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COMPANIES FORM No. 155(6)a

Declaration in relation to assistance for the acquisition of shares.

155(6)a

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

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

To the Registrar of Companies

For official use Company number

2402775

Name of company

* DIGITAL EXCHANGE COMMUNICATIONS LIMITED

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

~~Mr~~ PETER EDWARDS of The Old Orchard, Croft Lane, Dodleston, Chester, Cheshire, PETER MACKAREL of 9 Elizabeth Crescent, Queens Park, Handbridge, Chester, Cheshire, ROY HULSE of Beech Cottage, Wrexham Road, Chester, Cheshire and STUART BROWN of 363 London Road, Appleton, Cheshire WA4 5HP

§ Delete as appropriate

† Delete whichever is inappropriate

[~~The sole director~~] all the directors of the above company do solemnly and sincerely declare that:

The business of the company is:

- (a) ~~that of a recognised bank, licensed institution or 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 †

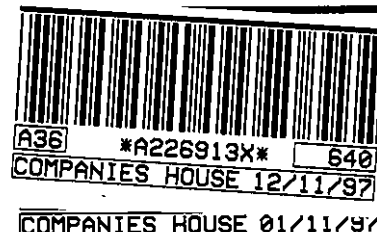
The company is proposing to give financial assistance in connection with the acquisition of shares in the [company] ~~[company's holding company]~~ §

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: 3,000 "A" Ordinary Shares of £1 each

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

Aaron & Partners
Grosvenor Court
Foregate Street CH1
1HG
DX 19990 CHESTER
Ref: MAF.DIG1.34

For official use
General Section

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

Digital Exchange Communications Limited
Vale House, Aston Lane North, Preston Brook,
Runcorn, Cheshire WA7 3PA

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in black type, or
bold block
lettering

The assistance will take the form of:

The payment of £3,000 by the Company out of distributable profits to Roy Hulse of Beech Cottage (aforesaid) for the purpose of re-purchasing 3,000 "A" ordinary shares of £1 each in the Company held by Roy Hulse (aforesaid)

The person who [has acquired]~~[will acquire]~~* the shares is:
Digital Exchange Communications Limited

*Delete as
appropriate

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

1. Payment of £3,000 in consideration of the transfer of 3,000 "A" ordinary shares of £1 each in the Company from Roy Hulse of Beech Cottage (aforesaid) to the Company.
2. The £3,000 to be paid in cash to Roy Hulse (aforesaid) out of the Company's distributable profits.
3. Upon repurchase 3,000 "A" ordinary shares of £1 each are to be cancelled.

The amount of cash to be transferred to the person assisted is £ Nil

The value of any asset to be transferred to the person assisted is £ 3,000

The date on which the assistance is to be given is 13th November

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

I/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) [I/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 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 *Vale House, Aston Lane North,*
Preston Brook, Runcorn, Cheshire

the *16th* day of *October*
One thousand nine hundred and *Ninety-Seven*

before me

Mal. A. F.

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

[Signature]
[Signature]
[Signature]
[Signature]

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.

AUDITORS REPORT TO THE DIRECTORS OF DIGITAL EXCHANGE COMMUNICATIONS LTD
PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985.

We have examined the attached statutory declaration of the directors dated 16th October 1997 in connection with the proposal that the company should give financial assistance for the purchase of 3,000 of the company's ordinary 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.

Gruber Levinson Franks
Registered Auditors

Three handwritten signatures in black ink, likely belonging to the auditors, are positioned to the right of the firm's name.

Durwen House
7 Stanley Place
Chester
CH1 2LU

16th October 1997