

COMPANIES FORM No. 155(6)a

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

155(6)a

Company number

03548695

For official use

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

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

\*Insert full name of company

Tinsert name(s) and address(es) of all the directors

To the Re	gistrar of	Comp	anies
(Address	overleaf -	Note	5)

Name of company

CSTIM LIMITED

XWetsee RIDER 1

§Delete as appropriate

kthexsolexitectors[sof the above company do solemnly and sincerely declare that: The business of the company is:

**‡**Delete whichever is inappropriate

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(c) something other than the above ‡

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

The assistance is for the purpose of [that acquisition] { restanting to xxlischergang xxlisbility incurred Krokinsky se a katalog se so katalog se sa k

The number and class of the shares acquired or to be acquired is: 10,400 ORDINARY SHARES OF £1 EACH REPRESENTING THE ENTIRE ISSUED SHARE CAPITAL OF THE COMPANY

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

Howard Kennedy 19 Cavendish Square London W1A 2AW DX 42748 Oxford Circus North

For official use General Section



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24/04/04

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]‡

The	assistance	is to	be	aiven	to:	Inote	2

ARNOLD EBER OF 10 HARTFIELD AVENUE, ELSTREE, HERTFORDSHIRE WD6 3SE.

Please do not write in this margin

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

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SEE RIDER	2	 . <del>.</del>		
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### The person who [these people will acquire]\* the shares is:

MORSE PLC (COMPANY NUMBER 3108179) WHOSE REGISTERED OFFICE IS AT BRENTSIDE EXECUTIVE CENTRE, GREAT WEST ROAD, BRENTFORD, MIDDLESEX TW8 9HE

\*Delete as appropriate

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

SEE RIDER 3	
· 	

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 £ 2,550

The date on which the assistance is to be given is WITHIN 8 WEEKS OF THE DATE HEREOF

Cog 155(6)(a)-2/3

er DW

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

If 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) M/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) Hx is intended to a a noncentrewinding up pointher company within XX mouther of that plate x and X mouther of the company with becall extra parties debtes in full within 12 mouths softher commence ment of the company with becall extra parties debtes in full within the company of the com

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 CAPE TOWN

SOUTH AFRICA

Declarants to sign below

n

Day Month Year

210014201014

before me

<u>Ollur</u>

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

COMMISSIONES OF OATES
PRACTISING ATTOTNEY
CONVEYANCES NO CAPY
4th FLOOR SOUTHESIN LITE CONTRA
RIBBELL STREET
CAPE TOWN

#### **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 is:-

The Registrar of Companies Companies House Crown Way Cardiff CF14 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies 37 Castle Terrace Edinburgh EH1 2EB

### **CSTIM LIMITED** Company Number 03548695 Rider 1 to Form 155(6)a

ALCOCK, KEVIN ROBERT

Doyle House

Derby Road

Hazlemere

Surrey

**GU27 1BP** 

Date of Birth: 16/01/1963

BURTON, ALAN CHRISTOPHER

The Coach House Marly Knowe

Windygates Road

North Berwick

East Lothian

EH39 4QP

Date of Birth: 21/11/1943

CHARLES, JEREMY DOUGLAS

29 Middleton Road

London

**NW117NR** 

CONNOR, JAMES MICHAEL

17D Kings Road

Richmond

Surrey

TW10 6NN

DALLAS, JOHN SCOTT

The Grange Zouches Farm

Dunstable Road

Coddington

LU1 4AP

Date of Birth 24/01/1961

DE NICOLA, LIONEL JULES RENE

Protea Heights

Martingale Avenue

Hout Bay

7806

South Africa

Date of Birth: 22/06/1965

LUMER, DEAN JOHN

8 Janmead

Hutton

Brentwood

Essex

CM13 2PU

Date of Birth: 02/02/1966

WARD, HUGH Sunset Lodge La Rue de Haute St Brelade Jersey JE3 8AR Date of Birth: 15/10/1952



### CSTIM LIMITED Company Number 03548695 Rider 2 to Form 155(6)a

#### The form of assistance

For the purposes of the sale and purchase of the entire issued share capital of the Company pursuant to a sale and purchase agreement (the "Company Sale and Purchase Agreement") to be approved by the shareholders of the Company in accordance with the requirements of the Companies Act 1985, the Company proposes to enter into a sale and purchase agreement and option deed (the "Agreement") relating to the share capital of CSTIM CFAS Limited under which the Company will sell its shares in CSTIM CFAS Limited (the "CSTIM CFAS Shares") to Arnold Eber at an undervalue, and Arnold Eber agrees to grant to the Company an option to purchase and the Company agrees to grant to Arnold Eber an option to require the Company to purchase the same number of shares in CSTIM CFAS Limited as the CSTIM CFAS Shares on the terms of the Agreement. The assistance will take the form of sale at an undervalue by the Company of the CSTIM CFAS Shares to Arnold Eber.

