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CHFP004

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

02043300

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

Name of company

* DILLISTONE SYSTEMS LIMITED

~~We~~[∅]

Rory Howard of 54 Risingholme Road, Harrow Weald, Middlesex, HA3 7ER, James
McLaughlin of Singing River, Folly Lane, Shipham, Somerset, BS25 1TE and Jason Starr of
130 Grove Hill, London, E18 2HZ.

† 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 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 Custom Business Systems

Limited] †

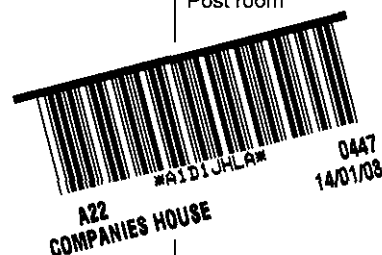
The assistance is for the purpose of [that acquisition] ~~reducing or discharging liability incurred for the~~
~~purpose of the acquisition~~ †

The number and class of the shares acquired or to be acquired is:
100 Ordinary Shares

Presentor's name address and
reference (if any):
Burgess Salmon
Narrow Quay House
Narrow Quay, Bristol
BS1 4AH
Ref : 26976.1/RH05

For official Use
General Section

Post room



The assistance is to be given to: (Note 2) Quayshelfco 967 Limited (no.4578125) of Ground Floor, Narrow Quay House, Narrow Quay, Bristol, BS1 4AH (the "Buyer")

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

The assistance will take the form of:

- (1) An intra-group loan agreement (the "Intra-Group Loan Agreement") between the Buyer, and the Company pursuant to which the Company agrees, inter alia, to provide funds to the Buyer to partly fund the Acquisition;
- (2) A term loan facility letter (the "Term Loan Facility Letter") from Barclays Bank plc (the "Bank") to the Company for £284,000 for the purpose of partly funding the Intra-Group Loan Agreement; and
- (3) An overdraft facility letter (the "Overdraft Facility Letter") from the Bank to the Company for £150,000 for the purpose of partly funding the Intra-Group Loan Agreement.

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

[†] delete as appropriate

The Buyer

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

- (1) The execution of the Intra-Group Loan Agreement pursuant to which the Company will provide a loan facility to the Buyer for the purposes of funding the acquisition by the Buyer of the Company's holding company Custom Business Systems Limited;
- (2) The execution of the Term Loan Facility Letter from the Bank to the Company for the purpose of partly funding the Intra-Group Loan Agreement; and
- (3) The execution of an Overdraft Facility Letter from the Bank to the Company for the purpose of partly funding the Intra-Group Loan Agreement.

The amount of cash to be transferred to the person assisted is £ 925,000.00

The value of any asset to be transferred to the person assisted is £ 0.00

The date on which the assistance is to be given is 8 JANUARY 2003

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. I/~~ (note 3)

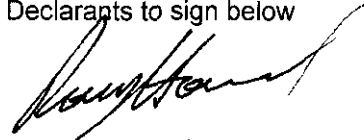

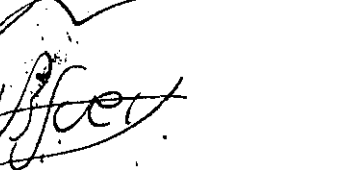
And ~~I/we~~ make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at Marwa Quay House
Marwa Quay
Bristol
Day Month Year
on

0	8	0	1	2	0	0	3
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before me Arthur Gwert

Declarants to sign below

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 or Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF14 3UZ
DX: 33050
Cardiff

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB
DX: 235
Edinburgh



SOLOMON HARE

C O R P O R A T E F I N A N C E

Solomon Hare LLP, Oakfield House, Oakfield Grove, Clifton, Bristol BS8 2BN
Telephone: 0117 933 3344 Fax: 0117 933 3345 www.solomonhare.co.uk

The Directors
Dillistone Systems Limited
Calvert House
5 Calvert Avenue
London
E2 7JP

SDT/NMG/QU11205

8 January 2003

Dear Sirs

**AUDITORS' REPORT TO THE DIRECTORS OF DILLISTONE SYSTEMS LIMITED
("THE COMPANY") PURSUANT TO SECTION 156 (4) OF THE COMPANIES ACT 1985**

We have examined the attached statutory declaration of the directors dated 8 January 2003 in connection with the proposal that the Company should give financial assistance for the purchase of 100 of the Parent's ordinary shares of £1 each.

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.

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.

Yours faithfully

SOLOMON HARE *us*
Chartered Accountants and Registered Auditors

enc

Solomon Hare offices: Bristol, Cardiff and Chippenham

Solomon Hare LLP is a limited liability partnership registered in England and Wales with registered number OC302883

A list of members, and their professional qualifications, is available for inspection at Oakfield House, Oakfield Grove, Clifton, Bristol BS8 2BN, its principal place of business and registered office