

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 lettering*

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

For official use

Company number

--	--	--

3987802

Name of company

* Insert full name
of company

* LIBERATA LIMITED

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

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

I / We § Robert Gogel, 16 Avenue Emile Deschanel, Paris 75007 France

John Warburton Unsworth, 17 Lower Road, Stoke Mandeville, Buckinghamshire HP22 5XA

Steven Aaron Denning, 16 Khakum Drive, Greenwich, Connecticut 06831 USA

William Otto Grabe, 1179 Pequot Avenue, Southport, Connecticut 06890 USA

Gregory Hugh Lock, The Old Rectory, All Cannings, Devizes, Wiltshire SN10 3PF

Eric Geoffrey Unwin, 17 Park Village West, London NW1 4AE

Florian Wendelstadt, 9 Woodland Road, London SW13 0JZ

† 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 £ 920,371 51
(note 1)

Continued overleaf

Presenter's name address and
reference (if any)For official Use (02/06)
General Section

Post room

SATURDAY



A06

AT1H1P3E

28/04/2007

COMPANIES HOUSE

385

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 N01 London Bridge,
London, SE1 9AJ

Declarant(s) to sign below

Day Month Year

on

1	7	0	4	2	0	0	7
---	---	---	---	---	---	---	---

before me

M. H. Mace

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

MATHEW MACE (SOLICITOR), GATELAND PARTNERS, 20 ST. MARY AT HILL LONDON.

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

- 4 The address for companies registered in England and Wales or Wales is -

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

DX 33050 Cardiff

or, for companies registered in Scotland -

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

DX 235 Edinburgh
or LP-4 Edinburgh 2

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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Declared at London
E. P. G.
(E. G. UNWIN)

Declarant(s) to sign below

Day Month Year
on

1	6	0	4	2	0	0	7
---	---	---	---	---	---	---	---

before me Gnosoulla Tsioupra-Lewis (GNOSOULLA TSIOPRA-LEWIS, SOLICITOR)

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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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 73 RIVERMOUTH COURT
LONDON SW6 3RZ

Declarant(s) to sign below

Day Month Year
on 17 04 2007

[Signature]
(GARETH HUGH LUCK)

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

(EMMA HOLLIST)

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Dedared at Greenwich, CT USA Declarant(s) to sign below

on

Day	Month	Year
16	04	2007

before me Natalie J Wagner
~~A Commissioner for Oaths, or Notary Public, or Justice of the Peace, or Solicitor~~ having the powers conferred on a Commissioner for Oaths

NATALIE J. WAGNER
Notary Public

My Commission Expires September 30, 2007

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Declared at Greenwich, CT USA

Declarant(s) to sign below



Day Month Year

on

11	04	20	07
----	----	----	----

before me Natalie J. Wagner

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

NATALIE J. WAGNER
Notary Public

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on

Day	Month	Year
16	04	2007

before me Natalie J. Wagner
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NATALIE J. WAGNER
Notary Public
My Commission Expires September 30, 2007

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KPMG LLP
Canary Wharf (38th Floor)
1 Canada Square
London E14 5AG
United Kingdom

Tel +44 (0) 20 7311 6371
Fax +44 (0) 20 7311 4121
DX 38050 Blackfriars

Private & Confidential

The Directors
Liberata Limited
1 London Bridge,
London SE1 9AJ

Our ref Working Capital Report
Contact Bill Holland
+44 (0)20 7311 6371

18 April 2007

Dear Sirs,

Auditors' report to the directors of Liberata Limited and its subsidiaries pursuant to Section 173(5) of the Companies Act 1985

We have examined the attached statutory declaration of the directors dated 18 April 2007 in connection with the proposal that the company re-purchases its own shares out of capital

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

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 amount specified in the declaration as permissible capital payment for the shares in question and are in accordance with sections 171 and 172 of the Act. We are not aware of anything to indicate that the opinion expressed by the directors in the declaration as to any of the matters mentioned in the opinion is unreasonable in all the circumstances.

Yours faithfully

KPMG LLP
Registered Auditor

 **COMPANIES HOUSE**