

G

CHWP000

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 letteringTo the Registrar of Companies
(Address overleaf - Note 4)

For official use

Company number

--	--	--

2379632

Name of company

* insert full name
of company

* ABN AMRO Trustees Limited

Note
Please read the
notes on page 2
before completing
this form.I / We ☐ Russell M. Goldenbergø insert name(s)
and address(es)
of all the directors

6757 Taos County, Lisle, 60532-3441, USA

† 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
sharesThe amount of the permissible capital payment for the shares in question is £ 1,249,900
(note 1)

Continued overleaf

Presentor's name address and
reference (if any) :For official Use (10/03)
General SectionEDX
COMPANIES HOUSE
COMPANIES HOUSE

EW9FI00G

189

23/12/05
23/12/2005

I / We have made full enquiry into the affairs and prospects of the company, and I / we have formed the opinion:

Please do not write in this margin

- (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)

Please complete legibly, preferably in black type, or 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 Suite 1511, 135 South LaSalle, Chicago,
Illinois 60603 82 Bishopsgate, London
EC2N 4BN

Declarant(s) to sign below

Day Month Year
on 08 12 2005

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



Notes

- 'Permissible capital payment' means an amount which, taken together with
 - any available profits of the company; and
 - 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.
- Contingent and prospective liabilities of the company must be taken into account, see sections 173(4) & 517 of the Companies Act 1985.
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The Registrar of Companies
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Cardiff
CF14 3UZ

DX 33050 Cardiff

or, for companies registered in Scotland:-

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Companies House
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Edinburgh
EH1 2EB

DX 235 Edinburgh
or LP-4 Edinburgh 2



CHWP000

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To the Registrar of Companies
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For official use

Company number

--	--	--

--

Name of company

* insert full name
of company

* ABN AMRO Trustees Limited

Note

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

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

I / We ~~are~~ Susan Steves Keiser

21 Glenmoor Drive, Cherry Hills Village, 80110, USA.

† 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§

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(note 1)

Continued overleaf

Presentor's name address and
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For official Use (10/03)
General Section

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in black type, or
bold block lettering

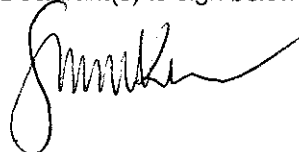
And I / we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at ~~Suite 4544, 435 South La Salle, Chicago,~~

~~Illinois 60603~~ 82 Bishopsgate, London

EC2N 4BN

Declarant(s) to sign below



Day Month Year

on

08 12 2005

before me

Jaquie Roberts

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

Notes

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- (i) any available profits of the company; and

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DX 33050 Cardiff

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EH1 2FR

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Company number

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02379632

Name of company

* insert full name
of company

* ABN AMRO Trustees Limited

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

I / We ☐ Jerome PeraudØ insert name(s)
and address(es)
of all the directors

259 Mary Street, Winnetka, IL 60093, USA

† 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 1970§~~
~~(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 £ 1,249,900
(note 1)

Continued overleaf

Presentor's name address and
reference (if any) :For official Use (10/03)
General Section

Post room

I / We have made full enquiry into the affairs and prospects of the company, and I / we have formed the opinion:

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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.

52 Bishopsgate, London EC2N 4BN
Declared at Suite 1511, 135 South LaSalle, Chicago,
Illinois 60603

Declarant(s) to sign below

Day Month Year
on 08 12 2005

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

[Signature]

Notes

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or, for companies registered in
Scotland:-

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Company number

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2379632

Name of company

* insert full name
of company

* ABN AMRO Trustees Limited

Note
Please read the
notes on page 2
before completing
this form.I / We ☐ Douglas William Hart☐ insert name(s)
and address(es)
of all the directors

1835 North Marshfield, Chicago, Illinois, 60622, USA.

† delete as
appropriate~~I (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
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(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
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(note 1)

Continued overleaf

Presenter's name address and
reference (if any) :For official Use (10/03)
General Section

Post room

I / We have made full enquiry into the affairs and prospects of the company, and I / we have formed the opinion:

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Please complete legibly, preferably in black type, or 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 82 Bishopsgate, London EC2N 4BN
Suite 1641, 136 South LaSalle, Chicago, X Declarant(s) to sign below
Illinois 60603

Day Month Year

on

0	8	1	2	2	0	0	5
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before me Jingui Tals
A Commissioner for Oaths, or Notary Public, or Justice of the Peace, or Solicitor having the powers conferred on a Commissioner for Oaths.

Notes

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2379632

Name of company

* insert full name
of company

* ABN AMRO Trustees Limited

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

I / We Juliana Man

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

70 Orbain Road, Fulham, London, SW6 7JY, United Kingdom.

† 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

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Continued overleaf

Presentor's name address and
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General Section

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Declared at 82 Bishopsgate, London, EC2N 4BN

Declarant(s) to sign below

Day Month Year

on

08 12 2005

before me

Tareq Tals
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Name of company

* insert full name
of company

* ABN AMRO Trustees Limited

Note
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notes on page 2
before completing
this form.

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

I / We ø Jacqui Tate

18 Duke Road, Chiswick, London, W4 2DD, United Kingdom.

† delete as
appropriate~~I 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
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Declared at 82 Bishopsgate , London, EC2N 4BN

Declarant(s) to sign below

Targui Tok

on

Day	Month	Year
08	12	2005

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.

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DX 33050 Cardiff

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

DX 235 Edinburgh

PRIVATE AND CONFIDENTIAL

ABN AMRO Trustees Limited
82 Bishshops Gate
London EC2N 4BN

8 December 2005

JE/RE/AZ/CC
Direct Line: 020 7951 2322
Direct Fax: 020 7951 8015

E-mail: rengineer@uk.ey.com

Dear Sirs

**Independent auditors' reports to the directors of ABN AMRO Trustees Limited
("the Company") pursuant to Section 173(5) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors dated 8 December 2005 in connection with the Company's proposed purchase of 1,249,900 ordinary shares by a payment out of capital and reserves.

This report is made solely to the directors in accordance with Section 173(5) of the Companies Act 1985. Our work has been undertaken so that we might state to the directors those matters we are required to state to them in an auditor's report under Section 173(5) and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the directors for our audit work, for this report, or for the opinions we have formed.

Basis of opinion

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

Opinion

In our opinion the amount of £1,249,900 specified in the statutory declaration by the directors as the permissible capital payment for the shares to be purchased has been properly determined in accordance with sections 171 and 172 of the Companies Act 1985.

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 173(3) of the Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully

