

G

COMPANIES FORM No.155(6)a

**Declaration in relation to
assistance for the acquisition
of shares.**

155(6)a

Please do not
write in this
margin

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
(Address overleaf- Note 5)

For official use

Company number

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

03042328

Name of company

* S-CUBED CLINPHONE SERVICES LIMITED

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

* insert full name
of company

Wm We ~~0~~ Dr. Jonathan Harry Winston Engler of 24 Valley road West

or insert name(s) and
address(es) of all
the directors

Bridgford Nottingham NG26HG, Dr. Neil Eric Rotherham of 2

Waterside Close Gamston Nottingham NG2 6QA and Andrew John Norman
of 7 Glenside Woodthorpe Nottingham NG5 4NT

† delete as
appropriate

Wm ~~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

Wm (a) ~~that of a recognised bank~~ [licensed institution]† within the meaning of the Banking Act 1979

Wm (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

Wm the [company] ~~company's holding company~~ _____

~~limited~~† *Wm*

Wm The assistance is for the purpose of [that acquisition] ~~reducing or discharging liability incurred for the
purpose of that acquisition~~.†

The number and class of the shares acquired or to be acquired is: 36480 A Ordinary Shares
and 913920 B Ordinary Shares

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

For official Use
General Section



The assistance is to be given to: (note 2) Ironpath Limited whose registered
office is at Lady Bay House, Meadow Grove, West Bridgford
Nottingham NG2 3HF and the pension scheme or schemes which will
be the recipients of the payments (as referred to below)

Please do not
write in
this margin

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

The assistance will take the form of:

The making of payments of £50,000 to a pension scheme or schemes
on behalf of each of Neil Eric Rotherham and Jonathan Harry
Winston Engler being payments of £100,000 in aggregate

MM The person who ~~has acquired~~ will acquire† the shares is:
Ironpath Limited

† delete as
appropriate

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

The making of pension contributions in the sum of £100,000 in
aggregate such payments to be made on or about the date on
which Ironpath Limited acquires 80% of the issued share
capital of the Company

The amount of cash to be transferred to the person assisted is £ 100,000

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 31st December 1996

The Directors
S-Cubed Clinphone Services Limited
Lady Bay House
Meadow Grove
West Bridgford
Nottingham
NG2 3HF

30 December 1996
CBC/KAR

Auditors' report to the directors of S-Cubed Clinphone Services Limited pursuant to Section 156(4) of the Companies Act 1985.

We have examined the attached statutory declaration of the directors dated 30th December 1996 in connection with the proposal that the company should give financial assistance for the purchase of 950,400 of the company's ordinary shares. We have enquired into the state of the company's affairs so far as necessary for us to review the basis 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.



Pannell Kerr Forster
Auditors

Date 31- Decemb. 1996.

The Directors
S-Cubed Clinphone Services Limited
Lady Bay House
Meadow Grove
West Bridgford
Nottingham
NG2 3HF

Regent House
Clinton Avenue
Nottingham
NG5 1AZ
Tel: (0115) 960 8171
Fax: (0115) 960 3665
DX 26210
Sherwood Rise

30 December 1996
CBC/KAR

Dear Sirs,

Financial Assistance for the Acquisition of Shares

We have been notified that S-Cubed Clinphone Services Limited ("the Company") is intending paying £50,000 to a pension scheme or schemes for the benefit of Jonathan Harry Winston Engler and Neil Eric Rotheram, being a payment of £100,000 in aggregate. We are aware that these payments are to be made on or about the time of completion of an Acquisition Agreement to be entered into today between Jonathan Harry Winston Engler and Neil Eric Rotheram and others (1) Ironpath Limited (2). We are also aware that the Company's solicitors have advised that the pension payments be illegal under Section 151 of the Companies Act 1985 if they constitute unlawful financial assistance unless the procedures set out in Sections 155 to 158 of the Act are complied with. We are also aware that pursuant to Section 155 (2) of the Act any financial assistance which reduces the net assets of the Company must be provided out of distributable profits. You have asked us to confirm that the Company has distributable profits of at least £100,000.

You may accept this letter as our confirmation that we have enquired into the state of affairs of the Company and confirm that as at the date of this letter the Company has distributable profits of not less than £100,000.

Yours faithfully,



Pannell Kerr Forster
Auditors

Date 31-12-1996.

The principal place of business where the list of partners' names is open to inspection is 78 Hatton Garden London EC1N 8JA

Offices in: London Aberdeen Birmingham Bristol Cardiff Colchester Derby Doncaster Edinburgh Exeter Glasgow Gt Yarmouth Guildford Ipswich Leeds Leicester Lincoln Liverpool Lowestoft Manchester Norwich Nottingham Sheffield Stoke on Trent Woodbridge Worcester

PKF Worldwide is an association of legally independent national firms.

Associated firms: The Channel Islands Isle of Man Northern Ireland Republic of Ireland

Europe: Austria Belgium Cyprus Czech Republic Denmark Finland France Germany Greece Hungary Israel Italy Luxembourg Morocco Netherlands Norway Poland Portugal Russia Spain Sweden Switzerland Turkey

Worldwide: Australia Canada Caribbean Central and South America Africa Middle and Far East India New Zealand United States of America

Authorised by the Institute of Chartered Accountants in England and Wales to carry on investment business

Please do not
write in
this margin

Please complete
legibly, preferably
in black type, or
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) [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)~~ *NM*

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 Broune Jacobson Solicitors
Cartlegate, Nottingham

the 31st day of January
one thousand nine hundred and 96

before me Nicholas M
NM ~~A Commissioner for Oaths or Notary Public or Justice~~
NM ~~of the Peace or a Solicitor~~ having the powers
conferred on a Commissioner for Oaths.

Declarants to sign below

Miri R
Sarah Ann Engl
D

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
Maindy
Cardiff
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies Registration Office
102 George Street
Edinburgh
EH2 3DJ