

**SMART & COOK HOLDINGS LIMITED (the "Company")**

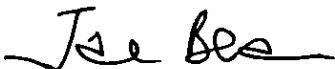
**Company No. 4950508**

**SOLVENCY STATEMENT UNDER SECTION 643 OF THE COMPANIES ACT 2006 ("2006 ACT") MADE FOR THE PURPOSES OF SECTION 642 OF THE 2006 ACT ON 28<sup>TH</sup> DECEMBER 2012**

We, the directors named below (being all of the directors of the Company as at the date of this statement), having taken account of all of the Company's liabilities (including any contingent or prospective liabilities), have formed the opinion that -

- 1 As regards the Company's situation as at the date of this statement, there is no ground on which the Company could be found unable to pay (or otherwise discharge) its debts
- 2 Taking into account the current intention to commence winding up of the Company within twelve months of the date of this statement, the Company will be able to pay (or otherwise discharge) its debts in full within twelve months of the commencement of such winding up of the Company
- 3 Should winding up of the Company not be commenced within twelve months of the date of this statement, 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 statement

Signed by -



Bean, Jean Ann  
Director



Bruce, Michael Andrew  
Director



Organ, Robert Charles William  
Director



Parsons, Andrew Kenneth  
Director



Reid, Stuart Charles  
Director

Dated 28<sup>TH</sup> DECEMBER 2012

