

G

CHFP000

COMPANIES FORM No. 173

Declaration in relation to the redemption or purchase of shares out of capital

173

Please do not
write in
this margin

Pursuant to section 173 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf - Note 4)

For official use

Company number

--	--	--

2597969

Name of company

* insert full name
of company

* ARUN ESTATE AGENCIES LIMITED

Note
Please read the
notes on page 2
before completing
this form.o insert name(s)
and address(es)
of all the directorsI / We o PAUL ANTHONY ROONEY of ROEBUCK HOUSE, 1 FARM CLOSE, WARNHAM
WEST SUSSEX, RH12 3QT

MICHAEL BEER of THE LAURELS, 19 PARK AVENUE, SITTINGBOURNE, KENT

ME10 1QY

BRIAN MATTHEWS of 1 WOODCOT COTTAGES, BILLINGSHURST, WEST SUSSEX

RH14 9DS

CHRISTOPHER COXON of 31 HIGHLANDS AVENUE, HORSHAM, WEST SUSSEX

RH13 5LW

+ 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) 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
sharesThe amount of the permissible capital payment for the shares in question in question is £ 1,691,659
(note 1) (ONE MILLION, SIX HUNDRED AND NINETY-ONE THOUSAND, SIX HUNDRED
AND FIFTY-NINE POUNDS)

Continued overleaf

Presentor's name address and
reference (if any):WARRENER STEWART
HARWOOD HOUSE
45 HARWOOD ROAD
LONDON
SW6 4QP
Tel: 0171 7316163For official Use
General SectionA40
COMPANIES HOUSE0552
30/12/99

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

Please do not write in this margin

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

- (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 *✓* 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 Hoveham
West Sussex

Declarant(s) to sign below

Day Month Year
on

23	12	1999
----	----	------

before me CH Bennett

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

Notes

- 1 'Permissible capital payment' means an amount which, taken together with
- (i) any available profits of the company; and

(ii) 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.

- 2 Contingent and prospective liabilities of the company must be taken into account, see sections 173(4) & 517 of the Companies Act 1985.

- 3 A copy of this declaration together with a copy of the auditors 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.

- 4 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
37 Castle Terrace
Edinburgh
EH1 1JF



WARRENER
STEWART
CHARTERED ACCOUNTANTS

**AUDITORS' REPORT TO THE DIRECTORS OF
ARUN ESTATE AGENCIES LIMITED
PURSUANT TO SECTION 173 (5) OF THE COMPANIES ACT 1985**

We have examined the attached statutory declaration of the directors dated 23rd December 1999 in connection with the company's proposed purchase of 1,700,000 preference 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 £1,691,659 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 sections 171 and 172 of the Companies Act 1985.

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any matters mentioned in section 173 (3) of the Companies Act 1985 is unreasonable in all the circumstances.

Warreners Stewart

WARRENER STEWART
Chartered Accountants and Registered Auditors

Harwood House
43 Harwood Road
London
SW6 4QP

Date 23rd December 1999

*This is the report referred to in the
Statutory Declaration of Paul Anthony Rooney
Michael Beer Brian Matthews and Christopher
Coxon made this 23rd December 1999*

E1705/6/1240