



173

Pursuant to section 173 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - note 4)

For official use Company number

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427272

Name of company

* SERCO IAL LIMITED

~~X~~ Wet

Kevin Stanley Beeston of Gable House, 14 Broadlands Avenue, Shepperton, Middlesex TW17 9DQ;
Julia Naomi Cavanagh of 9 Seymour Road, Hampton Wick, Kingston-upon-Thames, Surrey KT1 4HN;
Josephine Dixon of 15 Carlton Road, East Sheen, London SW14 7RJ; and
Guy William Leach of 58A Brompton Square, Knightsbridge, London SW3 2AG

~~XXXXXXXXXX~~ [all the directors] of the above company do solemnly and sincerely declare that:

The business of the company is:

06X HUK KATRYAN DEK AGHOSIA KANOK HUSSEBADWAS KANOKS X WIT HUK HUK MEX KMG KATHA BAH KMG AXK
 1979 +
 06X HUK KATRYAN DEK AGHOSIA KANOK HUSSEBADWAS KANOKS X WIT HUK HUK MEX KMG KATHA BAH KMG AXK
 1979 +

(c) that of something other than the above +

The company is proposing to make a payment out of capital for the redemption or purchase of its own shares

The amount of the permissible capital payment for the shares in question is £ 786,000 (note 1)

Continued overleaf

Presenter's name address and
reference (if any):
Alzheimer & Gray
7 Bishopsgate
London
EC2N 3AR
DX 42628 CHEAPSIDE

For official use
General Section

Post room



A26
COMPANIES HOUSE

0840
22/02/01

~~X~~We have made full enquiry into the affairs and prospects of the company, and ~~X~~we have formed the opinion:

Please do not write in this margin

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

- (a) as regards its initial situation immediately following the date on which the payment out of capital is proposed to be made, that there will be no grounds on which the company could then be found unable to pay its debts (note 2), and
- (b) as regards its prospects for the year immediately following that date, that, having regard to ~~My~~/our intentions with respect to the management of the company's business during that year and to the amount and character of the financial resources which will in ~~My~~/our view be available during that year, the company will be able to continue to carry on business as a going concern (and will accordingly be able to pay its debts as they fall due) throughout that year, (note 2)

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 Southall, Middlesex,

Declarant(s) to sign below

Day Month Year

on

2	1	0	0	2	2	0	0	1
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before me Malcolm Hurmuth

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

Guy W. Cech
Jospeh Dine
Savannah
AB 82

Notes

- 'Permissible capital payment' means an amount which, taken together with
 - any available profits of the company; and
 - the proceeds of any fresh issue of shares made for the purposes of the redemption or purchase;is equal to the price of redemption or purchase.
'Available profits' means the company's profits which are available for distribution (within the meaning of section 172 and 263 of the Companies Act 1985).
The question whether the company has any profits so available and the amount of any such profits is to be determined in accordance with section 172 of the Companies Act 1985.
- Contingent and prospective liabilities of the company must be taken into account, see sections 173(4) & 517 of the Companies Act 1985.
- A copy of this declaration together with a copy of the auditor's report required by section 173 of the Companies Act 1985, must be delivered to the Registrar of Companies not later than the day on which the company publishes the notice required by section 175(1) of the Companies Act 1985, or first publishes or gives the notice required by section 175(2), whichever is the earlier.
- 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
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

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1 Little New Street
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**Deloitte
& Touche**

**AUDITORS' REPORT TO THE DIRECTORS OF SERCO-IAL LIMITED
PURSUANT TO SECTION 173(5) OF THE COMPANIES ACT 1985**

We have examined the attached statutory declaration of the directors dated 20 February 2001 in connection with the company's proposed purchase of 203,021 ordinary shares by a payment out of capital and reserves.

Basis of opinion

We have enquired into the state of the company's affairs in order to review the bases for the statutory declaration.

Opinion

In our opinion, the amount of £ 786,000 specified in the statutory declaration of the directors as the permissible capital payment for the shares to be purchased is properly determined in accordance with ss171 and 172 Companies Act 1985.

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 s. 173(3) of the Companies Act is unreasonable in all the circumstances.



Deloitte & Touche
Chartered Accountants and Registered Auditors
Hill House
1 Little New Street
London EC4A 3TR

20 February 2001

**Deloitte
Touche
Tohmatsu**

Aberdeen, Belfast, Birmingham, Bracknell, Bristol, Cambridge, Cardiff, Crawley, Edinburgh, Glasgow, Leeds, Leicester, Liverpool, London, Manchester, Milton Keynes, Newcastle upon Tyne, Nottingham, St Albans and Southampton.

Principal place of business at which a list of partners' names is available: Stonecutter Court, 1 Stonecutter Street, London EC4A 4TR.

Authorised by the Institute of Chartered Accountants in England and Wales to carry on investment business.