

Statement to comply with Section 644(5) Companies Act 2006
HAMMERSON (GLOUCESTER) LIMITED
Company number: 6668491
(the "Company")

Dated: **25 NOV 2009**

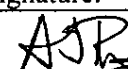

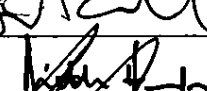
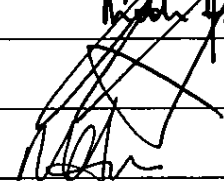
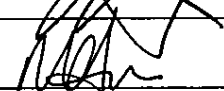
Introduction

We refer to the written resolution of the sole shareholder of the Company dated **25 NOV 2009** (a copy of which accompanies this statement) (the "**Written Resolution**") which approved, among other things the reduction of nominal value of the Company's issued shares from £1 per share to 0.0001p per share and the consequent reduction in the Company's share capital (the "**Reduction of Capital**").

Statement by the directors

We, Andrew Berger-North, Peter Cole, Nick Hardie, Lawrence Hutchings, Martin Jepson and Andrew Thomson,

being the sole director of the Company as at the date of this statement confirm that the statement of solvency made by each of us on **25 NOV 2009** in relation to the Reduction of Capital (a copy of which accompanies this statement) (i) was made less than 15 days before the date on which the Written Resolution was passed and (ii) was provided in accordance with section 642(2) of the Companies Act 2006 to the Company's sole shareholder at the same time as the proposed Written Resolution was sent to the sole shareholder.

Name of Director:	Signature:
Andrew Berger-North	
Peter Cole	
Nick Hardie	
Lawrence Hutchings	
Martin Jepson	
Andrew Thomson	