

COMPANIES FORM No. 155(6)b

Declaration by the directors of a holding company in relation to assistance for the acquisition of shares



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
- g 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)

Name of company

X/We ø

- For official use Company number 4266884
- * Cambridge Glasshouse Company Limited

Steven Anthony Hinch of 7 Bakersfield, Wraxby Brigg, Yorkshire DN29 85Z, David Charles Ross Hibbs of 10 Southwell Close, Beverley, East Yorkshire, HU17 8UP and John Derrick Holland of 145 Stonehill, Donnington, Derby, DE74 2LZ

t delete as appropriate

the sale directors] [all the directors]t of the above company (hereinafter called 'this company') do solemnly and sincerely declare that:

§ delete whichever is inappropriate The business of this company is:

- (b) tilting of the United Kingdoms
- (c) something other than the above§

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

Eversheds LLF 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

Page 1

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

NIL

Page 2

Please do not write in this margin The date on which the assistance is to be given is

within 8 weeks of today's date

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

delete either (a) or (b) as appropriate Xwwe 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)

- (a) [I/We have formed the opinion that this company will be able to pay its debts as they fall due during the year immediately following that date]* (note 3)

And X/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

Jakzateto Verbjate Ceedy

Day Month Year

before me Decoules

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

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Declarants to sign below

NOTES

- 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(e) 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 Wajes or Wales is:-

The Registrer of Companies Companies House Crown Way Cardiff CP14 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies Companies House 37 Casile Torrace Edinburgh EH1 2EB

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

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DATE	24	18/200	4			
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