.78	378.55
Phone 8434D02B(54)-264 DX Cream Lucent Logo	2,789.92	418.50	2,371.42
VB Composite Package Licence	17,625.00	2,643.75	14,981.25
3 x Vectra VLI 8	2,751.09	412.65	2,338.44
Tecra 8000 6366 TFT CD W95/98	2,466.33	328.88	2,137.45
Kensington Slimscreen 16-17"	215.97	28.80	187.17
2 Desks & 2 Chairs	575.75	76.80	498.95
24 Prt 10/100 Switch (Enterprise Edition)	3,326.43	443.52	2,882.91
3 X HP Vectra VLI8 DT 450/64/6.4/NI/NT	2,750.14	366.72	2,383.42
Norton Ghost VLP D 150 Additional Licences	1,498.13	199.76	1,298.37
HP 9.1GB FWD LP Disk Module	2,385.72	318.08	2,067.64
Visio Professio N V5C#*	897.00	119.60	777.40
19" Console/Keyboard/Software/Installation/system support	4,982.21	664.32	4,317.89
5 X 4 Drawer filing cabinet	264.38	61.70	202.68
8 Japt 500A Headset (c)	1,569.80	209.28	1,360.52
Samsung SF-4500 Ink Jet	329.00	38.36	290.64
MS Access 97 Molp Licence	603.62	70.42	533.20
Winzip V7/Fellows 105 Win95	132.96	15.54	117.42
MS Publisher 2000 Molp Licence	272.60	31.78	240.82
Various Fire Saftey Signs & Equipment	418.18	48.79	369.39
5 x 4 Draw Filing cabinets	440.63	51.38	389.25
2 Cable Kits 2 Adaptors 2 Internal tape drives	7,926.08	792.60	7,133.48
Audioconferenceing Unit	413.60	41.34	372.26
Headsets & Ampifiers	2,005.47	200.52	1,804.95
5 x HP Vectra/Laser Printer/Monitors 17"	7,560.33	756.06	6,804.27
HP K460 Server & Microfocus Cobol FOC	81,855.46	15,843.12	66,012.34
AutoRAID Disc Array	26,327.05	5,095.62	21,231.43
HP external Tape Drive 5m cable	2,782.31	538.50	2,243.81
Definity Telephone system	81,566.98	15,293.82	66,273.16
10% retention pymt on Teleph sys	9,313.90	1,693.26	7,620.64
HP Merlin UPS	3,796.20	669.84	3,126.36
Consultancy	13,337.05	2,286.66	11,050.39
HP Consultancy	18,523.69	3,175.86	15,347.83
HP Disk module/rack storage/power supply	8,283.93	1,420.26	6,863.67

