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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 letteringTo the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

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2757991

Name of company

* 5 STAR CASES LIMITED

Note
Please read the notes
on page 3 before
completing this form* insert full name
of companyWe ~~do~~ JAMES CHARLES WILLIS of Mill House, Leverington Common, Wisbech, Cambridgeshire
PE13 5BP and KEITH ROBERT SYKES of Hollycroft Road, Emneth, Wisbech, Cambridgeshire
PE14 8AYØ 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]

Limited†

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

The number and class of the shares acquired or to be acquired is 950 ordinary £1 shares

Presenter's name address and
reference (if any)Metcalfe Copeman & Pettefar
8 York Row
Wisbech
Cambridgeshire
PE13 1EFFor official Use (02/06)
General Section

Post room

TUESDAY



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A2OLLYPT

08/04/2008

COMPANIES HOUSE

101

The assistance is to be given to (note 2) 5 STAR GROUP HOLDINGS LIMITED (Company Number 6521090) of 12/13 the Crescent, Wisbech, Cambridgeshire PE13 1EP

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

The assistance will take the form of

- 1 The Company entering into a confidential discounting agreement with Barclays Bank PLC (the "Sales Ledger Finance Agreement").
- 2 The Company entering into a cross guarantee and debenture in favour of Barclays Bank PLC (the "Cross Guarantee and Debenture")

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

† delete as appropriate

5 STAR GROUP HOLDINGS LIMITED

The principal terms on which the assistance will be given are

- 1 Under the Sales Ledger Finance Agreement Barclays Bank PLC will purchase the Approved Debts of the Company at an Early Payment Percentage of 85% with an Early Payment Ceiling of £500,000 and subject to a Discount of 2 50% plus Base Rate. All Capitalised Terms have the meaning set out in the Sales Ledger Finance Agreement
- 2 Under the terms of the Cross Guarantee and Debenture the Company and 5 Star Group Holding Limited (each "a Group Member") guarantees the liabilities of each Group Member to Barclays Bank PLC and grants fixed and floating charges over all the assets securing all monies and liabilities now or in the future due owing or incurred by the Company to Barclays Bank PLC

The amount of cash to be transferred to the person assisted is £ 150,000 00

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 03 APRIL 2008

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this margin

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legibly, preferably
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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 15 SOUTH BRANK
WISBOM CAMPS ROAD LIL

Declarants to sign below

Day Month Year
on 03042008

before me I. S. Coome

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

I. S. Coome

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

DX 33050 Cardiff

or, for companies registered in Scotland -

The Registrar of Companies
37 Castle Terrace
Edinburgh
EH1 2EB

DX 235 Edinburgh

or LP-4 Edinburgh 2

**REPORT OF THE INDEPENDENT AUDITOR TO THE DIRECTORS OF
5 STAR CASES LIMITED PURSUANT TO SECTION 156(4) OF THE
COMPANIES ACT 1985**

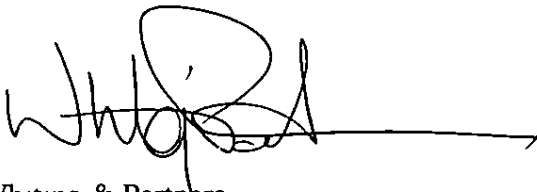
We report on the attached statutory declaration of the directors dated 3 April 2008, prepared pursuant to the Companies Act 1985, in connection with the proposal that the company should give financial assistance for the purchase of 950 of the company's ordinary shares

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 statutory declaration as to any of the matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances

A handwritten signature in black ink, consisting of a large, stylized 'W' followed by a horizontal line extending to the right.

Whiting & Partners
Chartered Accountants and Registered Auditor
12/13 The Crescent
Wisbech
Cambridgeshire
PE13 1EH

3 April 2008