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COMPANIES FORM No 173

173

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

Pursuant to section 173 of the Companies Act 1985

Please complete
legibly, preferably in
black type, or bold
block letteringTo the Registrar of Companies
(address overleaf - Note 4)

For official use

Company Number

Name of company

3479178

* Insert full name of
company

* Menlo Investments Limited

NotePlease read the
notes on page 2
before completing
this formØ Insert name(s)
and address(es)
of all the directors

We

Martin Philip Lawrence Brown, Jose Edmond Firmin Corswarem,

Navjyot Singh Dhillon, Simon Stuart Haworth and Gregor William McMillan

each of 1 Churchill Place, London E14 5HP

† delete as
appropriate

(the sole director) (all the directors)† of the above company do solemnly and sincerely declare that

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 1982 to carry on insurance business in the United Kingdom†~~
(c) that of something other than the above‡

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 £ 7,750,001
(note 1)

Continued overleaf

Presenter's name, address
and reference (if any)Emma Day,
Barclays Bank PLC,
1 Churchill Place,
London, E14 5HP
England

For official use (02/06)

General Section

WEDNESDAY

LD6 14/05/2008 78
COMPANIES HOUSE

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

~~1/~~ We have made full enquiry into the affairs and prospects of the company, and ~~2/~~ we have formed the opinion

- (a) 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
- (b) 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 / our 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)

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


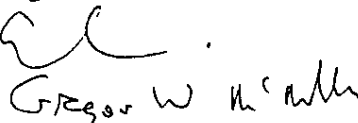
Declared at 5 The North Colonnade, Canary
Wharf, London E14 4BB, England

on

Day	Month	Year
12	05	2008

before me Adam B. R. R. R.

Declarant(s) sign below


N.S. D.L. 4

Gregor W. H. W. H.

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

NOTES

- 1 '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
- 2 Contingent and prospective liabilities of the company must be taken into account, see section 173(4) & 517 of the Companies Act 1985
- 3 A 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
- 4 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
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB
DX 235 Edinburgh or LP -4 Edinburgh 2

The Directors
Menlo Investments Limited
1 Churchill Place
London
E14 5HP

14 May 2008

Dear Sirs

Report of the Independent Auditor to the directors of Menlo Investments Limited pursuant to Section 173(5) of the Companies Act 1985

We report on the attached statutory declaration of the directors dated 12 May 2008, prepared pursuant to the Companies Act 1985, in connection with the company's proposed repurchase of £9,950,002 in ordinary share capital. This report, including the opinion, has been prepared for and only for the company and the company's directors in accordance with Section 173 of the Companies Act 1985 and for no other purpose. We do not, in giving the opinion set out below, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Basis of opinion

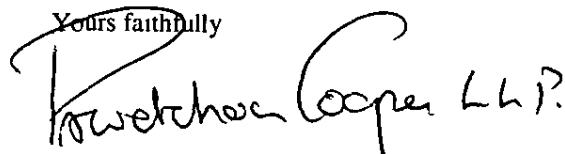
We have inquired into the company's state of affairs in order to review the bases for the statutory declaration.

Opinion

In our opinion the amount of £9,950,002 specified in the statutory declaration as the permissible capital payment for the shares to be purchased is properly determined in accordance with Sections 171 and 172 of the Companies Act 1985.

We are not aware of anything to indicate that the opinion expressed by the directors in their statutory declaration as to any of the matters mentioned in Section 173(3) of the Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully



PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors