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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

☐ ☐ ☐

1780767

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

Name of company

* PROHAWK LIMITED

* insert full name of company

I/We ~~xx~~ Richard Corsie, 4 King Malcolm Close, Edinburgh EH10 7JB

o 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~~]
Limited]†

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: 100 Ordinary Shares

Presentor's name address and reference (if any):

Pagan Business Law
DX 560543
CUPAR

For official Use
General Section

Post room



A21
COMPANIES HOUSE

591
07/06/2006

The assistance is to be given to: (note 2) Richard Corsie Leisure Limited incorporated
under the Companies Act under number 202469 and having its registered
office at 8 Manor Place, Edinburgh EH3 7TD

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 Debenture to be granted by the Company to Bank of Scotland (herein-
after "the BofS") *

A Corporate Guarantee to be granted by the Company, Richard Corsie
Leisure Limited and Douglas-Kenn (Sports) Limited to Bof S.

* being a fixed charge over all freehold and leasehold property, fixtures,
plant and machinery, goodwill, intellectual property and book debts and
a Floating Charge over all other property.

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

Richard Corsie Leisure Limited incorporated under the Companies Act

under number 202469 and having its registered office at 8 Manor Place,

Edinburgh EH3 7TD

† delete as
appropriate

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

Pursuant to the Debenture to be granted by the Company to BofS

Pursuant to the Corporate Guarantee to be granted by the Company,
Richard Corsie Leisure Limited and Douglas-Kenn (Sports) Limited to
BofS.

Both deeds being in respect of all sums due to the B of S including
the facility used to purchase the share capital of the Company.

The amount of cash to be transferred to the person assisted is £ NIL WILL BE PAID TO THE
PERSON ASSISTED

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 21 JULY 2000 10

write in
this margin

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

* delete either (a) or
(b) as appropriate

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 Nov 61

Declarants to sign below

Birmingham

the 31st day of July

one thousand nine hundred and

before me [Signature]

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

[Signature]

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 158(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
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ

DIRECTORS' STATEMENT

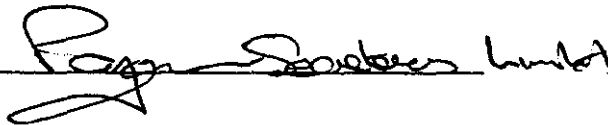
PROHAWK LIMITED

BOARD MEMORANDUM

Memorandum in connection with the proposed arrangement whereby the company will give financial assistance for the acquisition of its shares, particulars of which are given in the statutory declaration made by the Directors this day pursuant to section 155(6) of the Companies Act 1985 (the Act).

1. As at the close of business on 28th February 2000 the aggregate of the company's assets as stated in its accounting records exceeded the aggregate of its liabilities as so stated.
2. From our knowledge of events since that date and of the likely course of the company's business, the directors have formed the opinion that the aggregate of the company's assets will exceed the aggregate of its liabilities immediately before the proposed financial assistance is given and that the giving of such assistance will not reduce the net assets of the company.

Signed on behalf of the Board

A handwritten signature in black ink, appearing to read 'Roger Southern', is written over a horizontal line.

Date: 31th July 2000

AUDITORS' REPORT TO THE DIRECTORS OF

PROHAWK LIMITED

PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

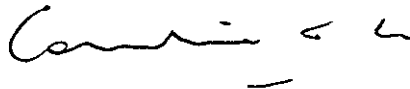
We have examined the attached statutory declaration of the Directors dated 31st July 2000 in connection with the proposal that the Company should give financial assistance for the purchase of the Company's Ordinary Share Capital.

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

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.



CONDIE & CO.

Registered Auditors and
Chartered Accountants
10 Abbey Park Place
Dunfermline
Fife KY12 7NZ

31st July 2000

NON-STATUTORY AUDITORS' REPORT

to the Bank of Scotland
in connection with the giving of

Financial Assistance

PROHAWK LIMITED


This report is given in connection with the proposed arrangement whereby the company will give financial assistance for the purchase of its own shares, particulars of which are given in the statutory declaration made this day by the directors pursuant to section 155(6) of the Companies Act 1985 (the "Act").

The purpose of this report is to assist the bank in considering whether the proposed arrangement is permitted under section 155(2) of the Act and it is not intended to be used, quoted or referred to for any other purpose.

We have examined the Board Memorandum dated 31st July 2000 (a copy of which is attached, initialled by us for the purpose of identification) for which the directors are solely responsible and have enquired into the state of the company's affairs so far as necessary for us to review the bases for the Board Memorandum. Our enquiry did not constitute an audit under the provisions of the Act.

We confirm that as at the close of business on 28th February 2000 the aggregate of the company's assets as stated in its accounting records exceeded the aggregate of its liabilities as so stated.

We are not aware of anything to indicate that the opinion expressed in paragraph 2 of the Board Memorandum is unreasonable in all the circumstances.



CONDIE & CO

Registered Auditors and
Chartered Accountants
10 Abbey Park Place
Dunfermline
Fife KY12 7NZ

31st July 2000