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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

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

To the Registrar of Companies

For official use

Company number

96145

Name of company

* Stortext Limited

~~†~~ We†

Graeme John Scott

Graham Alexander Drummond Wallace

Douglas Bruce Paul

§ Delete as appropriate

† Delete whichever is inappropriate

~~†~~ The sole director† All the directors† of the above 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 2 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 § Stortext (Holdings) Limited (Reg No 15077)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: 450,000 10% Cum Red Pref £1 Shares, 450,000 Pref. Ord 50p Shares, 1,645,970 'A' Ord 50p Shares, 87,066 'B' Ord 50p Shares

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

Dundas & Wilson CS
Saltire Court
20 Castle Terrace
Edinburgh EH1 2EN
Ref: KGWA/ADCFor official use
General Section

Post room



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

Britannia Data Management Limited (Registered Number 2321917) whose registered office is at 7 Abbey Business Centre, Ingate Place, London, SW8 3NS.

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 execution by the Company of a Business Transfer Agreement between it and Stortext Logistics Limited (Registered number 160484).

The person who ~~has acquired~~ [will acquire]* the shares is:
the said Britannia Data Management Limited.

*Delete as
appropriate

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

The transfer of the business, assets and assumed liabilities of the Company relating to digital document management and associated services (other than paper document storage), print services, scanning and data capture services, software and hardware supply, for a market value to be determined by a post-completion adjustment.

The amount of cash to be transferred to the person assisted is £

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

The date on which the assistance is to be given is 12 SEPTEMBER

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

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)

(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 **20 CASTLE TERRACE**
EDINBURGH

Declarants to sign below

the **12th** day of **SEPTEMBER**
One thousand nine hundred and **ninety nine**

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.

SCOTT OSWALD

Chartered Accountants

The Directors
Stortext Limited
10 Chestnut Street
EDINBURGH
EH5 1PY

Date: 12th September 1999

Our Ref: ST043/WCD/MRG/kyn

Your Ref:

Dear Sirs

In accordance with Section 156(4) of the Companies Act 1985 we have enquired into the state of affairs of Stortext Limited and report that we are not aware of anything to indicate that the opinion expressed by the directors on page 3 of the statutory declaration of 12th September 1999 is unreasonable in all the circumstances.

Yours faithfully



R.A. Jack
I.D. Fraser
M.J. Gilbert
D.G. Brown
D.R. Carrick
M.H. Eckersall
W.C. Davidson
A.A. Nelson
D.I. Moncur
T. Arbuckle
D. Gill
J.R. Gunn
H. Hutchison
A.J. Newton
T.C. MacLennan
J.A.G. Laing
K.R. Craig
N.J. Morrison
M. Bell
R. Ludwig
W.G. Burden
L. Hardiment

Consultant:
W.L.R. Scott

Principal Managers
Edinburgh Office:
B.J. Fraser
M.R. Gray
L. Clarkson

1 Royal Terrace, Edinburgh EH7 5AD
Telephone : 0131-557 4455 Fax : 0131-556 0662 DX ED64

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Offices in Edinburgh, Aberdeen, Falkirk, Glasgow, Inverness, Kirkcaldy, Perth and Stirling.
Registered to carry on audit work and authorised to carry on investment business by the Institute of Chartered Accountants of Scotland


DUNDAS & WILSON

STORTEXT LIMITED

("the Company")

Registered No 096145

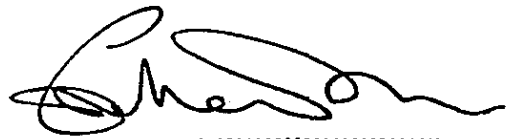
At an Extraordinary General Meeting of the Company duly convened and held at
Edinburgh on the 12th day of September 1999, the following Resolutions were passed:-

Ordinary Resolution

1. "THAT in accordance with Section 320(1) of the Companies Act 1985 the sale of the Company of the business, assets and liabilities of its digital media storage, scanning and print services and software and hardware provision business be approved in terms of the Business Transfer Agreement made available to the Members (Mr Scott, Mr Wallace, Mr MacDonald, Mr Orr and Mr Ritchie being interested in Stortext Logistics Limited)."

Special Resolution

2. "THAT the declarations made in compliance with Section 155(6) of the Companies Act 1985 by all the Directors of the Company together with the auditors' report annexed thereto and the relevant documentation having been made available for inspection by the Members of the Company, the Company hereby approves the giving of financial assistance by the Company in connection with the acquisition of Stortext (Holdings) Limited's shares by Britannia Data Management Limited (Reg No 2321917) constituted by the execution of the Business Transfer Agreement to be entered into between the Company and Stortext Logistics Limited (Reg No 160484)."


.....
Secretary

CERTIFIED TRUE COPY

DUNDAS & WILSON