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The assistance is for the purpose of ~~not exceeding~~ [reducing or discharging a liability incurred for the purpose of that acquisition] † (note 1)

Please do not write in this margin

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

The number and class of the shares acquired or to be acquired is 200,000 A ordinary shares of £1 each
and 1,000 B ordinary shares of £1 each and 15,000,000 preference shares of £1 each

The assistance is to be given to (note 2) Punch Taverns (Woodville) Limited (company number
05927183) with registered office at Jubilee House, Second Avenue, Burton-on-Trent, Staffordshire DE14
2WF

The assistance will take the form of

See Annex 1

The person who [has acquired] ~~not exceeding~~ † the shares is

† delete as appropriate

Punch Taverns (Woodville) Limited (company number 05927183) with registered office at Jubilee
House, Second Avenue, Burton-on-Trent, Staffordshire DE14 2WF

The principal terms on which the assistance will be given are

See Annex 2

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is Nil

The amount of cash to be transferred to the person assisted is £ up to £79,000,000

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 On or before 18 July 2007

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

~~X~~We have formed the opinion, as regards this 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)

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

(a) ~~We~~ We have formed the opinion that this company will be able to pay its debts as they fall due during the year immediately following that date]* (note 3)

[illegible]

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 Green Man Chambers
383a Euston Road
NW1 3AU

Declarants to sign below

	Day		Month		Year			
on	2	3	0	5	2	0	0	7

before me

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

W. B. KENNAIR

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 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


Annex 1

The financial assistance will take the form of an intra-group loan (the "**Loan**") from Mill House Inns (Trading) Limited ("**MHITL**"), an indirect wholly owned subsidiary of the Company, to Broomco (3708) Limited ("**Broomco**"), an indirect holding company of the Company, of a principal amount of up to £79,000,000 to be made pursuant to an intra-group loan agreement (the "**Loan Agreement**") between such parties to be entered into on or before 18 July 2007 pursuant to an inter-company funds flow and settlement deed between, inter alios, MHITL, Broomco, Punch Taverns (PGE) Limited and Punch Taverns (Woodville) Limited ("**Woodville**") also to be executed on or before 18 July 2007 (the "**Funds Flow Deed**")

Signatures of Declarants



Declared before me


W. B. KENNAIR

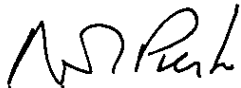
on 23 May 2007

Annex 2

The principal terms on which the financial assistance will be given are as follows

- 1 The principal terms of the Loan shall be
 - (A) the principal amount of the Loan shall be up to £79,000,000,
 - (B) interest shall be payable at the rate of interest (if any) agreed between MHITL and Broomco from time to time,
 - (C) such principal amount (together with any interest accrued thereon) will be repayable, in whole or in part, upon the demand of MHITL at any time, and
 - (D) the Loan shall otherwise be made in accordance with the Funds Flow Deed and on the terms of that deed and the Loan Agreement to be entered into pursuant thereto
- 2 The principal amount of the Loan to be made pursuant to the Funds Flow Deed and the Loan Agreement may be indirectly used to reduce indebtedness incurred in relation to the acquisition of Broomco by Woodville, using funds borrowed from Punch Taverns plc, the borrower under an acquisition facility from certain third party lending banks, and on-lent to Woodville via a chain of inter-company loans and/or capital contributions between members of the group of companies of which Punch Taverns plc is the parent company

Signatures of Declarants



Declared before me



W. B. KENNAIR

on 23 May 2007



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United Kingdom

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The Directors
Enrichtech Limited
Jubilee House
Second Avenue
Burton Upon Trent
Staffordshire
DE14 2WF

Our ref **prl/sjw/411/08**

Contact **Stephen Wardell**
01908 844910

Date 23 May 2007

Dear Sirs

Auditors' report to the directors of Enrichtech Limited (the "Company"), pursuant to section 156(4) of the Companies Act 1985 (the "Act")

We have examined the attached statutory declaration of the directors of the Company in connection with the proposal that Mill House Inns (Trading) Limited, the Company's subsidiary, should give financial assistance for the purpose of the reduction or discharge of a liability incurred in connection with the purchase of the entire issued share capital of the Company's holding company, Broomco (3708) Limited

This report is made solely to the Company's directors as a body in accordance with section 156(4) of the Act. Our work has been undertaken so that we as the Company's auditors might state to the Company's directors those matters we are required to state to them in a report under section 156(4) of the Act and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's directors as a body for our work under section 156(4) of the Act or for this report.

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 of the Company in their declaration as to any of the matters mentioned in section 156(2) of the Act is unreasonable in all the circumstances.

Yours faithfully

KPMG LLP
Registered Auditor