

# G

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

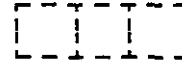
†Insert name(s) and  
address(es) of all  
the directors

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

To the Registrar of Companies

For official use

Company number



2654877

Name of company

\* INTERDEPENDENCE LIMITED

†/We† SEE APPENDIX A

§Delete as  
appropriate

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

†Delete whichever  
is inappropriate

The business of the 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 3 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\*

INTERDEPENDENCE CONSULTANCY SERVICES LIMITED

which is

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

in [this company] [ INTERDEPENDENCE GROUP LIMITED

the holding company of this company.]†

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

Pinsent Curtis  
1 Park Row  
LEEDS  
LS1 5AB

MD.AWG.506286.0000-2

For official use

General Section

Post room



HLE  
COMPANIES HOUSE

\*H15RPQD6\*

0274  
10/05/00

TRAF  
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: SEE APPENDIX B

The assistance is to be given to: (note 2) SEE APPENDIX C

The assistance will take the form of:

SEE APPENDIX D

RE  
The person who [has acquired] [~~will acquire~~]† the shares is:

SEE APPENDIX C

†Delete as  
appropriate

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

SEE APPENDIX E

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 £ NIL

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 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)

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

*RED* { (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 51 Bridge Street  
Audens Hunt.

the 28<sup>th</sup> day of April 2000

*RED* One thousand nine hundred and \_\_\_\_\_

before me *RED*

Declarants to sign below

*RED*  
*SARIN*

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.

APPENDIX A

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Simon Harold Hudson	Willow Cottage, Fortshot Lane, Wike, Leeds LS17 9JX
Simon James Hill	14 Norlands, Thatcham, Newbury, Berkshire RG13 4BT
Susan Jeannine Martin	51 Alcantara Crescent, Ocean Village, South Pemberton SO14 3HR
Christopher Peter Stead	The Old School House, Marlborough, Wiltshire SN8 4EY
Neil Andrew Preston	40 Breary Lane, Bramhope, Leeds LS16 9AE

APPENDIX B

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The entire issued share capital of Interdependence Group Limited comprising 100,000 cumulative redeemable preference shares of £1 each.

APPENDIX C

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Pinco 1342 Limited - to be known as Tenet Limited.

APPENDIX D

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1. The entering into of a composite guarantee and debenture (the "Guarantee and Debenture") granting fixed and floating charges by Interdependence Consultancy Services Limited to Barclays Bank PLC (the "Bank").
2. The entering into of an intra group loan agreement (the "Group Loan Agreement") by Interdependence Consultancy Services Limited.

APPENDIX E

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1. By entering into the Guarantee and Debenture, Interdependence Consultancy Services Limited gives fixed and floating charges over its assets and undertaking in favour of the Bank.
2. By entering into the Group Loan Agreement, Interdependence Consultancy Services Limited gives on demand facilities to Pinco 1342 Limited.



APPENDIX F

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On the date hereof and/or any date or dates falling within the period of eight weeks immediately following the date of this statutory declaration.



**KPMG Audit Plc**

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Neville Street  
Leeds  
LS1 4DW  
United Kingdom

Tel +44 (0) 113 231 3000  
Fax +44 (0) 113 231 3200  
DX 12097 Leeds 1

The Directors  
Interdependence Limited  
Greatminster House  
Lister Hill  
Horsforth  
Leeds  
LS18 5DL

Our ref jb/jr/73/grant/letters/statrep A4

28 April 2000

Dear Sirs

**Auditors' report to the directors of Interdependence Limited ("the Company")  
pursuant to Section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors dated 28 April 2000 in connection with the proposal that Interdependence Consultancy Services Limited, of which the Company is a holding company, should give financial assistance for the purchase of 100,000 'A' ordinary shares and 100,000 cumulative redeemable preference shares of £1 each comprising the whole of the issued share capital of the Company's holding company, Interdependence Group Limited. We have enquired into the state of the Company's affairs in order 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

*KPMG Audit Plc*

**KPMG Audit Plc**  
Registered Auditor



KPMG Audit Plc, a company  
incorporated under the UK Companies  
Acts, is a member of KPMG  
International, a Swiss association

KPMG Audit Plc is  
registered to carry on audit  
work by the Institute of  
Chartered Accountants in

England and Wales,  
Registered in England  
Number 3110745

Registered office  
8 Salisbury Square,  
London EC4Y 8BB