

Statement to comply with Section 644(5) of the Companies Act 2006

F&C BARROW HANLEY US TRUST LIMITED (the "COMPANY")

Registered Number: 08066434

1 August 2013

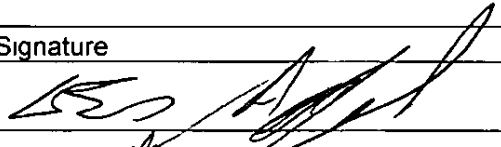
Introduction

We refer to the special resolution of the sole member of the Company dated 1 August 2013 (a copy of which accompanies this statement) (the "**Reduction of Capital Resolution**") which approved the cancellation of 4,999,999 of the Company's ordinary shares of one pence each and one management share of one pence and the consequent reduction in the Company's share capital

Statement by the directors

We, Benjamin Apfel and William Tonkin, being the directors of the Company as at the date of this statement, confirm that the statement of solvency made on 1 August 2013 in relation to the Reduction of Capital Resolution (a copy of which accompanies this statement)

- (i) was made less than 15 days before the date on which the Reduction of Capital Resolution was passed, and
- (ii) was made available in accordance with section 642(3) of the Companies Act 2006 to the Company's sole member during the general meeting of 1 August 2013

Name of Director	Signature
Benjamin Apfel	
William Tonkin	