

4209012

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DATED

5 June

2001

HENDERSON FUND MANAGEMENT PLC

- and -

HENDERSON (MOOR HOUSE) LIMITED

We hereby certify that
this copy is a true and complete
copy of the original.

Nicholas Graham Jones
Nicholson Graham & Jones
Solicitors
110 Cannon Street
London EC4N 6AR

Our reference: H655-10

Date: 2 July 2001

AGREEMENT
for the acquisition of shares in
MOOR HOUSE GENERAL PARTNER
LIMITED



Herbert Smith
Exchange House
Primrose Street
London EC2A 2HS
Tel: 020 7374 8000
Fax: 020 7374 0888
Ref: 2328/4355

Legal11912076_1

THIS AGREEMENT is made on

2001

BETWEEN:

1. **HENDERSON FUND MANAGEMENT PLC**, a company incorporated in England with registered number 2607112 and whose registered office is at 4 Broadgate, London EC2M 2DA (the "**Vendor**"); and
2. **HENDERSON (MOOR HOUSE)LIMITED**, a company incorporated in England with registered number 4209012 and whose registered office is at 4 Broadgate, London EC2M 2DA (the "**Purchaser**").

WHEREAS:

- (A) Moor House General Partner Limited (the "**Company**") is incorporated in England and with registered number 4130878.

The share capital of the Company is as follows:

	Issued (No.)	Number to be transferred
Ordinary shares of £1 each	2000	1000

- (B) The Vendor has agreed to sell and the Purchaser has agreed to purchase 1000 ordinary shares of £1 each of the Company (the "**Sale Shares**") upon the terms and conditions hereinafter appearing.

NOW IT IS AGREED as follows:

1. SALE AND PURCHASE

- 1.1 The Vendor is the beneficial owner of and shall sell with full title guarantee and the Purchaser shall purchase the Sale Shares for the consideration specified in clause 2 below.
- 1.2 The Sale Shares are sold free from any option, charge, lien, equity, encumbrance, rights of pre-emption or any other third party rights and together with all rights attached to them at the date of this Agreement or subsequently becoming attached to them.

2. CONSIDERATION

- 2.1 The consideration for the sale shall be the issue and allotment to the Vendor of 999 ordinary shares of £1 each in the Purchaser credited as fully paid (the "**Consideration Shares**").

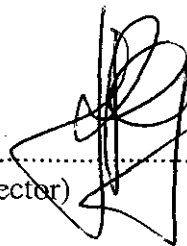
3. COMPLETION

- 3.1 Completion shall take place forthwith upon the signing of this Agreement.

SIGNED by
Ian Buckley
for and on behalf of
HENDERSON FUND
MANAGEMENT PLC
in the presence of:

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)
)
)
)
)

.....
(Director)



SIGNED by
Clive Castle
for and on behalf of
HENDERSON (MOOR
HOUSE) LIMITED
in the presence of:

)
)
)
)
)
)

.....
(Director)

