

Declaration in relation to assistance for the acquisition of shares.

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

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

2446995

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

Name of company

* OPTION SYSTEMS LIMITED

*Insert full name of company

I/We ANTHONY PARKINSON OF 21 SUFFOLK CLOSE, MELTON MOWBRAY, LEICESTERSHIRE LE12 1DQ

†Insert 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] §

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:

282,330 ORDINARY SHARES OF £1.00 EACH, 297,867 DEFERRED SHARES OF £1.00 EACH

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

Bray & Bray Solicitors
1, 3 & 5 Welford Road
Leicester LE2 7AN
DX 10812 LEICESTER 1

For official use
General Section

Post room



A28 COMPANIES HOUSE

0372 13/11/02

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

OSL HOLDINGS LIMITED

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 FACILITY AGREEMENT TO BE ENTERED INTO BY OSL HOLDINGS LIMITED FOR THE ADVANCE BY BARCLAYS BANK PLC OF £320,000 BY WAY OF LOAN. A COMPOSITE DEED OF GUARANTEE AND DEBENTURE TO BE ENTERED INTO BY OSL HOLDINGS LIMITED, THE COMPANY AND OSL INTERNATIONAL LIMITED IN FAVOUR OF BARCLAYS BANK PLC UNDER WHICH ALL THREE NAMED COMPANIES ARE TO GUARANTEE AND PROVIDE SECURITY FOR THE DISCHARGE ON DEMAND OF THE OBLIGATIONS AND LIABILITIES OF ALL THOSE COMPANIES TO BARCLAYS BANK PLC.

THE PAYMENT OF THE VENDOR'S LEGAL FEES IN THE SUM OF £11,750 AND A CASH PAYMENT OF £200,368.75.

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

OSL HOLDINGS LIMITED

*Delete as
appropriate

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

- A) SET OUT IN THE FACILITY LETTER BETWEEN OSL HOLDINGS LIMITED AND THE BANK
- B) THE TERMS OF THE COMBINED GUARANTEE AND DEBENTURE DOCUMENT, A COPY OF WHICH IS ATTACHED HERETO
- C) CASH PAYMENTS

The amount of cash to be transferred to the person assisted is £ 212,118.75

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 4TH OCTOBER 2002

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 **HOWES PERCIVAL
PROVINCIAL HOUSE
37 NEW WALK
LEICESTER LE1 6TU**

Declarants to sign below

on

Day	Month	Year
04	10	2002

before me SK Turner 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.
- 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



COMPANIES HOUSE

13/11/02



827

1 Waterloo Way
Leicester
LE1 6LP
United Kingdom

Tel +44 (0) 116 256 6119
Fax +44 (0) 116 256 6050
DX 719593 Leicester 17

Private & confidential

The Directors
Option Systems Limited
OSL House
East Link
Meridian Business Park
Leicester
LE3 2XU

Our ref sj/sg/211

Contact Steve Jeffries
0116 256 6119

4 October 2002

Dear Sirs

Auditors' report to the directors of Option Systems Limited pursuant to Section 156(4) of the Companies Act 1985

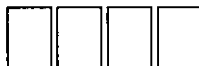
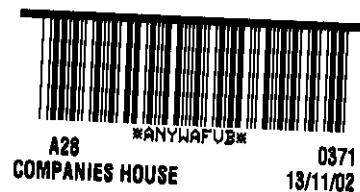
We have examined the attached statutory declaration of the directors to be declared on 4 October 2002 in connection with the proposal that the company should give financial assistance for the purchase of 252,300 of the company's holding company's ordinary shares and 297,867 of the company's holding company's deferred shares. We have enquired into the state of the company's affairs in order 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

KPMG LLP

Registered Auditors



KPMG LLP,
KPMG LLP, a UK limited liability partnership,
is a member of KPMG International,
a Swiss association

KPMG LLP is registered to
carry on audit work by the
Institute of Chartered
Accountants in England and

Wales and authorised by
the Financial Services
Authority for investment
business activities

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Registered office:
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London EC4Y 8BB