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COMPANIES FORM No. 155(6)(a)

Declaration in relation to assistance for the acquisition of shares

155(6)a

CHFP021

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

--	--	--

SC154623

Name of company

SLAK PROPERTIES LIMITED (THE "COMPANY")

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

* insert full name of company

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

X/We Ø SIMON HOWARD LITTLEJOHN, RESIDING AT BROADFORD HOUSE, OCHTERTYRE,

STIRLING FK9 4UN AND ALEXANDER JASON KNIGHT, RESIDING AT 14 SUTHERLAND

AVENUE, POLLOKSHIELDS, GLASGOW G41 4JH

† delete as appropriate

§ delete whichever is inappropriate

~~the sole director~~ [all the directors]† of the above company do solemnly and sincerely declare that

The business of the company is

~~(a) that of a recognised bank licensed to operate under the Banking Act 1979~~ xx

~~(b) that of a person authorised under section 60 of the Insurance Companies Act 1982 to carry on~~ xx

~~insurance business in the United Kingdom~~ x

(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 10,000 FULLY PAID ORDINARY SHARES OF £1 EACH (THE "ACQUISITION")

Presenter's name address and reference (if any)

ANDERSON STRATHERN LLP
24 BLYTHSWOOD SQUARE
GLASGOW G2 4BG

REF DJH LN SLA0024 0267

For official Use (02/06)

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THURSDAY



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SCT

27/03/2008

816

COMPANIES HOUSE

The assistance is to be given to (note 2) SLAK HOLDINGS LIMITED (CO NO SC336286), WHOSE
REGISTERED OFFICE IS AT MACFARLANE GRAY HOUSE, CASTLECRAIG BUSINESS PARK,
SPRINGBANK ROAD, STIRLING FK7 7WT (THE "PURCHASER")

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

an Unlimited Inter-Company Guarantee

The person who ~~has acquired~~ [†]will acquire the share is
THE PURCHASER

† delete as
appropriate

The principal terms on which the assistance will be given are

SEE CONTINUATION SHEET

The amount of cash to be transferred to the person assisted is £ 0.00

The value of any asset to be transferred to the person assisted is £ 0.00

The date on which the assistance is to be given is [WITHIN 8 WEEKS OF THE DATE HEREOF]

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

~~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)

~~(b) [I/we intended to commence the winding up of the company within 12 months of the 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 ~~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 GLASGOW

on

Day	Month	Year
19	03	2008

before me [Signature]
A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths

Declarants to sign below

[Signature] SL
[Signature] AK

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

CONTINUATION SHEET TO FORM 155(6)(a)
SLAK PROPERTIES LIMITED (the "Company")
(Company no. SC154623)

This is the Continuation Sheet to the declaration in the Form 155(6)(a) made by the directors of the Company on March 2008 in respect of financial assistance to be given by the Company to Slak Holdings Limited (Company no SC336286) (the "**Purchaser**") for the purpose of the acquisition of the entire issued share capital of the Company by the Purchaser (the "Acquisition")

The principal terms on which the financial assistance will be given are as follows

- 1 Under the terms of the Guarantee, the Company, Slak Properties Limited, The Doll's House Restaurant (St Andrews) Limited, La Posada (St Andrews) Limited and River House (Stirling) Limited, inter alia
 - 1 1 guarantee the payment or discharge one another's debts,
 - 1 2 indemnify the Bank against all costs, losses or liabilities resulting from the failure by any Principal to make due and punctual payment of the debts resulting from any of the debts becoming void, unenforceable or ineffective against any Principal, and
 - 1 3 agree that all sums of money which may not be recoverable from the Principals for whatever reasons shall be recoverable from the Company as sole or principal debtor