1 DW

## CSTIM LIMITED Company Number 03548695 Attachment 3 to Form 155(6)a

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

The Company agrees to sell the CSTIM CFAS Shares at an aggregate consideration of £2,550 payable in cash on the date of the Agreement and representing a sale price of £5.10 per CSTIM CFAS Share.

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COMPANIES FORM No. 155(6)a

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



Company number 03548695

For official use

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

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

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

of company

Tinsert name(s) and address(es) of all the directors

To the Registrar of Companies
(Address overleaf - Note 5)

Name of company

CSTIM LIMITED

\*Insert full name . XWe†SEE RIDER 1

S Delete as appropriate [thressolaxitectors][all the directors] sof the above company do solemnly and sincerely declare that: The business of the company is:

**‡**Delete whichever is inappropriate

EREK EDA: godisheR entrecementen entrink Rocketten kom and Karakten entrikk in entrikke kom kan kan kan kan kan KANASA DE SER AXA RESIDENCE PROPERTIES HANDER SERVICE AND RESIDENCE PROPERTIES AND ASSESSED FOR THE PROPERTIES AND ASSESSED FO Encotoxical Analical Karlesseniand Aconstitution (Analical Analical Analica Analical Analical Analica Ana

(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/holsling/company/ §

for the spurpose to the Karquishton).

The number and class of the shares acquired or to be acquired is: 10,400 ORDINARY SHARES OF £1 EACH REPRESENTING THE ENTIRE ISSUED SHARE CAPITAL OF THE COMPANY

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

Howard Kennedy 19 Cavendish Square London W1A 2AW DX 42748 Oxford Circus North

For official use General Section

Post room

Cog 155(6)(a)-1/3

24/04/04

]‡

The assistance is to be gi	ven to: (note 2)				
ARNOLD EBER OF 10 HA	ARTFIELD AVENUE,	ELSTREE,	HERTFORDSHIRE	WD6	3SE.
The assistance will take t	he form of:				

Please do not write in this margin

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

SEE RIDER 2	
	,
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The person who [thesexecquired][will acquire]\* the shares is:

MORSE PLC (COMPANY NUMBER 3108179) WHOSE REGISTERED OFFICE IS AT BRENTSIDE EXECUTIVE CENTRE, GREAT WEST ROAD, BRENTFORD, MIDDLESEX TW8 9HE

\*Delete as appropriate

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

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The amount of cash to be transferred to the person assisted is £  $\mathtt{NIL}$ 

The value of any asset to be transferred to the person assisted is £ 2,550

The date on which the assistance is to be given is WITHIN 8 WEEKS OF THE DATE HEREOF

Cog 155(6)(a)-2/3

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

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

X/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) lit is intextded to a noncence the winding type of the company within XIX mouths calculated ANA HINAK HORANI KATAN 12 months volume volumence means of the volumence of the control o

And \*/we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declarants to sign below

164 2 EV

Declared at

Day Month

Year

before me

A Commissioner for Oaths/or Notary Public or Justice of the Peace or/a So/icitor he/ving the powers conferred on a Commissioner for Oaths

**NOTES** 

Commissioner for Oaths, London, England

lan R. Campbell

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The Registrar of Companies Companies House Crown Way Cardiff **CF14 3UZ** 

