

COMPANIES FORM No. 155(6)(a)

Declaration in relation to
assistance for the acquisition
of shares

155(6)a

Please do not
write in
this margin

Pursuant to section 155(6) of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

05320831

Note
Please read the
notes on page 3
before completing
this form

*Insert full name
of company

Name of company

* AREDES CASS-MOON & ASSOCIATES LTD.

†We

RICHARD MANNERS AND GEORGE MANNERS BOTH OF
66 LATCHMERE ROAD, LONDON SW11 2JH

Insert name(s) and
address(es) of all
the directors

†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) something other than the above §

The company is proposing to give financial assistance in connection with the acquisition of shares
in the ~~company~~ ~~company's holding company~~

Limited†

The assistance is for the purpose of ~~that acquisition~~ ~~reducing or discharging a liability incurred
for the purpose of that acquisition~~ †

The number and class of the shares acquired or to be acquired is: 100 ORDINARY SHARES
OF £1 EACH AND 40000 PREFERENCE SHARES OF £1 EACH

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

Lyndales
Lynton House
7-12 Tavistock Square
London WC1H 9LT
DX 122014 - Tavistock Sq.
2

For official Use (10/03)
General Section

Post room



The assistance is to be given to: (note 2)

NATIONAL WESTMINSTER BANK PLC
COMMERCIAL BANKING
BENWELL HOUSE, GREEN ST,
SUNBURY ON THAMES, MIDDLESEX TW16 6QT

Please do not
write in
this margin

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

The assistance will take the form of:

THE EXISTING DEBENTURE OVER ALL THE ASSETS OF THE COMPANY
IN FAVOUR OF NATIONAL WESTMINSTER BANK DATED 12 JULY 2005
AND THE EXECUTION BY THE COMPANY OF A FIRST LEGAL
CHARGE IN FAVOUR OF NATIONAL WESTMINSTER BANK IN
RESPECT OF THE LEASE OF THE PROPERTY (KNOWN AS THE
DARTMOUTH CASTLE, 26 GLENTHORNE ROAD, LONDON W6)
WHICH IS HELD BY THE COMPANY.

The person who ~~has acquired~~ ~~(will acquire)~~ the shares is:

ORANGE GIRAFFE HOLDINGS LIMITED

† Delete as
appropriate

The principal terms on which the assistance will be given are:

THE PRINCIPAL TERMS ARE SET OUT ABOVE

The amount of cash to be transferred to the person assisted is £

The value of any asset to be transferred to the person assisted is £

The date on which the assistance is to be given is

23rd March 2006

Please do not
write in
this margin

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

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

~~1~~ We have formed the opinion, as regards the 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)

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

~~(b) [It is intended to commence the winding-up of the company within 12 months of that date, and I/we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding-up.]* (note 3)~~

And ~~1~~ 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
Owen White and Catlin
174 King Street
Hammersmith
London W6 0RA
Day Month Year

on

20	03	20	06
----	----	----	----

Declarants to sign below

[Handwritten signatures]

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.

MAXINE CAROLE BROWN *[Handwritten initials]*

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 auditor's 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

DX 33050 Cardiff

or, for companies registered in Scotland:-

The Registrar of Companies
37 Castle Terrace
Edinburgh
EH1 2EB

DX 235 Edinburgh

or LP-4 Edinburgh 2

BSG VALENTINE

CHARTERED ACCOUNTANTS

LYNTON HOUSE 7-12 TAVISTOCK SQUARE LONDON WC1H 9BQ TEL: 020 7393 1111 FAX: 020 7393 1122
np@bsgvalentine.com

Your Ref:
Our Ref: NP/HS/7C

To: NatWest Bank Plc

7 March 2006

Report by the auditors of Aredes Cass-Moon & Associates Limited (Company) to NatWest Bank Plc the Lender(s) regarding the net assets of the Company

This report is given in connection with the proposed arrangement whereby the Company will give financial assistance for the acquisition shares in the Company, particulars of which are given in the statutory declaration made today by the directors of the Company pursuant to the section 155(6) of the Companies Act 1985.

The purpose of this report is to assist the Lender(s) in considering whether the proposed arrangements are permitted under section 155(2) of the Companies Act 1985, and it is not intended to be used, quoted or referred to for any other purpose.

We have examined the net asset confirmation dated 17 February 2006 (a copy of which is attached and initialled by us for the purpose of identification) (Net Asset Confirmation) for which the directors of the Company are solely responsible and have enquired into the Company's state of affairs so far as necessary for us to review the bases for the Net Asset Confirmation. Our enquiry did not constitute an audit under the provisions of the Companies Act 1985.

We confirm that as at the close of business on 17 February 2006 the aggregate of the Company's assets, as stated in its accounting records, exceeded the aggregate of its liabilities as so stated.

We are not aware of anything to indicate that the opinion expressed in the Net Asset Confirmation is unreasonable in all the circumstances.

BSG Valentine

BSG Valentine

BSG Valentine is regulated by the Financial Services Authority

NORMAN STRONG FCA BARRY MACKENZIE FCA MICHAEL BENSON FCA MELVYN GANDZ FCA DAVID LEE BA(Hons) FCA RAMESH GULRAJANI BSc(Hons) FCA
MUKESH MAPARA FCA ATHANASIOS ATHANASIOU BSc(Econ) FCA SIMON POLLOCK BA(Hons) FCA ATHI NELSON COLAÇO FCA
MODESTINOS NICOLAOU BA(Hons) ACA NEAL PATEL BSc(Hons) ACA ATHI LOIZOS YEROLEMOU BSc(Hons) ACA
CONSULTANTS: B MORRIS FCA DAVID SANDGROUND FCA FCA MLIA (dip)