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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

§Delete as
appropriate

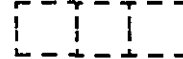
‡Delete whichever
is inappropriate

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

To the Registrar of Companies

For official use

Company number



3473878

Name of company

* INTERDEPENDENCE GROUP LIMITED

*/We† SEE APPENDIX A

§ ~~the sole director~~ [all the directors]§ of the above company (hereinafter called 'this 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†

This company is [the] ~~a~~ holding company of* ADVISER CONNECT LIMITED

_____ which is

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

in [this company] [_____

_____ 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



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COMPANIES HOUSE

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0257
10/05/00

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

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)

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

(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 St Bridge Street
Ardur Hunt

Declarants to sign below

Sonin

the 28th day of April 2000

One thousand nine hundred and

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.~~

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

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
Neil Andrew Preston	40 Breary Lane, Bramhope, Leeds LS16 9AE

APPENDIX B

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

APPENDIX C

Pinco 1342 Limited - to be known as Tenet Limited.

APPENDIX D

1. The entering into of a composite guarantee and debenture (the "Guarantee and Debenture") granting fixed and floating charges by Adviser Connect Limited to Barclays Bank PLC (the "Bank").
2. The entering into of an intra group loan agreement (the "Group Loan Agreement") by Adviser Connect Limited.
3. The entering into of a facility agreement (the "Facility Agreement") with (inter alia) Pinco 1342 Limited and the Bank, whereby the Bank agrees to make certain facilities available to (inter alia) Adviser Connect Limited.
4. The entering into of an ancillary facility letter (the "Ancillary Facility Letter") with (inter alia) Pinco 1342 Limited and the Bank, whereby the Bank agrees to make certain facilities available to (inter alia) Adviser Connect Limited, over and above the facilities contained in the Facility Agreement, on the terms and conditions contained therein.

APPENDIX E

1. By entering into the Guarantee and Debenture, Adviser Connect Limited gives fixed and floating charges over its assets and undertaking in favour of the Bank.
2. By entering into the Group Loan Agreement, Adviser Connect Limited gives on demand facilities to Pinco 1342 Limited.
3. By entering into the Facility Agreement, Adviser Connect Limited agrees to the provision to it of facilities by the Bank subject to (inter alia) the security requirements of the Bank as contained therein, such security comprising financial assistance for the purposes of the Acquisition.
4. By entering into the Ancillary Facility Letter, Adviser Connect Limited agrees to the provision to it of facilities by the Bank subject to (inter alia) the security requirements of the Bank as contained therein, such security comprising financial assistance for the purposes of the Acquisition.

APPENDIX F

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.