or, for companies registered in Scotland:-

The Registrar of Companies 37 Castle Terrace Edinburgh EH1 2EB

Saville & Co. Notaries Public Princes House 95 Gresham Street

London EC2V 7NA lephone: +44 (0)20 7920 0000

Fax: +44 (0)20 7920 0088

1999 Edition 5.99

### CSTIM LIMITED Company Number 03548695 Rider 1 to Form 155(6)a

ALCOCK, KEVIN ROBERT

Doyle House

Derby Road

Hazlemere

Surrey

**GU27 1BP** 

Date of Birth: 16/01/1963

BURTON, ALAN CHRISTOPHER

The Coach House Marly Knowe

Windygates Road

North Berwick

East Lothian

EH39 4QP

Date of Birth: 21/11/1943

CHARLES, JEREMY DOUGLAS

29 Middleton Road

London

**NW117NR** 

CONNOR, JAMES MICHAEL

17D Kings Road

Richmond

Surrey

TW10 6NN

DALLAS, JOHN SCOTT

The Grange Zouches Farm

Dunstable Road

Coddington

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Date of Birth 24/01/1961

DE NICOLA, LIONEL JULES RENE

Protea Heights

Martingale Avenue

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South Africa

Date of Birth: 22/06/1965

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8 Janmead

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Brentwood

Essex

CM13 2PU

Date of Birth: 02/02/1966

WARD, HUGH Sunset Lodge La Rue de Haute St Brelade Jersey JE3 8AR

JE3 8AR Date of Birth: 15/10/1952

### CSTIM LIMITED Company Number 03548695 Rider 2 to Form 155(6)a

#### The form of assistance

For the purposes of the sale and purchase of the entire issued share capital of the Company pursuant to a sale and purchase agreement (the "Company Sale and Purchase Agreement") to be approved by the shareholders of the Company in accordance with the requirements of the Companies Act 1985, the Company proposes to enter into a sale and purchase agreement and option deed (the "Agreement") relating to the share capital of CSTIM CFAS Limited under which the Company will sell its shares in CSTIM CFAS Limited (the "CSTIM CFAS Shares") to Arnold Eber at an undervalue, and Arnold Eber agrees to grant to the Company an option to purchase and the Company agrees to grant to Arnold Eber an option to require the Company to purchase the same number of shares in CSTIM CFAS Limited as the CSTIM CFAS Shares on the terms of the Agreement. The assistance will take the form of sale at an undervalue by the Company of the CSTIM CFAS Shares to Arnold Eber.

## CSTIM LIMITED Company Number 03548695 Attachment 3 to Form 155(6)a

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

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

Please complete in black type, or

legibly, preferably **bold block lettering** 

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

of company

Tinsert name(s) and address(es) of all the directors

To the Registrar of Companies (Address overleaf - Note 5)

Name of company

\* CSTIM LIMITED

\*Insert full name . XWe†SEE RIDER 1

SDelete as appropriate [ttm:solaxitrectori][all the directors] sof the above company do solemnly and sincerely declare that: The business of the company is:

**1Delete whichever** is inappropriate

EXECUTE SON DESIGNATION OF THE PROPERTY OF THE ANXIOEMENTA SERVICES SIN THE RESIDENCE ASSOCIATED AND ASSOCIATED ASSOCIATED AND ASSOCIATED ASSOCIATED ASSOCIATED AND ASSOCIATED ASS

(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] heldscing.xxxxisconarging.xxiiabilitxx.inxunxed CARCATAGORDASE MEANTACE SECURIOR SECURI

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

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For official use General Section

Post room

Cog 155(6)(e)-1/3

COMPANIES HOUSE

24/04/04

]‡

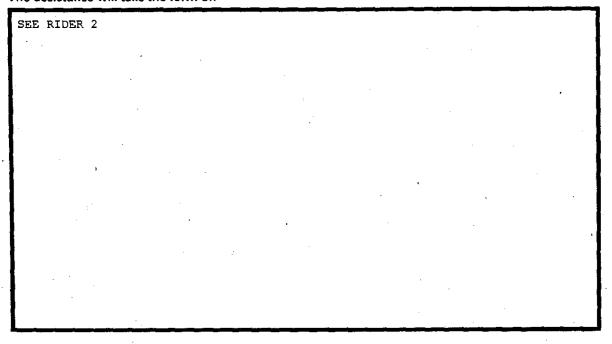
				- 5			
The	assistance	is to	be o	aiven	to:	note	2)

ARNOLD EBER OF 10 HARTFIELD AVENUE, ELSTREE, HERTFORDSHIRE WD6 3SE.

