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HWP000

COMPANIES FORM No. 173

Declaration in relation to the redemption or purchase of shares out of capital 173

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Pursuant to section 173 of the Companies Act 1985

ease complete	To the Registrar of Companies	For official use	Company number		
jibly, preferably black type, or	(Address overleaf - Note 4)		05338298		
id block lettering	Name of company	ii	302 13		
sert full name f company	* DARIEN HO I LIMITED				
te lase read the les on page 2 fore completing s form.	1/WED ADRIAN COUN FARNELL				
nsert name(s) nd address(es) f all the directors					
elete as ppropriate	[the sole director][all the directors]† of the above comp	any do solemniy and	sincerely declare that:		
	The business of the company is:				
elete whichever	(a) that of a [recognised bank][licensed institution] * wit	thin the meaning of th	ne Banking Act 1979§		
inappropriate	(b) that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on				
X	insurance business in the United Kingdom§				
	(c) that of something other than the above§				
ν	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 (note 1)	shares in question is	£29,970,616		
			Continued overlea		
	Presenter's name address and For official Use	(02/06)			

General Section

COMPANIES HOUSE

26/07/2006

reference (if any):

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

Please do not write in this margin

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

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-four 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

Id I / we make this solemn declaration conscientiously believing the same to be true and by virtue the provisions of the Statutory Declarations Act 1835.

Declarant(s) to sign below

Day Month

Year

Commissioner for Oaths, or Notary Public, or Justice

the Peace, or Solicitor having the powers conferedKERBYS

a Commissioner for Oaths.

SOLICITORS **ELLENBOROUGH HOUSE** WELLINGTON STREET CHELTENHAM, GLOS

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'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.

Contingent and prospective liabilities of

GL59 1YP 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.

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 Edinburgh EH1 2EB

DX 235 Edinburgh or LP-4 Edinburgh 2 G

HWP000

COMPANIES FORM No. 173

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

173

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Pursuant to section 173 of the Companies Act 1985

e complete ly, preferably	To the Registrar of Companies (Address overleaf - Note 4)		For official use	Company number
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ort name(s) address(es) If the directors				
ete as	[the sole director all the directors]	of the above compa	any do solemniy an	d sincerely declare that:
горпаче		*		·
ropriate	The business of the company is:		•	·
ate whichever appropriate	The business of the company is: (a) that of a [recognised bank][lice	nsed institution] with	in the meaning of t	he Banking Act 1979§
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Please complete legibly, preferably in black type, or bold block lettering

nd I / we make this solemn declaration conscientiously believing the same to be true and by virtue the provisions of the Statutory Declarations Act 1835.

eclared at 280 Bishopsgate
London EC2 M 4RB

Declarant(s) to sign below

Day Month Year

21072006

Commissioner for Oaths, or Notary Public, or Justice

the Peace, or Solicitor having the powers conferred

a Commissioner for Oaths. JULIA WALLINGFORD ROSE

Midda Wilson

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DX 33050 Cardiff

or, for companies registered in Scotland:-

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DX 235 Edinburgh or LP-4 Edinburgh 2

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HWP000

COMPANIES FORM No. 173

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

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Pursuant to section 173 of the Companies Act 1985

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ert full name company	* PARIEN NO 1 LIMITE	.0			
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sert name(s) nd address(es) fall the directors					
el ete as p pr opriate	[the sole director][all the directors]†	of the above compar	ny do solemnly and	d sincerely declare that:	
	The business of the company is:				
elete whichever	(a) that of a [recognised bank][licen	sed institution]† withi	in the meaning of t	he Banking Act 1979§	
inappropriate	(b) that of a person authorised unde	er section 3 or 4 of th	e Insurance Comp	anies Act 1982 to carry on	
	incurance business in the United	d Kingdom§			
	(c) that of something other than the above§				
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·	The amount of the permissible capi (note 1)	tal payment for the sl	hares in question is	s £ 29,970,616	
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nd I / we make this solemn declaration conscientiously believing the same to be true and by virtue the provisions of the Statutory Declarations Act 1835.

eclared at	280B	ishops	gate	
Lor	ndon	EC2M	4RB	

Declarant(s) to sign below

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efore me AUDA Delling Of Notary Public, or Justice NOR TON ROSE

Commissioner for Oaths for Notary Public, or Justice the Peace, or Solicitor having the powers conferred

a Commissioner for Oaths.

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Pursuant to section 173 of the Companies Act 1985

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insert name(s) and address(es) of all the directors						
delete as	[the sele-director][all the directors]	of the above compar	ny do solemnly and	d sincerely declare that:		
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	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 1082 to carry on					
	insurance business in the United Kingdom§					
	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 £29,970,61 $\frac{1}{6}$ (note 1)					
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	Presenter's name address and reference (if any):	For official Use (C General Section		Post room		
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We have made full enquiry into the affairs and prospects of the company, and I / we have formed the pinion:

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London

Declarant(s) to sign below

Day Month Year

JULIA WALLINGFORD

Commissioner for Oaths, or Notary Public, or Justice SOLICITOR the Peace, or Solicitor having the powers conferred NORTON ROSE. a Commissioner for Oaths.

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DX 33050 Cardiff

or, for companies registered in Scotland:-

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DX 235 Edinburgh or LP-4 Edinburgh 2

Deloitte.

The Board of Directors Darien No. 1 Limited 3 Princess Way Redhill, Surrey RH1 1NP Deloitte & Touche LLP Stonecutter Court 1 Stonecutter Street London EC4A 4TR

Tel: +44 (0) 20 7936 3000 Fax: +44 (0) 20 7583 1198 LDE: DX 599 www.deloitte.co.uk

INDEPENDENT AUDITORS' REPORT TO THE DIRECTORS OF DARIEN N_0 . 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

Adoite + Touche LLP

Chartered Accountants and Registered Auditors

London

21 July 2006

Audit. Tax. Consulting. Corporate Finance.

Member of . Deloitte Touche Tohmatsu