

SATURDAY



AIQ 08/10/2011 14  
COMPANIES HOUSE

## BIRCH LIMITED

(Company number: 02563345)

(the "Company")

19 September 2011

### **Solvency statement pursuant to section 643 of the Companies Act 2006 (the "2006 Act") made for the purposes of section 642 of the 2006 Act**

We, Kerth Miller and John Richards of Miller House, 2 Lochside View, Edinburgh Park, Edinburgh, EH12 9DH, are all of the directors of the Company as at the date of this solvency statement (this "**Solvency Statement**")

We confirm that the Company is proposing to reduce its nominal share capital from £4,884,735 73 to £1, and its issued share capital from £3,762,735 73 to £1 by the cancellation of 522,104 ordinary shares of 10 pence each, 110,295 class 'A' shares of 10 pence each, 2,800,000 'A' preference shares of £1 each, 850,000 'B' preference shares of £1 each, 64,279 class 'C' shares of 10 pence each and 4,306,693 class 'C' ordinary shares of 1 pence each in the capital of the Company currently in issue (such shares being the "**Relevant Shares**") We confirm that the Company is proposing to reduce its share premium from £1,122,000 to nil The consequence of such a cancellation of the Relevant Shares and share premium would be to increase the Company's distributable reserves by £4,884,734 73, giving the Company total distributable reserves of £6,857,999 as at the date hereof

Each of the Relevant Shares in issue is paid up in full in respect of its par value, share premium of £1,122,000 in aggregate has been paid on the Relevant Shares

We have considered the audited accounts of the Company which state the financial position of the Company as at 31st December 2010 (the "**Accounts**") We noted that the Accounts show the Company has net assets of £3,196,970 50 The Company's assets and liabilities are unchanged since the date of the Accounts

The Company's assets, liabilities and shareholders' funds comprise -

- current assets consisting of debtors of £6,858,000,
- called up share capital of £3,762,735 73,
- share premium of £1,122,000,
- an accumulated profit of £1,973,264 73

The Company's assets therefore exceed its liabilities

We also confirm that having taken account of all of the liabilities of the Company (including, for the avoidance of doubt, any contingent or prospective liabilities) we have formed the opinion that

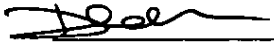
- 1 as regards the Company's situation as at the date of this Solvency Statement and immediately following the reduction of the Company's capital as proposed above, there is and will be no ground on which the Company could be found to be unable to pay (or otherwise discharge) its debts, and
- 2 the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of this Solvency Statement

This Solvency Statement shall be governed by, and construed in accordance with, English law

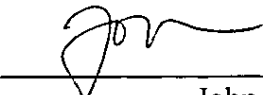
IN WITNESS WHEREOF this solvency statement consisting of this and the preceding page is executed by each of the directors of the Company as follows


Signed by Keith Miller at Edinburgh on  
~~19~~ <sup>19 SEPTEMBER</sup> August 2011 in the presence of this  
 witness

  
 Keith Miller

  
DEBORAH LARKIN Name  
2 LOXESIDE VIEW Address  
EDINBURGH EH12 9QH

Signed by John Richards at Edinburgh on  
~~19~~ <sup>19 SEPTEMBER</sup> August 2011 in the presence of this  
 witness

  
 John Richards

  
DEBORAH LARKIN Name  
2 LOXESIDE VIEW Address  
EDINBURGH EH12 9QH