SL
AK

THURSDAY

COMPANIES HOUSE

231/233 St Vincent Street
Glasgow
G2 5QY

Tel +44 (0) 141 227 4700

Fax +44 (0) 141 227 4701

Email glasgow@hwca.com

Website www.hwca.com

STRICTLY PRIVATE AND CONFIDENTIAL

The Directors

Slak Properties Limited

Unit 11, RFL House

Anderson Street

Dunblane

FK15 6AJ

19 March 2008

Our Ref RG/KZ/S227

REPORT BY THE AUDITORS OF SLAK PROPERTIES LIMITED ("THE COMPANY") TO THE DIRECTORS REGARDING THE NET ASSETS OF THE COMPANY

This report is given in connection with the proposed arrangement whereby the Company will give financial assistance for the acquisition of the ordinary shares in the Company by Slak Holdings Limited particulars of which are given in the statutory declaration made today by the directors of the Company pursuant to the section 155(6) of the Companies Act 1985 (the Act)

The purpose of this report is to assist the Directors in considering whether the proposed arrangements are permitted under section 155(2) of the Companies Act 1985, and it is not intended to be used, quoted or referred to for any other purpose

We have examined

(i) the Accounting Records of the Company and made such further enquiries to the extent that we require for the purposes of this report, and

(ii) the Board Memorandum dated the same date as this letter (a copy of which is attached and initialled by us for the purpose of identification) for which the directors of the Company are solely responsible, and have enquired into the Company's state of affairs so far as necessary for us to review the bases for the Board Memorandum. Our enquiry did not constitute an audit under the provisions of the Companies Act 1985

We confirm that

(i) as at the close of business on 18 March 2008 the aggregate of the Company's assets, as stated in its accounting records, exceeded the aggregate of its liabilities as so stated, and

HW Chartered Accountants is the trading name of Haines Watts Glasgow Limited

Chairman E D McGhee CA FInstD Directors J Devlin CA D A Jones MA CTA R J Gibson BAcc CA CF, A S Minifie FCA

Associates E E A Lambie ACMA A Carss BA CA CTA

Registered in Scotland No SC264442

An Independent Member of HW International



(ii) the giving of such financial assistance as at the date hereof will reduce the net assets of the Company. The reduction in net assets is less than the available distributable reserves and therefore the aggregate of the Company's assets will be in excess of the aggregate of its liabilities as so stated.

We are not aware of anything to indicate that the opinion expressed in paragraph 2 of the Net Asset Confirmation is unreasonable in all the circumstances.

A handwritten signature in black ink, appearing to read 'Michael Amundson'.

HW Chartered Accountants
Registered Auditors

G

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COMPANIES FORM No. 155(6)b

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

SC154623

Name of company

* SLAK PROPERTIES LIMITED (THE "COMPANY")

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

* insert full name
of company

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

X/We Ø SIMON HOWARD LITTLEJOHN, RESIDING AT BROADFORD HOUSE, OCHTERTYRE,
STIRLING FK9 4UN, AND ALEXANDER JASON KNIGHT, RESIDING AT 14 SUTHERLAND
AVENUE, POLLOKSHIELDS, GLASGOW G41 4JH

† delete as
appropriate

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

§ delete whichever
is inappropriate

The business of the company is

- (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 [the] [x] holding company of* LA POSADA (ST ANDREWS) LIMITED (COMPANY NO
SC203419) which is

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

in [this company] [the holding company of this company]†

Presenter's name address and
reference (if any)

ANDERSON STRATHERN LLP
24 BLYTHSWOOD SQUARE
GLASGOW G2 4BG

REF: DJH LN.SLA0024.0267

For official Use
General Section

THURSDAY

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SCT 27/03/2008 811
COMPANIES HOUSE

The assistance is for the purpose of [that acquisition] ~~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 10,000 ORDINARY SHARES OF £1
EACH (THE "ACQUISITION")

The assistance is to be given to (note 2) SLAK HOLDINGS LIMITED (COMPANY NO SC336286) (THE
"PURCHASER")

The assistance will take the form of

an Unlimited Inter-Company Guarantee (the "Guarantee")

