

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

03596968

Note

Please read the
notes on page 3
before completing
this form

*Insert full name
of company

Name of company

* Swift Independent Financial Advisers Limited (the "Company")

~~I/We~~ Jonathon Everill, of 5 Vicarage Croft, Baschurch, Shrewsbury,
Shropshire SY4 2AT and Tina Blackmore, of Manor Farm, Church Lane, Exton,
Southampton, Hampshire SO32 4NU

ØInsert 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) 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: 10,000 ordinary shares of
£1 each

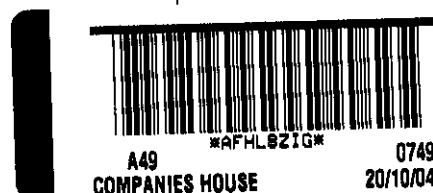
Presentor's name address and
reference (if any):

Dundas & Wilson
5th Floor, Northwest Wing,
Bush House
Aldwych
London WC2B 4EZ
LDE 127 - DX

For official Use (10/03)

General Section

Post room



The assistance is to be given to: (note 2)

Destini Financial Services Group plc, Company Number 4258762, of Chancery Pavillion, Boycott Avenue, Oldbrook, Milton Keynes, Buckinghamshire, MK6 2TA (the "Purchaser")

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 Paper Apart 1.

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

*Delete as appropriate

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

See Paper Apart 2.

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 within 8 weeks

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) ~~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 **BEACHCROFT WANSBROUGH**
100 PETER LANE
LONDON EC4A 1BA

Declarants to sign below

on Day Month Year

2	8	0	9	2	0	0	4
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before me


LEE V CLARKE

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

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write in
this margin

Please complete
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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) ~~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) ~~It is intended to commence the winding up of the company within 12 months of that date and X/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 32 VICTORIA ROAD, FARNBOROUGH

Declarants to sign below

on

Day	Month	Year
218	09	2004

before me

CWY DONOHAN

SOLICITOR

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.
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SWIFT INDEPENDENT FINANCIAL ADVISERS LIMITED
(the "Company")

Registered Number 3596968

Form 155(6)a - Paper Apart

Paper Apart 1: The assistance will take the form of:-

The execution by the Company of:-

1. an accession agreement made between (1) the Purchaser and (2) the Company in favour of BoS (the "**Accession Agreement**") under which the Company as principal and guarantor accedes to the terms of a corporate guarantee between (1) the Purchaser and (2) Destini Blackfriars Financial Planning Limited (as principals and guarantors) in favour of BoS dated 17 September 2003 (the "**Guarantee**");
2. a debenture in favour of the Governor and Company of the Bank of Scotland ("**BoS**") creating fixed and floating charges over all the property, assets and undertaking of the Company (the "**Debenture**");
3. an assignment of debts due to the Company in favour of BoS (the "**Assignment**"); and
4. a charge over cash deposit by the Company in favour of BoS (the "**Charge**").

Paper Apart 2: Principal terms on which the assistance will be given are:-

1. Under the Accession Agreement (and the Guarantee) the Company guarantees payment to BoS of liabilities, whether certain or contingent, which are now or at any time hereafter may be due, owing or incurred from or by the Purchaser and/or other group companies whether alone or jointly. The Company further grants to BoS a right of set off of account credit balances of the Company in satisfaction of any liability owed by the Purchaser and/or other group companies. Direct Invest Global Limited, Destini Abbott Financial Planning Limited, Destini Horlock Financial Planning Limited, Destini Seymour Pope Financial Planning Limited, SPIFA Limited, Destini Bervale Mead Financial Planning Limited, Destini Radnor Financial Planning Limited, Destini Fiona Price Financial Planning Limited and Destini

Adams Tingle Financial Planning Limited have been brought within the guarantee structure as principals and guarantors and other companies (present or future) within the Purchaser's group of companies may be brought within the guarantee structure as principals and guarantors.

2. Under the Debenture the Company:

- (a) agrees to pay to BoS money and liabilities whether actual or contingent which at any time may be due, owing or incurred by the Company to BoS; and
- (b) grants fixed and floating charges in favour of BoS over the undertaking and all property and assets of the Company, both present and future, as security for all liabilities and obligations of the Company to BoS.

3. Under the Assignment the Company agrees to pay to BoS money and liabilities whether actual or contingent which at any time may be due, owing or incurred by the Company to BoS and assigns to BoS by way of security all the present and future rights, titles and interests in and benefits of the Company whatsoever in certain debts constituting "trail income" as security for all liabilities and obligations of the Company to BoS.

CHANCERY

CHANCERY (UK) LIMITED LIABILITY PARTNERSHIP • CHARTERED ACCOUNTANTS

CHANCERY PAVILION BOYCOTT AVENUE
OLDBROOK MILTON KEYNES MK6 2TA
TELEPHONE 01908 699600 FAX 01908 699699

e-mail: accounts@chancerypartnership.com www.chancerypartnership.com

The Directors
Swift Independent Financial Advisors Limited
Keel House
244 High Street North
Poole
Dorset
BH15 1EA

INDEPENDENT AUDITORS' REPORT TO THE DIRECTORS OF SWIFT INDEPENDENT FINANCIAL ADVISORS LIMITED (THE "COMPANY") PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

We have examined the attached Statutory Declaration of the directors dated 28 September 2004 in connection with the proposal that the Company should give financial assistance for the purchase of 10,000 Ordinary Shares in the capital of the Company (number 03596968).

Basis of Opinion

We have enquired into the state of the Company's affairs in order to review the basis for the statutory declaration.

Opinion

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

Yours faithfully

Chancery (UK) LLP

Chancery (UK) LLP

Date: 28 September 2004