

155(6)b

8CT 8A0ZL2XL 0048
COMPANIES HOUSE 19/02/05

Please do not
write in this
margin

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

The assistance is to be given to: (note 2) Cannon Capital AV Limited (Company Number 04916297)
having its Registered Office at 145 Cannon Street, London, EC4N 5BQ (the "Purchaser").

An inter-company loan agreement (the "Inter-Company Loan Agreement") between, inter alia, the Subsidiary and the Purchaser.

† delete as appropriate

Pursuant to the terms of the Inter-Company Loan Agreement the Subsidiary will make available to the Purchaser loan facilities to enable the Purchaser, inter alia, to pay to the Vendors the consideration for the Shares (as set out more particularly in the Sale and Purchase Agreement between the Vendors and the Purchaser governing, inter alia, the acquisition of the Shares (the "SPA").

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

Within 8 weeks of the date hereof

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

~~XXX~~ 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) ~~XXXXX have formed the opinion that this company will be able to pay its debts as they fall due during the year immediately following the date of~~ (note 3)

(b) [It is intended to commence the winding-up of this company within 12 months of that date, and ~~we~~^{XXX} 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

Declarants to sign below

145 CANNON STREET, LONDON EC4

on

Day	Month	Year
04	02	2005

before me P. M. HARRIS Witness

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

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

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

The Directors
Balvairst Holdings Limited
193-199 Bath Street
Glasgow
G2 4HU

Dear Sirs

**AUDITORS' REPORT TO THE DIRECTORS OF BALVAIRD
HOLDINGS LIMITED (THE COMPANY) PURSUANT TO SECTION
156(4) OF THE COMPANIES ACT 1985**

We have examined the attached statutory declaration (Form 155(6)b) of the directors dated 4 February 2005 in connection with the proposal that Balvairst Homes Limited should give financial assistance for the purchase of the Company's entire ordinary share capital.

BASIS OF OPINION

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

OPINION

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 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Grant Thornton UK LLP

GRANT THORNTON UK LLP
REGISTERED AUDITORS
CHARTERED ACCOUNTANTS

London

4 February 2005