

Priory Old Schools Services Limited

("Company")

DIRECTORS' STATEMENT OF SOLVENCY

(for the purposes of section 642 of the Companies Act 2006)

It is proposed that the Company effects the following reduction of capital supported by a solvency statement pursuant to section 642 of the Companies Act 2006 ("**Proposed Reduction**")

- 1 That the share capital of the Company be reduced by cancelling and extinguishing for no consideration 34,629,695 issued ordinary shares of £1 00 each registered in the name of the Company's sole member, and
- 2 That the share premium account standing in the books of the Company be cancelled

We, Jason Lock and David Hall, being all the directors of the Company, make the following statements in relation to the Proposed Reduction for the purposes of section 642 of the Companies Act 2006

- 1 we have each formed the opinion, as regards the Company's situation at the date of this statement, that there is no ground on which the Company could then be found to be unable to pay (or otherwise discharge) its debts, and
- 2 we have each formed the opinion that the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of this statement, and
- 3 in forming these opinions, we have each taken into account all of the Company's liabilities (including any contingent or prospective liabilities) as required by section 643(2) of the Companies Act 2006

Made and signed on 22/12/ 2010 by each of the above named directors of the Company

Jason Lock

) Signature



David Hall

) Signature



