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CHWP000

Please do not
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COMPANIES FORM No. 155(6)b

Declaration by the directors of a holding company in relation to assistance for the acquisition of shares

155(6)b

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

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

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0645 4018

Name of company

* MGCL LIMITED

Note
Please read the notes
on page 3 before
completing this form* insert full name
of companyØ insert name(s) and
address(es) of all
the directors

At the 0 ALAN ROPER of THE LODGE, MONUMENT ROAD
ST. PETER PORT, GUERNSEY, C.I. and
PAUL KEITH, WRIGHT, of CHAIS BROOKE, 6, FAUVILLE DRIVE,
ST. SAMPSON, GUERNSEY, C.I.

† delete as
appropriate

~~(the sole director)~~ all the directors† of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that

§ delete whichever
is inappropriate

The business of the company is

- ~~(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 ~~(the)†~~ holding company of MATLOU GARDEN, WATERLIFE,
PET CENTRE LIMITED which is

proposing to give financial assistance in connection with the acquisition of shares

in ~~(this company)†~~~~the holding company of this company.††~~Presenter's name address and
reference (if any)For official Use (02/06)
General Section

Post room

FRIDAY



A49

30/05/2008
COMPANIES HOUSE

221

The assistance is for the purpose of ~~(that acquisition)~~ [reducing or discharging a liability incurred for the purpose of that acquisition] † (note 1)

Please do not write in this margin

The number and class of the shares acquired or to be acquired is 19,508 shares in MGCL Limited

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

The assistance is to be given to (note 2) BLUE DIAMOND LIMITED, MILVUS HOUSE, LA VILLAZE, ST SAVOIR, GUERNSEY

The assistance will take the form of

PROVISION OF SECURITY AND GUARANTEES FOR BANK BORROWINGS TO BE ADVANCED TO BLUE DIAMOND LIMITED BY THE ROYAL BANK OF SCOTLAND INTERNATIONAL LIMITED TRADING AS NATWEST.

The person who [has acquired] ~~[will acquire]~~ † the shares is BLUE DIAMOND LIMITED (AS ABOVE)

† delete as appropriate

The principal terms on which the assistance will be given are

SEE ABOVE

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is NIL

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

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

Please do not
write in
this margin

The date on which the assistance is to be given is 19 May 2008

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

I/We have formed the opinion, as regards this 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)

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

(a) [I/We have formed the opinion that this 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 this company within 12 months of that date, and I/We have formed the opinion that this company will be able to pay its debts in full within 12 months of the commencement of the winding up.]* (note 3)~~

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 17, Manor Square
London W15 1HU

Declarants to sign below

on

Day	Month	Year
19	05	2008

before me [Signature]

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

R. J Loosley

ACE RW -
RJL

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 auditors 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



BDO Novus (Audit) Limited
Chartered Accountants
Business Advisers &
Registered Auditors

PO Box 180 Elizabeth House
St Peter Port Guernsey GY1 3LL
Telephone 01481 724561
Facsimile 01481 711657
e-mail mail@bdogsy.com
www.bdogsy.com

The Royal Bank of Scotland International Limited
PO Box 62
Royal Bank Place
1 Glatigny Esplanade
St Peter Port
Guernsey
GY1 4BQ

19 May 2008

Our ref IRD/RPJ/87

National Westminster Bank PLC
135 Bishopsgate
London
EC2M 3UR

Dear Sirs

Report by the auditors of MGCL Limited (the "Company") and Matlock Garden, Waterlife & Pet Centre Limited (the "Subsidiary") to The Royal Bank of Scotland International Limited trading as Natwest (the "Bank")

This report is given in connection with the proposed arrangements whereby the Company and the Subsidiary will each give financial assistance for the purchase of its own shares, particulars of which are given in the statutory declarations made this day by the directors of each company pursuant to Section 155(6) of the Companies Act 1985 (the "Act")

The purpose of this report is solely to assist the Bank in considering whether the proposed arrangements are permitted under Section 155(2) of the Act and it is not intended to be used, quoted or referred to for any other purpose

We have examined the Board Memoranda dated 19 May 2008 (copies of which are attached, stamped by us for the purpose of identification), for which the directors of each company are solely responsible, and we have enquired into the state of affairs of the Company and the Subsidiary so far as is necessary for us to review the bases for the Board Memoranda. Our enquiries did not constitute an audit under the provisions of the Act

We confirm that as at the close of business on 3 April 2008 (i) the aggregate of the Company's assets as stated in its accounting records exceeded the aggregate of its liabilities as so stated and (ii) the aggregate of the Subsidiary'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 of the directors of each company as expressed in section 4 of each of the Board Memoranda is unreasonable in all the circumstances

Yours faithfully
For BDO Novus (Audit) Limited

A handwritten signature in black ink, appearing to read 'Ian R Damarell'.

Ian R Damarell
Director