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 person who [thesexecquired][will acquire]\* the shares is:

MORSE PLC (COMPANY NUMBER 3108179) WHOSE REGISTERED OFFICE IS AT BRENTSIDE EXECUTIVE CENTRE, GREAT WEST ROAD, BRENTFORD, MIDDLESEX TW8 9HE

\*Delete as appropriate

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SEE RIDER 3				· ·
			•	,
	. *	r		
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\*\*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)

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- (b) Hx is intexcleck to a summance at the control of the control o

And x/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

Declarants to sign below

on 20042004.

before me

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths. Philip W. Syvret, Solicitor Benest & Syvret Royal Court Chambers

10 Hill Street St. Helier Jersey JE1 1BS

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## CSTIM LIMITED Company Number 03548695 Rider 1 to Form 155(6)a

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Doyle House Derby Road Hazlemere Surrey

GU27 1BP Date of Birth: 16/01/1963

BURTON, ALAN CHRISTOPHER

The Coach House Marly Knowe

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Date of Birth: 21/11/1943

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London NW11 7NR

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



Company number

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

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Tinsert name(s) and address(es) of all the directors

To the Registrar of Companies (Address overleaf - Note 5)

Name of company

\* CSTIM LIMITED

X/Wetsee Rider 1

§Delete as appropriate [threesolexitectors] for the above company do solemnly and sincerely declare that: The business of the company is:

**‡Delete whichever** is inappropriate

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(c) something other than the above ‡

The company is proposing to give financial assistance in connection with the acquisition of shares in the (company) kcompany/sxkxkskingxxxxxxpexxyx §

The assistance is for the purpose of [that acquisition] [restormaxionxxilischanging redicativity incurred] for the purpose of the kacquisition).

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

Howard Kennedy 19 Cavendish Square London W1A 2AW DX 42748 Oxford Circus North

For official use General Section

Post room

Cog 155(6)(a)-1/3

COMPANIES HOUSE

24/04/04

The person who [Nasaatxukwed][will acquire]* the shares is:  WORSE PLC (COMPANY NUMBER 3108179) WHOSE REGISTERED OFFICE IS AT BRENTSIDE EXECUTIVE CENTRE, GREAT WEST ROAD, BRENTFORD, MIDDLESEX TW8 9HE  *Delete as appropriate  *Delete as appropriate  *Delete as appropriate  *The principal terms on which the assistance will be given are:		
The person who knew acquired   will acquire   the shares is:  MORSE PLC (COMPANY NUMBER 3108179) WHOSE REGISTERED OFFICE IS AT BRENTSIDE EXECUTIVE CENTRE, GREAT WEST ROAD, BRENTFORD, MIDDLESEX TW8 9HE  The principal terms on which the assistance will be given are:	The assistance is to be given to: (note 2)	
legibly, preferably in black type, or bold block lettering  The assistance will take the form of:  SEE RIDER 2  The person who	ARNOLD EBER OF 10 HARTFIELD AVENUE, ELSTREE, HERTFORDSHIRE WD6 3SE.	this margin
The person who Massackward [[will acquire]* the shares is:  MORSE PLC (COMPANY NUMBER 3108179) WHOSE REGISTERED OFFICE IS AT BRENTSIDE  EXECUTIVE CENTRE, GREAT WEST ROAD, BRENTFORD, MIDDLESEX TW8 9HE  The principal terms on which the assistance will be given are:		legibly, preferably in black type, or bold block
The person who [these second/left] [will acquire]* the shares is:  #ORSE PLC (COMPANY NUMBER 3108179) WHOSE REGISTERED OFFICE IS AT BRENTSIDE  EXECUTIVE CENTRE, GREAT WEST ROAD, BRENTFORD, MIDDLESEX TW8 9HE  The principal terms on which the assistance will be given are:	The assistance will take the form of:	
MORSE PLC (COMPANY NUMBER 3108179) WHOSE REGISTERED OFFICE IS AT BRENTSIDE appropriate EXECUTIVE CENTRE, GREAT WEST ROAD, BRENTFORD, MIDDLESEX TW8 9HE  The principal terms on which the assistance will be given are:	SEE RIDER 2	7
MORSE PLC (COMPANY NUMBER 3108179) WHOSE REGISTERED OFFICE IS AT BRENTSIDE appropriate EXECUTIVE CENTRE, GREAT WEST ROAD, BRENTFORD, MIDDLESEX TW8 9HE  The principal terms on which the assistance will be given are:		
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	The person who [has: acquire] the shares is:  MORSE PLC (COMPANY NUMBER 3108179) WHOSE REGISTERED OFFICE IS AT BRENTSIDE EXECUTIVE CENTRE, GREAT WEST ROAD, BRENTFORD, MIDDLESEX TW8 9HE	
	The principal terms on which the assistance will be given are:	
SEE RIDER 3	SEE RIDER 3	7