The person who ~~has acquired~~ [will acquire] † the shares is
THE PURCHASER

† delete as
appropriate

The principal terms on which the assistance will be given are

SEE CONTINUATION SHEET

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 £ 0 00

The value of any asset to be transferred to the person assisted is £ 0 00

Please do not
write in
this margin

The date on which the assistance is to be given is [WITHIN 8 WEEKS OF THE DATE HEREOF]

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

I/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)

* delete either (a) or
(b) as appropriate

(a) [I/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)

~~(b) [It is intended to commence the winding up of this company within 12 months of that date and I/we have formed the opinion that this company will be able to pay its debts as they fall due 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 GLASGOW

Declarants to sign below

on

Day	Month	Year
19	03	2008

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

SL
AK

NOTES

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DX 33050 Cardiff

or, for companies registered in Scotland

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DX 235 Edinburgh

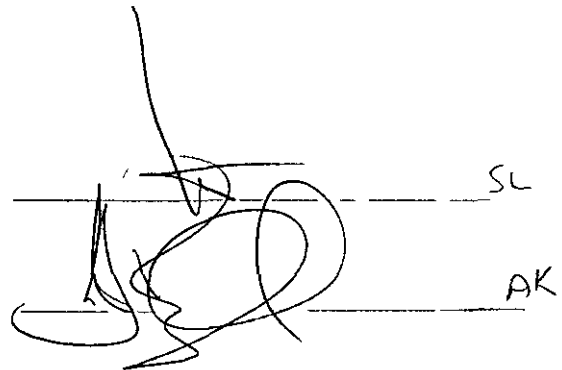
or LP-4 Edinburgh 2

CONTINUATION SHEET TO FORM 155(6)(b)
SLAK PROPERTIES LIMITED (the "Company")
(Company no SC154623)

This is the Continuation Sheet to the declaration in the Form 155(6)(b) made by the directors of the Company on March 2008 in respect of financial assistance to be given by La Posada (St Andrews) Limited (Company no SC203419) to Slak Holdings Limited (Company no SC336286) (the "**Purchaser**") for the purpose of the acquisition of the entire issued share capital of the Company by the Purchaser (the "**Acquisition**")

The principal terms on which the financial assistance will be given are as follows

- 1 Under the terms of the Guarantee, the Company, Slak Holdings Limited, The Doll's House Restaurant (St Andrews) Limited, La Posada (St Andrews) Limited and River House (Stirling) Limited, inter alia:
 - 1 1 guarantee the payment or discharge one another's debts,
 - 1 2 indemnify the Bank against all costs, losses or liabilities resulting from the failure by any Principal to make due and punctual payment of the debts resulting from any of the debts becoming void, unenforceable or ineffective against any Principal, and
 - 1 3 agree that all sums of money which may not be recoverable from the Principals for whatever reasons shall be recoverable from the Company as sole or principal debtor



Handwritten signature and initials. The signature is written over two horizontal lines. To the right of the signature, the initials "SL" are written above the top line and "AK" are written below the bottom line.

G

CHFP021

Please do not
write in
this margin

COMPANIES FORM No. 155(6)b

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

155(6)b

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

SC154623

Name of company

* SLAK PROPERTIES LIMITED (THE "COMPANY")

Note
Please read the notes
on page 3 before
completing this form* insert full name
of companyØ insert name(s) and
address(es) of all
the directors

~~We~~ Ø SIMON HOWARD LITTLEJOHN, RESIDING AT BROADFORD HOUSE, OCHTERTYRE,
STIRLING FK9 4UN, AND ALEXANDER JASON KNIGHT, RESIDING AT 14 SUTHERLAND
AVENUE, POLLOKSHIELDS, GLASGOW G41 4JH

