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COMPANIES FORM No. 155(6)a

Declaration in relation to
assistance for the acquisition
of shares

155(6)a

CHFP025

Please do not
write in this
margin

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

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

2860223

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

Name of company

* Kitchen Consultants Limited

* insert full name
of company

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

~~We~~ the Directors:
Philip Roland Charles Lambert of 5 Kent Road, Lackford, Bury St
Edmunds, Suffolk, IP28 6HP
David Roberts of 1 Woodstock Gardens, Beckenham, Kent, BR3 5BE
David Stewart of 26 Ansley Way, St Ives, Cambridgeshire, PE27 6SNx

† delete as
appropriate

~~XXXXXXXXXXXXXXXXXXXX~~ [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 4 of the Insurance Companies Act 1982 to carry~~

~~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] ~~XXXXXXXXXXXXXXXXXXXX~~

The assistance is for the purpose of [that acquisition] ~~XXXXXXXXXXXXXXXXXXXX~~

~~XXXXXXXXXXXXXXXXXXXX~~

The number and class of the shares acquired or to be acquired is: 40,000 ordinary shares
of 1p each

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

Eversheds LLP
Kett House
Station Road
Cambridge
CB1 2JY
DX 5807 Cambridge
MKG.GP.218011

For official Use
General Section

Post room



A25
COMPANIES HOUSE

0835
18/07/03

The assistance is to be given to: (note 2) Larost Holdings Limited (Company number: 4699265) whose registered address is C/O Lakin Rose, Chartered Accountants & Registered Auditors, Enterprise House, Vision Park, Hiiston, Cambridge, CB4 92R

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

The assistance will take the form of:

- (i) The payment of all expenses incurred in relation to the acquisition ("the Transaction Payments"); and
- (ii) A loan to Larost Holdings Limited in the sum of £150,000 ("the Loan").

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

† delete as appropriate

Larost Holdings Limited

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

- (i) The Transaction Payments will be made by the Company by way of cash payments.
- (ii) The Loan will be a cash payment to Larost Holdings Limited and will be repayable on demand.

The amount of cash to be transferred to the person assisted is £ not more than 175,000

The value of any asset to be transferred to the person assisted is £ -

The date on which the assistance is to be given is the date hereof or within 8 weeks

Please do not
write in this
margin

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

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

☒ 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) ☒ 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 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 ☒ 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 Exmouth, Telford Place, Stratford
Cambridge CB1 2JY

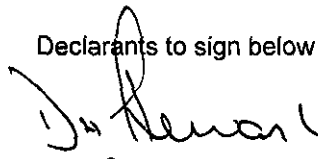
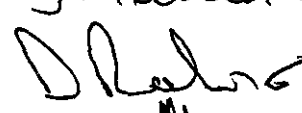
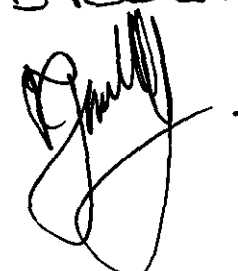
Declarants to sign below

Day Month Year
on

1	4	0	7	2	0	0	3
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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