

Declaration in relation to assistance for the acquisition of shares.

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

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03479641

Name of company

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

* Ingram Hotels (Birmingham) Limited

*Insert full name of company

I/We† Usama Ahmed Dessoky of
5 Rudgwick Terrace, 20 Avenue Road, London NW8 6BR

†Insert name(s) and address(es) of all the directors

§ 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) something other than the above ‡

The company is proposing to give financial assistance in connection with the acquisition of shares in the ~~company~~ [company's holding company] § Ingram Holdings Limited

‡

The assistance is for the purpose of [that acquisition] ~~reducing or discharging liability incurred for the purpose of that acquisition~~.

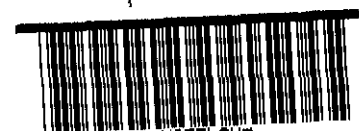
The number and class of the shares acquired or to be acquired is: 250,000 Ordinary Shares of £1.00 each in Ingram Holdings Limited

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

DFM Beckman
33 Welbeck Street
London W1G 8LX

For official use
General Section

Post room



AD4
COMPANIES HOUSE

Q130
17/05/03

The assistance is to be given to: (note 2)

Tamarind Business Limited, PO Box 31621, Woodbourne Hall, Road Town, Tortola,
British Virgin Islands

Please do not
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this margin

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

The assistance will take the form of:

See Appendix 1

The person who ~~has acquired~~ [will acquire]* the shares is:

Tamarind Business Limited, PO Box 31621, Woodbourne Hall, Road Town, Tortola,
British Virgin Islands

*Delete as
appropriate

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

See Appendix 2

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

8th May 2003

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

I/~~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)
- (b) ~~It is intended to commence the winding up of the company within 12 months of that date, and I/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 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

100 FETTER LANE
LONDON EC4A 1BN

Declarants to sign below

Day Month Year
on 08 05 2003

before me

ANN MARIE GALVIN

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 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

**APPENDIX FOR FORM 155(6)A TO BE GIVEN IN RESPECT OF
INGRAM HOTELS (BIRMINGHAM) LIMITED**

APPENDIX 1

The execution by Ingram Hotels (Birmingham) Limited of the following as the same may be amended, varied supplemented or substituted from time to time:

1. a cross-guarantee (the "**Cross-Guarantee**") to be given by Westcott International Limited (1), Tamarind Business Limited (2), Foremost Hotels (Bristol) Limited (3), Ingram Holdings Limited (4), Ingram Hotels Limited (5), Ingram Hotels (Birmingham) Limited (6) and Ingram (Stafford) Limited (7) to the Bank of Scotland (the "**Bank**").
2. a debenture (the "**Debenture**") to be given by Ingram Hotels (Birmingham) Limited to the Bank.
3. a legal charge (the "**Legal Charge**") to be given by Ingram Hotels (Birmingham) Limited to the Bank.

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APPENDIX 2

- 1 Under the terms of the Cross-Guarantee, Ingram Hotels (Birmingham) Limited jointly and severally unconditionally guarantees to the Bank without limit the payment and discharge on demand of all moneys, liabilities and obligations of Westcott International Limited, Tamarind Business Limited, Foremost Hotels (Bristol) Limited, Ingram Holdings Limited, Ingram Hotels Limited, Ingram Hotels (Birmingham) Limited and Ingram Hotels (Stafford) Limited from time to time owing to the Bank.
- 2 Under the terms of the Debenture, Ingram Hotels (Birmingham) Limited, inter alia, charges all of its assets and undertakings including any uncalled share capital in Ingram Hotels (Birmingham) Limited as security to the Bank for the performance of the obligations set out in paragraph 1 above.
- 3 Under the terms of the Legal Charge, Ingram Hotels (Birmingham) Limited charges to the Bank all of its legal interest in the property owned by Ingram Hotels (Birmingham) Limited and known as Express by Holiday Inn, Bickenhall Parkway, Birmingham B40 1QA as security for the performance of the obligations set out in paragraph 1 above.

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A. M. L.

Your Reference:

Our Reference: 44/44/40447

St. Paul's House
Warwick Lane
London
EC4P 4BN

Tel: 020 7334 9191
Fax: 020 7248 3408
DX: 15 London

www.moorestephens.co.uk

8th May 2003

PRIVATE AND CONFIDENTIAL

The Directors,
Ingram Hotels (Birmingham) Limited,
Boscable,
Sweetwater Lane,
Wormley,
Godalming
Surrey GU8 5JJ

Dear Sirs,

**REPORT OF THE AUDITORS TO THE DIRECTORS OF INGRAM HOTELS (BIRMINGHAM) LIMITED
("THE COMPANY") PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985 ("THE ACT")**

We have examined the attached statutory declaration of the directors dated 8th May 2003 in connection with the proposal that the Company should give financial assistance for the purpose of the acquisition of the entire issued share capital of the Company's ultimate holding company, Ingram Holdings Limited.

Basis of opinion

We have enquired into the state of the Company's affairs in order to review the basis 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 Act is unreasonable in all the circumstances.



Moore Stephens
Registered Auditors

A04
COMPANIES HOUSE

MANIFGL0UW

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17/05/03

A list of partners is
available at the above
address

Registered to carry
on audit work by the
Institute of Chartered
Accountants in
England and Wales
and authorised by
the Financial Services
Authority for
investment business

A member firm of
Moore Stephens
International Limited
- members in principal
cities throughout
the world