

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

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

03548695

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

Name of company

\* CSTIM LIMITED

\*Insert full name  
of company

~~Wet~~SEE RIDER 1

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

§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 recognised bank or financial institution within the meaning of the Banking Act 1972~~ ‡  
(b) ~~that of a person authorised under section 3 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~~ §

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: 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



The assistance is to be given 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:

SEE RIDER 2

The person who ~~has 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

\*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* *BLW*

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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) ~~H~~/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 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 ~~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 CAPE TOWN SOUTH AFRICA

Declarants to sign below

on Day Month Year  

2	1	0	0	1	4	2	0	1	4
---	---	---	---	---	---	---	---	---	---

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.

[Signature]  
LIONEL DE NICOLA

ELMA HANUMAN  
COMMISSIONER OF OATHS  
PRACTISING ATTORNEY  
CONVEYANCER / NOTARY  
4th FLOOR SOUTHERN LIFE CENTRE  
RIVERBANK 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.
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Companies House  
Crown Way  
Cardiff  
CF14 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies  
37 Castle Terrace  
Edinburgh  
EH1 2EB

[Signature]

**FORM 155(6)a**

**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

NW11 7NR

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

✓ 

**FORM 155(6)a**

**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.



**FORM 155(6)a**

**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.

A handwritten signature in black ink, appearing to be 'G. W.' or similar, located in the bottom right corner of the page.

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

For official use

Company number

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03548695

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\*Insert full name of company

SEE RIDER 1

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

§ 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 recognised bank or licensed institution within the meaning of the Banking Act 1979~~ ‡

~~(b) that of a person authorised under section 38(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]~~ §

The assistance is for the purpose of [that acquisition] ~~[reducing or discharging a liability incurred for the purpose of that acquisition]~~ ‡

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For official use  
General Section

Post room



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

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~~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)~~

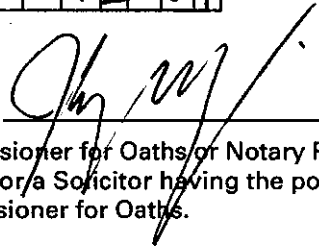
And ~~1/~~we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at

on 

Day	Month	Year
20	04	2004

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.

Commissioner for Oaths, London, England  
Ian R. Campbell

## NOTES



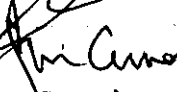
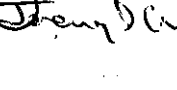

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Companies House  
Crown Way  
Cardiff  
CF14 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies  
37 Castle Terrace  
Edinburgh  
EH1 2EB

Declarants to sign below

KEVIN ALCOCK	
JOHN DALLAS	
DEAN LOMER	
JILL CONNOR	
JEREMY CHARLES	

Saville & Co.  
Notaries Public  
Princes House  
95 Gresham Street  
London EC2V 7NA

Telephone: +44 (0)20 7920 0000  
Fax: +44 (0)20 7920 0088

**FORM 155(6)a**

**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  
NW11 7NR

**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

**FORM 155(6)a**

**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.

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Oyez

CHFP041

COMPANIES FORM No. 155(6)a

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

**155(6)a**

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To the Registrar of Companies  
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Company number

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03548695

Name of company

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notes on page 3  
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\*Insert full name  
of company

\*We†SEE RIDER 1

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

§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 recognised bank, discount institution or~~ within the meaning of the Banking Act 1979 ‡

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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) §~~

‡

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: 10,400 ORDINARY SHARES OF  
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Cop 155(6)(a)-2/3



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~~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) ~~X~~/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) ~~X~~ It is intended to commence the winding up of the company within 12 months of the date ~~X~~ and ~~X~~ 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 ~~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 

Day	Month	Year
20	04	2004

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

## NOTES

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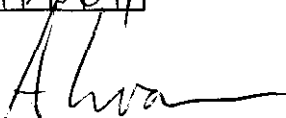
Declared at

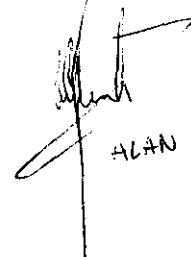
Declarants to sign below

on 

Day	Month	Year
20	04	2004

before me



  
ALAN BURTON

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



**FORM 155(6)a**

**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  
NW11 7NR

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

**FORM 155(6)a**

**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.

**FORM 155(6)a**

**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.



# REESPOLLOCK

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

REES  
COMPANIES HOUSE

24/04/04