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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

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

2860223

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

Name of company

* Kitchen Consultants Limited

* insert full name
of company

X We

the Directors:

Philip Roland Charles Lambert of 5 Kent Road, Lackford, Bury St
Edmunds, Suffolk, IP28 6HP

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

David Roberts of 1 Woodstock Gardens, Beckenham, Kent, BR3 5BE

David Stewart of 26 Ansley Way, St Ives, Cambridgeshire, PE27 6SNx

† delete as
appropriate

~~XXXXXXXXXXXX~~ [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 31A 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] ~~XX~~

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

~~XX~~

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.226677

For official Use
General Section



A33
COMPANIES HOUSE

0717
17/07/03

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, Histon, Cambridge, CB4 92R

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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 £225,000

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

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bold block lettering

delete either (a) or
(b) as appropriate

~~X~~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) ~~X~~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) ~~X~~It is intended to commence the winding up of the company within 12 months of that date, and ~~X~~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 ~~X~~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 Everleigh, Putt House, Station Road
Cambridge CB1 2JY

Declarants to sign below

Day Month Year
on

1	4	0	7	2	0	0	3
---	---	---	---	---	---	---	---

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

KITCHEN CONSULTANTS LIMITED

**AUDITORS' REPORT TO THE DIRECTORS OF KITCHEN CONSULTANTS
LIMITED ("THE COMPANY") PURSUANT TO SECTION 156(4) OF THE
COMPANIES ACT 1985**

We have examined the attached statutory declaration of the directors dated 14 July 2003 in connection with the proposal that the Company should give financial assistance for the purchase of 40,000 of the Company's ordinary 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 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Lakin Rose,

Lakin Rose

Registered Auditors
Chartered Accountants

Enterprise House
Vision Park
Histon
Cambridge
CB4 9ZR

14 July 2003