The amount of cash to be transferred to the person assisted is £  $\mathtt{NIL}$ 

The value of any asset to be transferred to the person assisted is £ 2,550

The date on which the assistance is to be given is WITHIN 8 WEEKS OF THE DATE HEREOF

Cog 155(6)(a)-2/3

Please do not write in this margin

Please complete legibly, preferably in black type, or bold block lettering \*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) N/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

(d) statistintendedktokaaninensentkekaaningkaantokaaningkaantokaaninentokaantokaantokaaningkaatikaaningkaantokaaningkaantokaan

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

Declarants to sign below

on

Day Month Year

before me

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.
- 5 The address for companies registered in England and Wales is:-

The Registrar of Companies Companies House Crown Way Cardiff CF14 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies 37 Castle Terrace Edinburgh EH1 2EB

# CSTIM LIMITED Company Number 03548695 Rider 1 to Form 155(6)a

ALCOCK, KEVIN ROBERT

Doyle House

Derby Road

Hazlemere

Surrey

**GU27 1BP** 

Date of Birth: 16/01/1963

BURTON, ALAN CHRISTOPHER

The Coach House Marly Knowe

Windygates Road

North Berwick

East Lothian

EH39 4QP

Date of Birth: 21/11/1943

CHARLES, JEREMY DOUGLAS

29 Middleton Road

London

NW117NR

CONNOR, JAMES MICHAEL

17D Kings Road

Richmond

Surrey

TW10 6NN

DALLAS, JOHN SCOTT

The Grange Zouches Farm

Dunstable Road

Coddington

LU1 4AP

Date of Birth 24/01/1961

DE NICOLA, LIONEL JULES RENE

Protea Heights

Martingale Avenue

Hout Bay

7806

South Africa

Date of Birth: 22/06/1965

LUMER, DEAN JOHN

8 Janmead

Hutton

Brentwood

Essex

CM13 2PU

Date of Birth: 02/02/1966

WARD, HUGH Sunset Lodge La Rue de Haute St Brelade Jersey JE3 8AR

Date of Birth: 15/10/1952

## CSTIM LIMITED Company Number 03548695 Rider 2 to Form 155(6)a

#### The form of assistance

For the purposes of the sale and purchase of the entire issued share capital of the Company pursuant to a sale and purchase agreement (the "Company Sale and Purchase Agreement") to be approved by the shareholders of the Company in accordance with the requirements of the Companies Act 1985, the Company proposes to enter into a sale and purchase agreement and option deed (the "Agreement") relating to the share capital of CSTIM CFAS Limited under which the Company will sell its shares in CSTIM CFAS Limited (the "CSTIM CFAS Shares") to Arnold Eber at an undervalue, and Arnold Eber agrees to grant to the Company an option to purchase and the Company agrees to grant to Arnold Eber an option to require the Company to purchase the same number of shares in CSTIM CFAS Limited as the CSTIM CFAS Shares on the terms of the Agreement. The assistance will take the form of sale at an undervalue by the Company of the CSTIM CFAS Shares to Arnold Eber.

# CSTIM LIMITED Company Number 03548695 Attachment 3 to Form 155(6)a

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

The Company agrees to sell the CSTIM CFAS Shares at an aggregate consideration of £2,550 payable in cash on the date of the Agreement and representing a sale price of £5.10 per CSTIM CFAS Share.



Chartered Accountants

Our ref: SPR/jeb

7 Pilgrim Street London EC4V 6DR Telephone 020 7329 6404 Fax 020 7329 6408

The Directors
CSTIM Limited
Suite A, Fifth Floor
Queens House
Kymberley Road
Harrow
Middlesex, HA1 1US

20 April 2004

Dear Sirs

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

We have examined the attached statutory declaration of the directors of the Company dated 20 April 2004 in connection with the proposal that the Company should give financial assistance for the purpose of the purchase of the entire issued share capital of the Company

We have enquired into the state of affairs of the Company in order to review the bases for the attached statutory declaration.

We are not aware of anything to indicate that the opinion expressed by the directors in the attached statutory declaration as to any of the matters mentioned in the Companies Act 1985 Section 156(2) is unreasonable in all the circumstances.

Yours faithfully

Roes PSlock

COMPANIES HOUSE

24/04/04