SCHEDULE A
YORKSHIRE ASSETS LIABILITIES

Installation Charge	463.09	79.38	383.71
HP Relocation Service	315.64	54.12	261.52
HP Relocation Service	1,285.57	220.44	1,065.13
HP HUB D3XX Chassis, Board, Disc Module	23,894.48	3,584.16	20,310.32
HP Dx30 160 mhz Board	2,682.69	374.34	2,308.35
HP HUB Server D2XX	12,228.67	1,706.52	10,522.15
Voice Recorder	36,246.19	4,026.96	32,219.23
Voice Recorder	769.20	85.44	683.76
20 Licences for Oracle	528.16	52.80	475.36
5 x workstations & 5 x Chairs	1,439.38	143.94	1,295.44
200 Sav NT i386 Site	3,384.00	338.40	3,045.60
48V AC_DC/Phone DSS Console/Attnd Console	2,885.95	240.50	2,645.45
Addtel External Modems	139.97	11.65	128.32
10 Monaural Hset & 10 Chargers	1,865.08	155.40	1,709.68
HP Vectra/17" Monitor	1,166.18	97.20	1,068.98
4 HP Vectra/Keyboards/Monitors	4,664.71	388.75	4,275.96
H.Duty Shredder	951.75	79.30	872.45
Acroprint TP10 Model 175	4,935.00	411.25	4,523.75
Hewletpack LJ2100 C4170A	498.20	41.50	456.70
9 Monaural Hsets 10 Chargers	1,801.94	150.15	1,651.79
25 Ethernet/Ios Enterprise Feat	2,448.58	204.05	2,244.53
HP Laserjet 8000N Laser Printer	1,948.95	162.40	1,786.55
2 Cisco Catalyst 24 Port Switch	2,960.32	246.70	2,713.62
Ground Floor New Reception	685.02	57.10	627.92
HP Vectra	899.09	74.90	824.19
Project 16MB 32 Bit Multi Module	152.71	12.75	139.96
2 Workstations, 2 desks, Filing Cabinet	814.38	67.85	746.53
2 Chairs	152.75	12.75	140.00
Fridge 2nd Floor	129.99	13.02	116.97
Samsung Ink-Jet Facsimile	329.00	38.37	290.63
30 Encore Monaural Hsets & Chargers	5,574.08	464.50	5,109.58
50 Telephones/circuits/DSI Cards & Interchange Card	40,521.05	3,376.75	37,144.30
2 x Radius Desks & 2 x Dr D/High Ped	679.15	56.60	622.55
Various Morse expenditure	54,873.15	4,572.75	50,300.40
20HP Vectra & 20 Monitors 17"	23,363.00	1,946.90	21,416.10
Wordnet Series 2 (Field trial)	38,017.60	3,168.15	34,849.45
2 Cisco Catalyst 2924 24-Port Switch	3,201.19	266.75	2,934.44
20 HP Vectra & 20 Monitors	23,229.52	1,935.80	21,293.72
14 HP Vectra & 14 Monitors	15,997.46	1,333.10	14,664.36
Supply & Install A/C Works to second floor	3,931.55	327.65	3,603.90
PECC Hub Card	3,703.62	3,026.58	677.04
December checkwriter payments	7,374.62	6,238.51	1,136.11
5 x Acroprint TP10 digital time & date stamps	2,514.50	167.64	2,346.86
10 x Acroprint TP10 model 175	4,935.00	329.00	4,606.00
licenses-windows server/office/access/project/client access	28,713.66	1,914.24	26,799.42
Veritas B-UP Exec & Backup Exec	867.16	57.80	809.36
Backup Exec Open File	307.85	20.52	287.33
Samsung SF4500 Plain Paper Fax	258.50	17.24	241.26
3 X 4D Filing Cabinets	282.00	18.80	263.20
6 X HP Vectra & Monitors	5,964.49	397.64	5,566.85
Tiny TERM Plus v4, 5 user pack	452.38	30.16	422.22
17 x Phone Callmaster IV Wht	7,970.03	531.32	7,438.71
HP Laserjet 4050N Printer	1,086.57	72.44	1,014.13
Tally T6090 Line Printer	5,337.11	355.80	4,981.31
Qualix Octopus HA = 3.2 Media/Lic/Docs	8,808.98	587.28	8,221.70
Natwest Bankline NBL Pay Manager Domestic Payments	1,833.00	122.20	1,710.80
TWS 16 & FP2	211.50	14.12	197.38

SCHEDULE A
YORKSHARE ASSETS LIABILITIES

18 X Single pedestal desks	3,807.00	190.35	3,616.65
Kodak DC-280 Zoom Digital Camera	499.95	24.99	474.96
Various Cables	2,226.34	111.33	2,115.01
8000N Laser Printer & 2100 Printer & 10 HP Vectra/Monitors	14,360.50	718.02	13,642.48
15 x Headsets/ 10 Chargers/ 30 Leatherette Ear Pads	2,399.64	119.97	2,279.67
14 Headsets	1,266.16	63.30	1,202.86
Network Kit/Workstation/Wordnet/Installation	1,484.61	74.22	1,410.39
HP Vectra VLi8 X 6 HP Vectra VL600 & 7 17" Monitors	11,380.16	569.01	10,811.15
HP Vectra VLi8 X 4 & 4 X 17" Monitors	6,409.53	320.49	6,089.04
14 X Vista P10 Chargers	1,284.58	64.23	1,220.35
HP Laserjet 2100m Laser Printer	564.00	28.20	535.80
10 X Acroprint & 10 x Timestamps	5,064.25	253.20	4,811.05
Works carried out to 1st floor per quote no 2084/MT	18,674.98	933.75	17,741.23
MS Project 98 Licence(MOL Level A)	3,102.00	155.10	2,946.90
3 x Encore Headsets & 11 Vista P10 Chargers	1,287.68	64.38	1,223.30
HP Omnibook 4150 PIII450	3,276.97	163.86	3,113.11
2-port compact parallel autoswit & omnicube/castlewood disk	158.63	5.28	153.35
Kodak DC280 Digital	499.00	16.64	482.36
17 X Encore Monaural Headsets	1,537.48	51.24	1,486.24
10 X BT Converse 120 Alpine White	227.01	7.56	219.45
CF - N221424 PT DIG STA	2,174.93	72.50	2,102.43
BT AC4600 Audioconferencing Unit	518.67	17.28	501.39
HP Laserjet 8000N Laser Printer	1,948.95	64.96	1,883.99
14 X Phone Callmaster iv Wht/Embedded Kit/DS1 card	14,080.73	469.36	13,611.37
2 X HP Omnibook 4150 PIII500	6,931.98	231.06	6,700.92
Sat Pro 4270 Cel 500 14.1"	1,617.92	53.94	1,563.98
Sat Pro 4270 Cel 500 14.1"	1,608.58	53.62	1,554.96
model no wto053 isdn mdl p/r e1 30ch(prd3)	20,875.87	695.86	20,180.01
5 HP Vectra VLi8 & 17" Monitors & Project 64mb sdram	6,672.07	222.40	6,449.67
5 X Phone Handset kit Callmaster	152.75	5.10	147.65
26 x fast ethernet cards/hp vei8 piii600/hardware install	25,325.95	422.10	24,903.85
26 x 17" colour monitors	5,040.75	84.01	4,956.74
24 PT DIG CRD/2 X DS1 Card & 1 Embedded Kit	9,692.11	161.54	9,530.57
26 x Pny Pc100 64mb Sdrm/intel 8 port hub 10m/logitech delux	2,758.24	45.97	2,712.27
10 Plantronics encore monaural headsets & chargers	1,684.60	28.08	1,656.52
Epson EMP-500 SVGA Projector	2,701.34	45.02	2,656.32
SAT PRO 4270 CEL 500-Laptop	1,643.83	27.40	1,616.43
WaveCo Wordnet Series 2	47,728.50	795.48	46,933.02
Exchequer General Ledger upgrade to 8user/WAN	5,764.55	96.08	5,668.47
Britannia Fixed Asset Register	4,700.00	78.33	4,621.67
Plain Paper Fax SF 4500	538.15	8.97	529.18
cheque signing machine	2,926.00	2,734.68	191.32
TEC Computacenter RAM for Compaq Proliant	3,520.00	3,348.68	171.32
WaveCo - 2nd Payment	35,250.00	25,850.00	9,400.00
Computacenter	5,818.69	5,236.85	581.84
Comtex - comms installation	1,444.00	1,298.68	145.32
Audio Modules	6,473.00	5,827.32	645.68
Claremont - Business Env. - Furniture	11,515.00	10,364.68	1,150.32
Computacenter	4,212.39	3,355.48	856.91
Yorkmarket Software	14,213.00	12,793.32	1,419.68
Crest WaveCo - 1st Payment	70,500.00	51,700.00	18,800.00
Olivetti : Data Plugs	4,196.00	3,641.95	554.05
	<u>2,114,664.81</u>	<u>684,183.06</u>	<u>1,430,481.97</u>

