

**Statement to comply with Section 644(5) Companies Act 2006**  
**Yell Finance Limited**  
**Company number 4244801**  
**(the "Company")**

**23 March 2011**

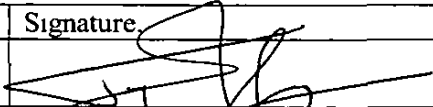

Introduction

We refer to the written resolutions of the sole shareholder of the Company dated 23 March 2011 (a copy of which accompanies this statement) (the "**Written Resolutions**") which approved, among other things, the cancellation and extinguishment of 300,000,000 ordinary shares of £1 each, the cancellation of the Company's entire share premium account (the value of which is £20,727,999) and the consequent reduction in the Company's share capital (the "**Reduction of Capital**") to one ordinary share of £1

Statement by the Directors

We,  
Antony Bates,  
Christian Wells, and  
David Scriven,

being all the Directors of the Company as at the date of this statement confirm that the statement of solvency made by each of us on 23 March 2011 in relation to the Reduction of Capital (a copy of which accompanies this statement) (i) was made less than 15 days before the date on which the Written Resolution was passed and (ii) was provided in accordance with section 642(2) of the Companies Act 2006 to the Company's sole shareholder at the same time as the proposed Written Resolution was provided to the sole shareholder

Name of Director	Signature
Antony Bates	
Christian Wells	
David Scriven	