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CHFP025

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

Please do not
write in this
margin

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

Note
Please read the notes
on page 3 before
completing this form

* insert full name
of company

Ø insert name(s) and
address(es) of all
the directors

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

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

[] [] [] []

4266884

Name of company

* Cambridge Glasshouse Company Limited

X We a Steven Anthony Hinch of 7 Bakersfield, Wrayby Brigg, Yorkshire DN29
8SZ, David Charles Ross Hibbs of 10 Southwell Close, Beverley, East
Yorkshire, HU17 8UP and John Derrick Holland of 145 Stonehill,
Donnington, Derby, DE74 2LZ

† 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 this company is:

- (a) ~~XXXXXX~~
(b) ~~XXXXXX~~
insurance business in the United Kingdom
(c) something other than the above§

This company is [the] ~~(a)~~ holding company of* Cambridge Scientific (UK) Limited

(the "Subsidiary") which is

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

in [this company] []

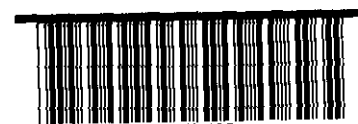
XXXXXX

Presenter's name address and
reference (if any) :

Eversheds LLP
Central Square South
Orchard Street
Newcastle upon Tyne
NE1 3XX
DX 724340 Newcastle 24
Ref: GCooper/1599053

For official Use
General Section

Post room



A56
COMPANIES HOUSE

0546
02/09/04

Integra

Financial Assistance: Auditors' Statutory Report

Auditors' report to the directors of Cambridge Glasshouse Company Limited pursuant to section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of Cambridge Glasshouse Company Limited ("the Company") dated ~~24 August 2004~~ in connection with the proposal that the Company should give financial assistance for the purpose of the purchase of the whole of the issued share capital of £1,000.

Basis of opinion

We have inquired 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

For and on behalf of Integra Corporate Finance Limited

Chartered Accountants & Registered Auditors

SIGNED Integra Corporate Finance Limited

DATE 24/8/2004