† delete as
appropriate

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

§ delete whichever
is inappropriate

The business of the company is

- ~~(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 [the] [X] holding company of THE DOLL'S HOUSE RESTAURANT (ST.
ANDREWS) LIMITED (COMPANY NO SC155109) which is
proposing to give financial assistance in connection with the acquisition of shares
in [this company] the holding company of this company†

Presenter's name address and
reference (if any)ANDERSON STRATHERN LLP
24 BLYTHSWOOD SQUARE
GLASGOW G2 4BG

REF. DJH.LN.SLA0024.0267

For official Use
General Section

THURSDAY

SCT

27/03/2008

COMPANIES HOUSE

810

The assistance is for the purpose of [that acquisition]~~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 10,000 ORDINARY SHARES OF £1
EACH (THE "ACQUISITION")

The assistance is to be given to (note 2) SLAK HOLDINGS LIMITED (COMPANY NO SC336286) (THE
"PURCHASER")

The assistance will take the form of

an Unlimited Inter-Company Guarantee (the "Guarantee")

The person who ~~has acquired~~ [will acquire] † the shares is
THE PURCHASER

† delete as
appropriate

The principal terms on which the assistance will be given are

SEE CONTINUATION SHEET

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 £ 0 00

The value of any asset to be transferred to the person assisted is £ 0 00

Please do not
write in
this margin

The date on which the assistance is to be given is [WITHIN 8 WEEKS OF THE DATE HEREOF]

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

I/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)

* delete either (a) or
(b) as appropriate

(a) [I/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)

~~(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 this 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 GLASGOW

Declarants to sign below

on Day Month Year
1 9 0 3 2 0 0 8

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

SL
AK

NOTES

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DX 235 Edinburgh

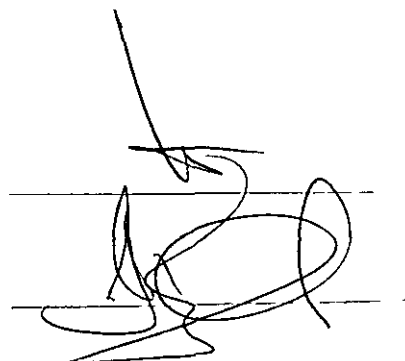
or LP-4 Edinburgh 2

CONTINUATION SHEET TO FORM 155(6)(b)
SLAK PROPERTIES LIMITED (the "Company")
(Company no. SC154623)

This is the Continuation Sheet to the declaration in the Form 155(6)(b) made by the directors of the Company on March 2008 in respect of financial assistance to be given by The Doll's House Restaurant (St Andrews) Limited (Company no SC155109) to Slak Holdings Limited (Company no SC336286) (the "**Purchaser**") for the purpose of the acquisition of the entire issued share capital of the Company by the Purchaser (the "Acquisition")

The principal terms on which the financial assistance will be given are as follows

- 1 Under the terms of the Guarantee, the Company, Slak Holdings Limited, The Doll's House Restaurant (St Andrews) Limited, La Posada (St Andrews) Limited and River House (Stirling) Limited, inter alia
 - 1 1 guarantee the payment or discharge one another's debts,
 - 1 2 indemnify the Bank against all costs, losses or liabilities resulting from the failure by any Principal to make due and punctual payment of the debts resulting from any of the debts becoming void, unenforceable or ineffective against any Principal, and
 - 1 3 agree that all sums of money which may not be recoverable from the Principals for whatever reasons shall be recoverable from the Company as sole or principal debtor

A large, stylized handwritten signature in black ink, appearing to be 'SLAK', written over two horizontal lines.

