

Declaration by the directors of a holding company in relation to assistance for the acquisition of shares

155(6)b

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

5893844

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

Name of company

* MREF HOTELS ONE LIMITED

* insert full name
of company

XWe ø Marc Gilbard of Birchetts, Crocknorth Road, East Horsley, Surrey KT24
5TG

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

Graham Stanley of 11 Foxwood, Burwood Road, Walton on Thames, Surrey
KT12 4BS

Graham Sidwell of 1 Stanley Mansions, Park Walk, London SW10 0AG

† delete as appropriate

~~XXXXXX~~ [all the directors] † of the above company (hereinafter called 'this company') do solemnly and sincerely declare that

§ delete whichever
is inappropriate

The business of this company is

[illegible]

(b) Not a person at interest under section 304.4 of the Insurance Company Act of 1982 in any of the insurance businesses in the United Kingdom.

(c) something other than the above §

This company is ~~NOT~~ [a] holding company of* MREF Hotels Three Limited

which is

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

in ~~XXXXXXXXXX~~ MREF HOTELS ONE LIMITED (COMPANY NUMBER 5893844)

Presenter's name address and reference (if any)

Herbert Smith LLP
Exchange House
Primrose Street
London
EC2A 2HS

2321/6507

For official Use
General Section

Post room

THURSDAY



AK11 URRS

A33

02/08/2007

752

COMPANIES HOUSE

The assistance is for the purpose of ~~XXXXXX~~ [reducing or discharging a liability incurred for the purpose of that acquisition] † (note 1)

Please do not write in this margin

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

The number and class of the shares acquired or to be acquired is 1 Ordinary Share of £1.00

The assistance is to be given to (note 2) MREF HOTELS HOLDINGS LIMITED
(Company Number 94156) of Whiteley Chambers, Don Street, St Helier, Jersey JE4 9WG and MREF HOTELS LIMITED (Company Number 95630) of Whiteley Chambers, Don Street, St Helier, Jersey JE4 9WG

The assistance will take the form of

Consideration for the transfer of shares in the Companies (as defined in Appendix 1 of the Continuation Sheet) by MREF Hotels Three Limited (Company Number SC141209) to MREF Hotels Holdings Limited is to be left outstanding as an inter-company balance.

The person who [has acquired] ~~XXXXXX~~ † the shares is
MREF HOTELS LIMITED

† delete as appropriate

The principal terms on which the assistance will be given are

Under the terms of the share sale and purchase agreement proposed to be entered into, MREF Hotels Three Limited is to transfer all of the shares in the capital of the Companies (as defined in Appendix 1 of the Continuation Sheet) to MREF Hotels Holdings Limited for a price equal to the net book value of the Companies and such consideration shall be left outstanding as an unsecured loan, repayable on demand made by the vendor. The net book value is to be confirmed after the date of transfer.

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is nil

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 £

£3408931

(approx) UNA

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

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

~~X~~We have formed the opinion, as regards this 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) ~~If~~We have formed the opinion that this company will be able to pay its debts as they fall due during the year immediately following that date]* (note 3)

delete either (a) or
(b) as appropriate

[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

Nightingale House,
65 Corzon Street
London W1J 8PE

Declarants to sign below

Day Month Year

on

20	07	20	07
----	----	----	----

before me

CHARLES GERARD

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

Shicita

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
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB**

CMA

APPENDIX 1

1. COMPANIES

- 1 1 1 Ardoe House Hotel Limited (Company Number 06013545)
 - 1 1 2 Allbrighton Hall Hotel Limited (Company Number 06013727)
 - 1 1 3 Dunkenhagh Hotel Clayton-le-Moors (Company Number 06013656)
 - 1 1 4 Last Drop Village Limited (Company Number 0601519)
 - 1 1 5 Norton Grange Hotel Limited (Company Number 06013745)
 - 1 1 6 Holland House Hotels (Cardiff) Limited (Company Number 04607925)
- (together the "**Companies**").

Grant Thornton UK LLP
Chartered Accountants
UK member of
Grant Thornton International

20 July 2007

Our ref PB/SH

The Board of Directors
MREF Hotels One Limited
Nightingale House
65 Curzon Street
London
W1J 8PE

Dear Sirs

**Auditor's report to the directors of MREF Hotels One Limited pursuant to
Section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors of MREF Hotels One Limited ('the Company') dated 20 July 2007 in connection with the proposal that the Company's subsidiary MREF Hotels Three Limited, should give financial assistance in connection with the acquisition of shares in the Company

Basis of the opinion

We have inquired into the state of the Company's affairs in order to review the bases for 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



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