

CHFP025

Please do not
write in this
margin

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

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

Name of company

* MORETHANHOTELS (BIRMINGHAM) LIMITED

* insert full name
of company

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

XWe 0 MARC DE BURETEL DE CHASSEY, 178A DRURY LANE, LONDON WC2B5QF
ALASTAIR BELL, 8THACKERY CLOSE, LONDON SW19 4JL
ANGUS DODD, 13 REDGRAVE ROAD, LONDON SW15 1PX
CLIFFORD GRAUERS, 216 BLOSSOMFIELD ROAD, SOLIHULL B91 1NT

† 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

[illegible]

(c) something other than the above \$

The company is proposing to give financial assistance in connection with the acquisition of shares in the

~~XXXXXXXXXX~~ [company's holding company MORETHANHOTELS (NO 1) LIMITED

The assistance is for the purpose of [that acquisition] ~~(b)(3)(C)~~ ~~(b)(3)(D)~~ ~~(b)(3)(E)~~ ~~(b)(3)(F)~~ ~~(b)(3)(G)~~ ~~(b)(3)(H)~~ ~~(b)(3)(I)~~ ~~(b)(3)(J)~~ ~~(b)(3)(K)~~ ~~(b)(3)(L)~~ ~~(b)(3)(M)~~ ~~(b)(3)(N)~~ ~~(b)(3)(O)~~ ~~(b)(3)(P)~~ ~~(b)(3)(Q)~~ ~~(b)(3)(R)~~ ~~(b)(3)(S)~~ ~~(b)(3)(T)~~ ~~(b)(3)(U)~~ ~~(b)(3)(V)~~ ~~(b)(3)(W)~~ ~~(b)(3)(X)~~ ~~(b)(3)(Y)~~ ~~(b)(3)(Z)~~ ~~(b)(3)(aa)~~ ~~(b)(3)(ab)~~ ~~(b)(3)(ac)~~ ~~(b)(3)(ad)~~ ~~(b)(3)(ae)~~ ~~(b)(3)(af)~~ ~~(b)(3)(ag)~~ ~~(b)(3)(ah)~~ ~~(b)(3)(ai)~~ ~~(b)(3)(aj)~~ ~~(b)(3)(ak)~~ ~~(b)(3)(al)~~ ~~(b)(3)(am)~~ ~~(b)(3)(an)~~ ~~(b)(3)(ao)~~ ~~(b)(3)(ap)~~ ~~(b)(3)(aq)~~ ~~(b)(3)(ar)~~ ~~(b)(3)(as)~~ ~~(b)(3)(at)~~ ~~(b)(3)(au)~~ ~~(b)(3)(av)~~ ~~(b)(3)(aw)~~ ~~(b)(3)(ax)~~ ~~(b)(3)(ay)~~ ~~(b)(3)(az)~~ ~~(b)(3)(ba)~~ ~~(b)(3)(bb)~~ ~~(b)(3)(bc)~~ ~~(b)(3)(bd)~~ ~~(b)(3)(be)~~ ~~(b)(3)(bf)~~ ~~(b)(3)(bg)~~ ~~(b)(3)(bh)~~ ~~(b)(3)(bi)~~ ~~(b)(3)(bj)~~ ~~(b)(3)(bk)~~ ~~(b)(3)(bl)~~ ~~(b)(3)(bm)~~ ~~(b)(3)(bn)~~ 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The number and class of the shares acquired or to be acquired is 1000 A ORDINARY SHARES OF
£1.00 EACH AND 20000 B ORDINARY SHARES OF £0.01 EACH

Presenter's name address and
reference (if any)
Mayer Brown International LLP
11 Pilgrim Street
London
EC4V 6RW

LDE93
UK/37478077

For official Use
General Section

TUESDAY



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LY02AU1Q

23/10/2007

COMPANIES HOUSE

483

The assistance is to be given to (note 2) MORETHAN BIDCO LIMITED (REGISTERED NUMBER 6260079)
of CLARGES HOUSE, 6-12 CLARGES STREET, LONDON W1J 8AD

Please do not
write in this
margin

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

The assistance will take the form of

See Part I of the Schedule attached to this Form 155(6)a

The person who ~~XXXXXXXXXX~~ [will acquire] † the shares is

† delete as
appropriate

MORETHAN BIDCO LIMITED (REGISTERED NUMBER 6260079) of CLARGES HOUSE, 6-12 CLARGES
STREET, LONDON W1J 8AD

The principal terms on which the assistance will be given are

See Part II of the Schedule to this Form 155(6)a

The amount of cash to be transferred to the person assisted is £ Nil

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

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

**Please complete
legibly, preferably
in black type, or
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) [I/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)

[illegible]

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 11 PILGRIM STREET, LONDON

Declarants to sign below

Am Bey

on

Day	Month	Year
12	10	2007

before me

Michael Bloch MICHAEL BLOCH

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

J. de Chavigny
~~Secretary~~
 Apr 2nd

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



BDO Stoy Hayward LLP
Corporate Finance

Connaught House Alexandra Terrace
Guildford Surrey GU1 3DA
Telephone +44 (0)1483 401401
Facsimile +44 (0)1483 401399
Web site www.bdo.co.uk

The Directors
Morethanhotels (Birmingham) Limited
Clarges House
6-12 Clarges Street
London
W1J 8AD

12 October 2007

Our ref 12732/DEH/FA102_MTH
Birmingham_re MTH No1

Dear Sirs

Independent auditors' report to the directors of Morethanhotels (Birmingham) Limited (the "Company") pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of the Company dated 12 October 2007 in connection with the proposal that the Company should give financial assistance for the purchase of the entire ordinary share capital of the Company's holding company, Morethanhotels (No 1) Limited

Our report has been prepared pursuant to the requirements of section 156(4) of the Companies Act 1985 and for no other purpose. No person is entitled to rely on this report unless such a person is a person entitled to rely upon this report by virtue of and for the purpose of section 156(4) of the Companies Act 1985 or has been expressly authorised to do so by our prior written consent. Save as above, we do not accept responsibility for this report to any other person or for any other purpose and we hereby expressly disclaim any and all such liability.

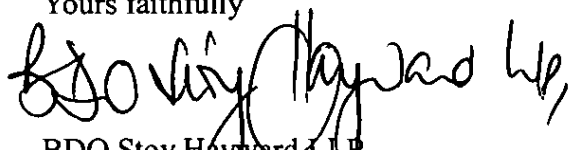
Basis of opinion

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.

Yours faithfully



BDO Stoy Hayward LLP
Chartered Accountants and Registered Auditors

12732/DEH/FA102_MTH Birmingham_re MTH No1
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