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CHFP025

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COMPANIES FORM No. 155(6)a

Declaration in relation to assistance for the acquisition of shares

155(6)a

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

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

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

For official use

Company number

[] [] [] []

20954

Note

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

Name of company

* Maxxium UK Limited

* insert full name
of company

~~1/2/98~~ Niall Fraser Stirling, 19 Primrose Bank Road, Edinburgh EH5 3JQ

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

† 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) something other than the above§

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

[company] ~~[company's holding company]~~

~~limited~~†

The assistance is for the purpose of ~~that acquisition~~ [reducing or discharging a liability incurred for the purpose of that acquisition].†

The number and class of the shares acquired or to be acquired is: 1,200,000

Ordinary Shares of £1 each.

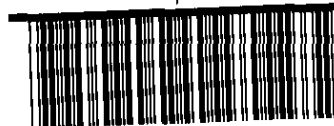
Presentor's name address and
reference (if any):

MacLay Murray & Spens
151 St Vincent Street
Glasgow
G2 5NJ

DX: GW67 Glasgow
P:pec/forms.1556a/pec2.1fd

For official Use
General Section

Post room



SCT S46Z50VP 0398
COMPANIES HOUSE 17/03/00

[Handwritten signature]

The assistance is to be given to: (note 2) _____
Highland Distillers Brands UK Limited, Maxxium House, Castle Business park,
Stirling FK9 5RT

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bold block
lettering

The assistance will take the form of:

The execution of documentation necessary to effect the sale ("the Sale") by the Company to Highland Distillers Brands UK Limited of its business and assets.

The person who [has acquired] ~~[will acquire]~~† the shares is:

† delete as
appropriate

Highland Distillers Brands UK Limited

The principal terms on which the assistance will be given are:

- (i) The Sale will take place at book value representing an undervalue to market value; and
- (ii) the consideration for the Sale will be satisfied by way of inter-company loan account on which no interest will be charged.

The amount of cash to be transferred to the person assisted is £ 0

The value of any asset to be transferred to the person assisted is £ 40,000,000

The date on which the assistance is to be given is 10 March 2000

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bold block lettering

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

I/~~we~~ have formed the opinion, as regards the 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)

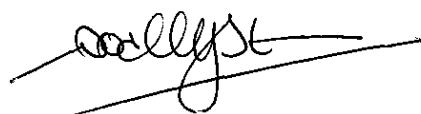
(a) [I/~~we~~ have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date]* (note 3)

(b) [~~It is intended to commence the winding-up of the company within 12 months of that date; and I/we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding-up.~~]* (note 3)

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 Glasgow

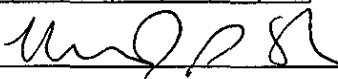
Declarants to sign below



Day Month Year
on

1	10	03	20	00	0
---	----	----	----	----	---

before me



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

NOTES

- 1 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(s) 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 Wales or Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF14 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
37 Castle Terrace
Edinburgh
EH1 2EB

The Directors
Maxxium UK Limited
Maxxium House
Castle Business Park
Stirling
FK9 4RT

10 March 2000

AUD/JDN/VAK/NR

Dear Sirs

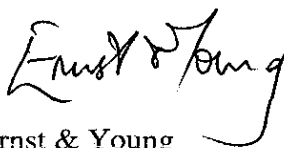
**MAXXIUM LIMITED PURSUANT TO SECTION 156(4)
OF THE COMPANIES ACT 1985**

We have examined the attached statutory declaration of the directors of Maxxium UK Limited ("the Company") dated 10 March 2000 in connection with the proposal that the Company should give financial assistance for the purchase of the whole of the issued share capital of the Company.

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

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.

Yours faithfully



Ernst & Young

■ A list of partners' names is available for inspection at the above address, and at Becket House, 1 Lambeth Palace Road, London SE1 7EU, the partnership's principal place of business. Authorised by The Institute of Chartered Accountants in England and Wales to carry on investment business.

The United Kingdom firm of Ernst & Young is a member of Ernst & Young International.