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COMPANIES FORM No.173

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

173

Please do not
write in
this margin

Pursuant to section 173 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[] [] [] [] [] [] [] []

2644182

Name of company

* Brownco (SOS) Limited

* insert full name
of company

Note
Please read the notes
on page 2 before
completing this form.

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

We Oliver Enrico Esquivel Teodorani of Muller
Maria Margarita Perez per 1517 91B

† 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 £ 23658
(note 1)

Continued overleaf

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

For official Use
General Section



I/~~We~~ have made full enquiry into the affairs and prospects of the company, and I/~~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)

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this margin

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bold block lettering

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 Leeds

Declarant(s) to sign below

the 26th day of February
one thousand nine hundred and ninety-nine

before me [Signature]

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

Crown House
Great George Street Leeds LS1 3BA

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 sections 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.

OUR REF

YOUR REF

16 March 1999

Auditors' Report of the Directors of Broomco (508) Limited pursuant to Section 169 and 173 of The Companies Act 1985

We have examined the attached statutory declaration of the directors dated 26 February 1999 with the proposal that the Company should purchase 40,000 of its own shares.

Basis of opinion


We have enquired 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 169 and 173 of the Act is unreasonable in all the circumstances.

In addition, we can confirm that we have reviewed the Company's net assets and can confirm that to the extent that the giving of the proposed financial assistance will result in a reduction of the Company's assets pursuant to Section 155(2) of the Act, the financial assistance is to be provided as follows:-

- a. £23,658 out of Capital Reserves
- b. £16,342 out of the distributable profits.



Arthur Wigglesworth and Co
Registered Auditors

COMPANIES HOUSE 18/03/99

A. WIGGLESWORTH F.C.A.