SL
AK

G

CHFP021

Please do not
write in
this marginPlease complete
legibly, preferably
in black type, or
bold block letteringNote
Please read the notes
on page 3 before
completing this form* insert full name
of companyØ insert name(s) and
address(es) of all
the directors† delete as
appropriate§ delete whichever
is inappropriate

COMPANIES FORM No. 155(6)b

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

155(6)b

Pursuant to section 155(6) of the Companies Act 1985

To the Registrar of Companies
(Address overleaf Note 5)

For official use

Company number

SC154623

Name of company

* SLAK PROPERTIES LIMITED (THE "COMPANY")

† We Ø SIMON HOWARD LITTLEJOHN, RESIDING AT BROADFORD HOUSE, OCHTERTYRE,
STIRLING FK9 4UN, AND ALEXANDER JASON KNIGHT, RESIDING AT 14 SUTHERLAND
AVENUE, POLLOKSHIELDS, GLASGOW G41 4JH

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

The business of the company is

- (a) ~~that of a recognised bank licensed institution within the meaning of the Banking Act 1979~~
~~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 [the]† holding company of * RIVER HOUSE (STIRLING) LIMITED (COMPANY NO
SC227826) which is

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

in [this company]†

~~the holding company of this company~~†Presenter's name address and
reference (if any)ANDERSON STRATHERN LLP
24 BLYTHSWOOD SQUARE
GLASGOW G2 4BG

REF DJH LN SLA0024.0267

For official Use (02/06)
General Section

Post room

THURSDAY

SCT

27/03/2008

COMPANIES HOUSE

812

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

Please do not
write in
this margin

The number and class of the shares acquired or to be acquired is 10,000 ORDINARY SHARES OF £1
EACH (THE "ACQUISITION")

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

The assistance is to be given to (note 2) SLAK HOLDINGS LIMITED (COMPANY NO SC336286) (THE
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The assistance will take the form of

an Unlimited Inter-Company Guarantee (the "Guarantee")

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† delete as
appropriate

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SEE CONTINUATION SHEET

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by giving it is NIL

The amount of cash to be transferred to the person assisted is £ 0 00

The value of any asset to be transferred to the person assisted is £ 0 00

Please do not
write in
this margin

The date on which the assistance is to be given is [WITHIN 8 WEEKS OF THE DATE HEREOF]

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

I/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)

* delete either (a) or
(b) as appropriate

(a) [I/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)

~~(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 this 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 Glasgow

Declarants to sign below

on

Day	Month	Year
19	03	2008

before me DAVID HUSKIN
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

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DX 33050 Cardiff

or, for companies registered in Scotland

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Edinburgh
EH1 2EB

DX 235 Edinburgh

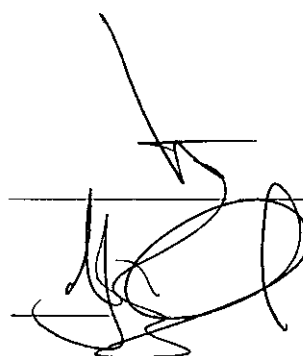
or LP-4 Edinburgh 2

CONTINUATION SHEET TO FORM 155(6)(b)
SLAK PROPERTIES LIMITED (the "Company")
(Company no. SC154623)

This is the Continuation Sheet to the declaration in the Form 155(6)(b) made by the directors of the Company on March 2008 in respect of financial assistance to be given by River House (Stirling) Limited (Company no SC227826) to Slak Holdings Limited (Company no SC336286) (the "**Purchaser**") for the purpose of the acquisition of the entire issued share capital of the Company by the Purchaser (the "**Acquisition**")

The principal terms on which the financial assistance will be given are as follows

- 1 Under the terms of the Guarantee, the Company, Slak Holdings Limited, The Doll's House Restaurant (St Andrews) Limited, La Posada (St Andrews) Limited and River House (Stirling) Limited, inter alia
 - 1 1 guarantee the payment or discharge one another's debts,
 - 1 2 indemnify the Bank against all costs, losses or liabilities resulting from the failure by any Principal to make due and punctual payment of the debts resulting from any of the debts becoming void, unenforceable or ineffective against any Principal, and
 - 1 3 agree that all sums of money which may not be recoverable from the Principals for whatever reasons shall be recoverable from the Company as sole or principal debtor



SC

AK