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Please do not
write in this
margin**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

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

To the Registrar of Companies

For official use

Company number

[] [] [] []

2804553

Note
Please read the notes
on page 3 before
completing this form

Name of company

* FILEGALE LIMITED

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

~~*/We†~~ John Phillip Greenhalgh of 91 Paulsgrove, Orton Wistow, Peterborough,
Cambridgeshire PE2 6YF; Graham Peter Herbert of 11 Old North Road,
Wansford, Peterborough, Cambridgeshire PE8 6LB; Anthony John Jones of
5 Mendip Close, Spalding, Lincolnshire PE11 3AR; Harold Ernest Smart
of Tinkers Hall Farm, Furneaux Pelham, Huntingford, Hertfordshire SG9
0LJ; Linda Gay Wilkinson of The Cottage, Yarwell Road, Wansford,
Peterborough, Cambridgeshire; Philippe Xavier Galteau of 10 Rue de la
Cure, Paris, 75016, France (see Appendix A on Attachment)

§Delete as
appropriate[~~the sole director~~] [all the directors]§ of the above company do solemnly and sincerely declare that:

The business of the company is:

†Delete whichever
is inappropriate~~(a) that of a bank (as 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†

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

[company] [~~company's holding company~~]

limited†

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: See Appendix B

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

Simmons & Simmons
21 Wilson Street
London
EC2M 2TX

For official use

General Section

Post room



KLD *KFJRJBZ* 840
COMPANIES HOUSE 06/06/97

The assistance is to be given to: (note 2) General Cable PLC of 37 Old Queen Street,
London, SW1H 9JA; National Westminster Bank Plc of 41 Lothbury, London EC2P 2BP;
Robert Fleming & Co. Limited of 25 Copthall Avenue, London EC2R 7DR.

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in black type, or
bold block
lettering

The assistance will take the form of:

The execution of the following as the same may be amended, varied,
supplemented or restated from time to time:

1. a Facility Agreement (the "Facility Agreement") between (1) Imminus,
(2) General Cable PLC ("GC") and the Company, (3) NatWest Markets as
arranger, (4) Robert Fleming & Co. Limited as co-arranger, (5) National
Westminster Bank Plc as facility agent and trustee and (6) National
Westminster Bank Plc and Robert Fleming & Co. Limited as banks (the
"Banks");
2. a Debenture (the "Debenture") granted by the Company in favour of
National Westminster Bank Plc as trustee and constituting certain fixed and
floating charges over the assets of the Company as security for sums owing
under the Facility Agreement;

(see Appendix C of Attachment)

and in the case of the 'C' Shares

The person who [has acquired] [will acquire]* the shares is:

General Cable PLC of 37 Old Queen Street, London SW1H 9JA

*Delete as
appropriate

The principal terms on which assistance will be given are:

See Appendix D

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

The date on which the assistance is to be given is See Appendix E

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bold block lettering

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

1/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) 1/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 1/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 1/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 ASHURST SOUTHGATE PARK
BAKEWELL ROAD ORTON
SOUTHGATE PETERBOROUGH
the 22nd day of MAY.
One thousand nine hundred and NINETY SEVEN.
before me [Signature]

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

TIMOTHY A. THOMPSON
A SOLICITOR EMPOWERED
TO ADMINISTER OATHS

Declarants to sign below

[Signature]
[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.

Attachment to Form G155(6)a - FILEGALE LIMITED

Appendix A

David Miller of 1 Asmara Road, London NW2 3SS and Ian Gray of 7 York Gate, Regents Park, London NW1 4QG

Appendix B

166,110 'A' Ordinary Shares of 10p each; 172,890 'B' Ordinary Shares of 10p each; 172,890 'C' Shares of 10p each.

Appendix C

3. a Security Trust Deed (the "Security Trust Deed") between, inter alia, (1) National Westminster Bank Plc as trustee (the "Trustee"), (2) National Westminster Bank Plc as facility agent (the "Facility Agent"), (3) Imminus, (4) the Company and GC;

Appendix D

1. Under the terms of the Facility Agreement GC and the Company will agree as guarantor and primary obligor to provide a guarantee and indemnity in respect of all obligations of Imminus under the Facility Agreement, the Security Trust Deed, the security documents referred to in paragraph 3 below, and fee letters in connection with the Facility Agreement.
2. Under the terms of the Debenture the Company will create in favour of National Westminster Bank Plc as trustee for the Banks first fixed charges over certain of its assets and a floating charge over the whole of its undertaking and assets, present and future, including those assets over which fixed charges are also created, as security for the repayment of all amounts owing to the Banks pursuant to the Facility Agreement.
3. Under the terms of the Security Trust Deed the Trustee will agree to hold the benefit of the security created by the debentures created by Imminus and by the Company, the shares charge over the shares in the Company executed by GC, certain other shares charges to be executed by GC and others, certain deeds of priority to be executed pursuant to the Facility Agreement and all other documents from time to time constituting security for obligations under the Facility Agreement on trust for the Banks and the Company will provide certain indemnities to, and give certain undertakings for the benefit of, the Trustee, the Facility Agent and the Banks.

Appendix E

Within 8 weeks of the date hereof.

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COMPANIES FORM No. 155(6)a

**Declaration in relation to
assistance for the acquisition
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155(6)a

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

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To the Registrar of Companies

For official use

Company number

[] [] [] [] [] []

2804553

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* FILEGALE LIMITED

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0LJ; Linda Gay Wilkinson of The Cottage, Yarwell Road, Wansford,
Peterborough, Cambridgeshire; Philippe Xavier Galteau of 10 Rue de la
Cure, Paris, 75016, France (see Appendix A on Attachment)

~~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) 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‡

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[company] ~~[company's holding company]~~ limited‡

The assistance is for the purpose of ~~[that acquisition]~~ [reducing or discharging a liability incurred for the
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The number and class of the shares acquired or to be acquired is: See Appendix B

Presenter's name, address and
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EC2M 2TX

For official use

General Section

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(see Appendix C of Attachment)

and in the case of the 'C' Shares

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See Appendix D

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(b) ~~[It is intended to commence the winding-up of the company within 12 months of that date, and 1/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 ~~1~~/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 37 Old Queen Street
London W1

the 22nd day of May

One thousand nine hundred and ninety-seven

before me M. J. E. ARKE Notary

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

Palmer
Dan Palmer
Law

NOTES

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Appendix E

Within 8 weeks of the date hereof.

your reference

our reference

EP2.051/PJB52.sam/d24

The Directors
Filegale Limited
Ashurst, Southgate Park
Bakewell Road
Orton Southgate
Peterborough
PE2 6YS

27 May 1997

**Auditors' report to the directors of Filegale Limited
pursuant to section 156(4) of the Companies Act 1985**

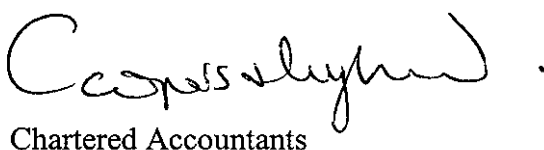
We have examined the attached statutory declaration of the directors of Filegale Limited (the "Company") dated 22 May 1997 in connection with the proposal that the Company should give financial assistance for the purchase of its share capital.

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