

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 lettering*

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

For official use

Company number

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04061756

Name of company

* insert full name
of company

WICKAM CAPITAL LIMITED

Note
Please read the
notes on page 2
before completing
this form.

§ insert name(s)
and address(es)
of all the directors

††We

(1) Ewan Barford CHRISTIAN of 23 Chesilton Road, London SW6 5AA ;

(2) Graeme John DELL of 71 Mount Ararat Road, Richmond, Surrey TW10 6PN ;

(3) Robin INNES KER of Battlesden House, Battlesden, Milton Keynes, Bedfordshire MK17 9HW ; &

(4) Katherine INNES KER of Battlesden House, Battlesden, Milton Keynes, Bedfordshire MK17 9HW

† 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
shares

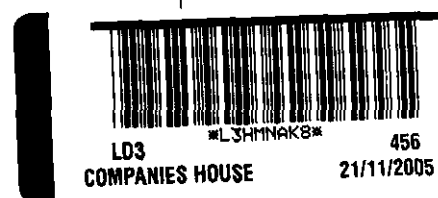
The amount of the permissible capital payment for the shares in question is £ 86,660.00
(note 1)

Continued overleaf

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

For official Use (10/03)
General Section

Post room



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

Please do not write in this margin

- (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 ~~our~~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 ~~our~~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)

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

And ~~we~~ 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 29-30 Cornhill
London EC3N 3NF
England

Declarant(s) to sign below

on

Day	Month	Year
16	11	2005

A Commissioner for Oaths
10 Philpot Lane,
London EC3M 8BR,
England
(Rachel Morris)

before me [Signature]
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
CF14 3UZ

DX 33050 Cardiff

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

DX 235 Edinburgh
or LP-4 Edinburgh 2



REESPOLLOCK

Chartered Accountants

Our ref: JMM/jeb

35 New Bridge Street
London EC4V 6BW
Telephone 020 7778 7200
Fax 020 7329 6408

The Directors
Wickam Capital Limited
4th Floor
29-30 Cornhill
London
EC3V 3NF

16 November 2005

Dear Sirs

Auditors report pursuant to s173(5) Companies Act 1985

We have examined the attached statutory declaration of the directors dated 16 November 2005 in connection with the proposal that the company should purchase 35,000 of the company's ordinary shares for a consideration of £86,660 from Ewan Christian. We have enquired into the state of the company's affairs in order to review the bases for the statutory declaration.

In our opinion the amount specified in the statutory declaration as being the permissible capital payment for the shares in question has been 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 the statutory declaration as to any of the matters in section 173(3) of the Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully

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