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CHFP025

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

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

4287995

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

Name of company

* Hamsard 2386 Limited

* insert full name of company

*/We **Michael James Robert Porter**

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

Woodfield House, Halifax Road, Hipperholme, Halifax, West Yorkshire
HX3 9HD

Steven David Jones

Moston Mill, Mill Lane, Sandbach, CW11 9PT

† 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: 3,495,065

Ordinary shares of \$100 each

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

Hammond Suddards Edge
2 Park Lane
Leeds
LS3 1ES

For official Use
General Section

Post room



A36
COMPANIES HOUSE

0177
10/10/01

DX 26441 LEEDS
1556a1/slt/docs

The assistance is to be given to: (note 2) Hamsard 2291 Limited, 15/19 New Fetter Lane, ,
London, EC4A 1LY

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:

A loan agreement to be entered into between the Company and Hamsard 2291 Limited.

JR The person who ~~has acquired~~ [will acquire]† the shares is:

† delete as
appropriate

Hamsard 2291 Limited, 15/19 New Fetter Lane, London, EC4A 1LY

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

The lending of money by the Company to Hamsard 2291 Limited to enable Hamsard 2291 Limited to purchase the entire issued share capital of the Company from Pinnacle Automation Inc.

The amount of cash to be transferred to the person assisted is £ US\$2 million

The value of any asset to be transferred to the person assisted is £ 0

The date on which the assistance is to be given is 1 October 2001

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

~~JK~~ ~~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)

~~JK~~ (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)

~~JK~~ (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 2 PARK LANE, LEEDS
LS3 2ES

Declarants to sign below



Day Month Year
on

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

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. JEREMY LEWAND

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
Cardiff
CF14 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
37 Castle Terrace
Edinburgh
EH1 2EB

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

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(Address overleaf - Note 5)

For official use

Company number

[] [] [] []

4287995

Name of company

NotePlease 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

* Hamsard 2386 Limited

* / We * Michael James Robert Porter

Woodfield House, Halifax Road, Hipperholme, Halifax, West Yorkshire
HX3 9HD

Steven David Jones

Moston Mill, Mill Lane, Sandbach, CW11 9PT

† 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: [3,495,065]
shares of \$100 eachPresentor's name address and
reference (if any) :Hammond Suddards Edge
2 Park Lane
Leeds
LS3 1ES

For official Use

General Section

Post room

DX 26441 LEEDS
1556a1/slt/docs

The assistance is to be given to: (note 2) Hamsard 2291 Limited, 15/19 New Fetter Lane,
London, EC4A 1LY

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:

A loan agreement to be entered into between the Company and Hamsard 2291
Limited

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

† delete as
appropriate

Hamsard 2291 Limited, 15/19 New Fetter Lane, London, EC4A 1LY

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

The lending of money by the Company to Hamsard 2291 Limited to enable
Hamsard 2291 Limited to purchase the entire issued share capital of the
Company from Pinnacle Automation Inc.

The amount of cash to be transferred to the person assisted is 2,000,000 (Two Million US Dollars)

3494734 (The Million Four Hundred
thirty four thousand seven hundred
thirty four US Dollars)

US\$ ~~2,000,000~~

The value of any asset to be transferred to the person assisted is £ 0

The date on which the assistance is to be given is 1 October 2001

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

[Handwritten signature]

~~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) ~~It~~/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 ~~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 Halifax West Yorkshire

Declarants to sign below

[Handwritten signature]

on

Day	Month	Year
01	10	2001

before me *[Signature]* *M. Gledhill*

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

FINN GLEDHILL
SOLICITORS
1-4 HARRISON ROAD
HALIFAX
HX1 2AG

NOTES

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Crown Way
Cardiff
CF14 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
37 Castle Terrace
Edinburgh
EH1 2EB



Auditors' report to the directors of Hamsard 2386 Limited pursuant to section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors dated 1 October 2001 in connection with the proposal that the company should give financial assistance for the purchase of 3,495,065 of the company's ordinary shares.

Respective responsibilities of directors and auditors

The company's directors are responsible for the statutory declaration in accordance with applicable United Kingdom law. It is our responsibility as established in the United Kingdom by statute, the Auditing Practices Board and our profession's ethical guidance to review the bases for the declaration, based on our enquiries into the state of the company's affairs, and to provide a report to the directors.

Basis of opinion

We have enquired into the state of the company's affairs so far as necessary for us to review the bases for the statutory declaration.

Opinion

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.

Arthur Andersen
Chartered Accountants

1 October 2001