

G

COMPANIES FORM No. 173

Declaration in relation to the redemption or purchase of shares out of capital

173

CHWP000

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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05338298

Name of company

* DARIEN NO 1 LIMITED

Insert full name
of company

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

1/1/00 ADRIAN COLIN FARNELL

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

Delete as
appropriate

~~(the sole director)~~ ^a ~~(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 £29,970,616
(note 1)

Continued overleaf

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

For official Use (02/06)
General Section

Post room



ED1
COMPANIES HOUSE

ETJQXHF9

79
26/07/2006

101 01 06 - 1/1

Paul E. [Signature]

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

Please do not write in this margin

- (1) 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
- (2) as regards its prospects for the year immediately following that date, that, having regard to my ~~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 my ~~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 I ~~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 Cheltenham
Gloucestershire

Declarant(s) to sign below

Alan Gull

Day Month Year

21 07 1996

before me

Paul E. [Signature] PAUL E. WELBRIGHT

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

PAUL KERBYS
SOLICITORS
ELLENBOROUGH HOUSE
WELLINGTON STREET
CHELTENHAM, GLOS.
GL50 1YD

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.

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

- 2 Contingent and prospective liabilities of

DX 33050 Cardiff
Edinburgh
EH1 2EB

DX 235 Edinburgh
or LP-4 Edinburgh 2

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Company number

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05338298

Name of company

Insert full name
of company

* DARIEN NO 1 LIMITED

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notes on page 2
before completing
this form.

+ We of MARCUS SHEPHERD

MICKOLA ROSEMARY WILSON

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

Delete as
appropriate

~~(the sole director)~~ of 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 1962 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 £ 29,970,616
(note 1)

Continued overleaf

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

For official Use (02/06)
General Section

Post room

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

Please do not write in this margin

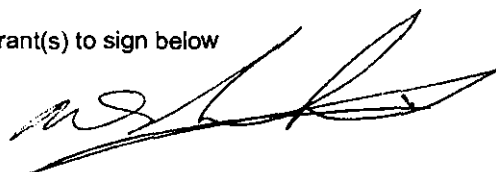
- (a) as regards its initial situation immediately following the date on which the payment out of capital is proposed to be made, that there will be no grounds on which the company could then be found unable to pay its debts (note 2), and
- (b) as regards its prospects for the year immediately following that date, that, having regard to my/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 my / 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 I / 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 280 Bishopsgate
London EC2M 4RB

Declarant(s) to sign below



Day Month Year

21 07 2006

before me

Julia Wallingford

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

Julia Wilson

JULIA WALLINGFORD
SOLICITOR, NORTON ROSE

Notes

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- (i) any available profits of the company; and
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- 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.

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Cardiff
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or, for companies registered in Scotland:-

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05338298

Name of company

Insert full name
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* DARIEN NO 1 LIMITED

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notes on page 2
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this form.

1/ We CHRISTOPHER WILSON

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) that of something other than the above§

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The amount of the permissible capital payment for the shares in question is £ 29,990,616
(note 1)

Continued overleaf

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reference (if any) :

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

And I / 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 280 Bishopsgate
London EC2M 4RB

Declarant(s) to sign below



Day Month Year

21 07 2006

Before me Julia Wallingford JULIA WALLINGFORD, SOLICITOR
A Commissioner for Oaths, or Notary Public, or Justice of the Peace, or Solicitor having the powers conferred on a Commissioner for Oaths.
NORTON ROSE

Notes

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05338298

Name of company

* DARIEN NO 1 LIMITED

Insert full name
of company

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

XI We o STEPHEN BRIAN EIGHTEEN
NEAL ST JOHN MOY

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
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Continued overleaf

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And I / 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 135 Bishopsgate
London EC2M3UR

Declarant(s) to sign below

Neal Roy

Day Month Year

21 07 2006

Before me Julia Wallingford JULIA WALLINGFORD,
Commissioner for Oaths, or Notary Public, or Justice of the Peace, or Solicitor having the powers conferred on a Commissioner for Oaths. SOLICITOR
NORTON ROSE

[Signature]

Notes

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(i) any available profits of the company; and

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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

**The Board of Directors
Darien No. 1 Limited
3 Princess Way
Redhill, Surrey
RH1 1NP**

**INDEPENDENT AUDITORS' REPORT TO THE DIRECTORS OF DARIEN No. 1
LIMITED (THE "COMPANY") PURSUANT TO SECTION 173(5) OF THE
COMPANIES ACT 1985**

We have examined the attached statutory declaration of the directors dated 21 July 2006 in connection with the company's proposed redemption of 29,970,616 of the Company's preference shares by payment out of capital and reserves.

This report is made solely to the directors of the Company for the purpose of section 173(5) of the Companies Act 1985. Our work has been undertaken so that we might state to the directors of the Company those matters that we are required to state to them in an auditors' report under that section 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, for our work, for this report, or for the opinions that we have formed.

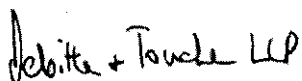
Basis of opinions

We have enquired into the state of the Company's affairs in order to review the bases for the statutory declaration.

Opinions

In our opinion, the amount of £29,970,616 specified in the statutory declaration of the directors as the permissible capital payment for the shares to be redeemed is properly determined in accordance with sections 171 and 172 Companies Act 1985.

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in section 173 (3) Companies Act 1985 is unreasonable in all the circumstances.



Deloitte & Touche LLP
Chartered Accountants and Registered Auditors
London
21 July 2006

Audit. Tax. Consulting. Corporate Finance.

Member of
Deloitte Touche Tohmatsu