SCHEDULE A
YORKSHARE ASSETS LIABILITIES

Account	Accruals	Prepayments
Salaries	-19,972.52	
Overtime	-40,000.00	
Bonus	-162,967.24	
Temporary Staff	-16,650.00	
Employers National Insurance	-22,191.91	
Employers Pension	-432.08	
Recruitment Costs	-4,112.50	705.00
Training	-2,000.00	1666.67
Travel and Subsistence	-2,250.00	
Car Leasing	-	3331.14
Rent	-22,777.50	10416.67
Electricity	-4,821.58	
Insurance	-	26491.25
Cleaning	-700.00	
Audit	-19,810.64	
Subscriptions	-	3210.00
TDW Management Charges	-708,478.88	
Co-processor	-934.13	
SF, LSE Fees	-3,868.28	44470.02
Investors Compensation Fund	-760.00	
Crest Transaction Charge	-160,635.85	
Barcoding	-5,654.41	
LSE Exchange Charge	-102,001.89	
Postage	-12,293.55	11698.23
Crest Penalties	-6,000.00	
Crest Standing Charge	-1,412.49	9416.19
Crest Additional Charges	-9,591.68	
Bank Charges Crest Cap	-	833.33
Bank Charges Banking Fee	-560.00	
Bank Charges Quarterly Charges	-4,765.27	
Bank Charges Irish Account	-805.83	
Indemnities	-846.07	
Write offs	-	10500.25
Syntegra Gold Service	-10,575.00	
Syntegra Network usage	-349,170.92	
Telephone Main BT Bill	-63,499.81	12687.84
Telephone Other	-600.00	
Stationery	-	20000.00
Equifax	-17,500.00	
Topic Screens	-5,748.85	82165.27
Software Synergo Licence Maint	-	125333.33
Software Synergo Consultancy	-150,330.64	
Software Synergo Other	-6,600.00	
Software Insight	-917.97	
Software Tilney & Co	-997.41	
Software PECC Consultants	-	313.33
Software Target	-	388.85
Software Reflex	-	7409.94
Software Maintenance Other	-30,993.00	2447.92
Hardware Maint Air Conditioning	-1,500.00	
Hardware Maint Racal	-	2261.14
Hardware Maint Checkpoint	-	254.43
Hardware Maint ACD	-2,833.45	
Hardware Maint ADT	-	60.28
Hardware Maint Lucent TEC	-	3149.30

SCHEDULE A
YORKSHARE ASSETS LIABILITIES

Hardware Maint Other	-	105.02
Hardware Lease Photocopier	-802.99	2086.35
Extel	-4,083.33	10931.44
Interest Payable	-56,589.08	
Commission PEP's	-	17128.74
CMA ACCOUNT COMMISSION	-	338071.03
PEP Management Fees	-	5000.00
Interest Receivable Client Account	-	2866.98
Accruals	2,040,036.75	
Prepayments	-	755,399.94
Total	-	-