

G

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

Persuant 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

For official use

Company number

[] [] [] []

1355923

Name of company

• Nestor Medical Services Limited

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

* insert full name
of company

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

We ~~of~~ Jennifer Priestley of 48 Coniger Road, Londno SW6 3TA
Richard D C Vaughan of 58 Peterborough Road, London SW6 3EB
David Torbett of 11 Martingale Road, Billericay, Essex, CM11 1SG
and Susan K Beaumont of Danehurst, Jerico Farm House,
Yarnton Road, Cassington, Oxon OX8 1EB

† 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 this 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§

This company is ~~(the)~~ [the] holding company of* Nestor Nursing Homes Limited
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):

For official Use
General Section

Post room



AFHRS2LY

RECEIPT DATE: 02/07/94

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 on
this margin

Please complete
legibly, preferably
in block type, or
bold block letter

The number and class of the shares acquired or to be acquired is: 200 Ordinary Shares
of £1 each

The assistance is to be given to: (note 2) Breamco 116 Limited whose registered
office is at 16 Bedford Street, London WC2E 9HF
("Breamco")

The assistance will take the form of:

Nestor Nursing Homes Limited will enter into the following:-

1. A guarantee ("the Guarantee") in favour of Midland Bank plc ("Midland")
2. A first fixed and floating charge over the undertaking, property and assets of Nestor Nursing Homes Limited in favour of Midland ("the Debenture")
3. First legal charges over Nestor Nursing Homes Limited's properties known as Unsted Park Hospital, Munstead Heath, Nr Godalming, Surrey, TU7 1UW, and Thames Bank Nursing Home, Thames Road, Goring-on-Thames, Nr Reading, Oxfordshire, RG8 9AH ("the Charges").

The person who ~~(has acquired)~~ (will acquire) † the shares is:

Breamco 116 Limited

† delete as
appropriate

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

1. The Guarantee, inter alia, guarantees the due and punctual payment of all sums which may at any time be owing by Breamco to Midland, including all sums expressed to be payable by Breamco to Midland pursuant to the facility agreement entered into between those parties on 18th May 1994.
2. The debenture, inter alia, secures all sums for which Nestor Nursing Homes Limited would be from time to time indebted or liable under or in connection with the Guarantee. 3. The Charges, inter alia, secure all sums for which Nestor Nursing Homes Limited would be liable under or in connection with the Guarantee and the Debenture.

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 £ NIL

KPMG Peat Marwick

PO Box 885
8 Salisbury Square
London EC4Y 8BB

Telephone 071 236 8000
Telex 8811541 KPMGLO G
Telefax 071 832 8808
DX 38050 Blacklins

The Directors
Nestor Medical Services Limited
15 Southampton Place
LONDON
WC1A 2BU

17 June 1994

Dear Sirs and Madams

Auditors' report to the directors of Nestor Medical Services Limited pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors dated 17 June 1994 in connection with the proposal that Nestor Nursing Homes Limited, of which this company is a holding company, should give financial assistance for the purchase of 200 of this company's ordinary shares. We have enquired into the state of the company's affairs so far as necessary for us to review the bases for the statutory declaration.

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters in Section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully

KPMG Peat Marwick

KPMG Peat Marwick



AFHRT2LZ

A261RECEIPT DATE: 02/07/94



Member F.R.S.A.
A United Kingdom Chartered Accountant

King Charles Academy on a voluntary basis and under the terms of a trust deed for the benefit of the members of the Academy and their families.

The address for the purposes of Section 4 (Business Name) Act 1985 is 1 Finsbury Court, Blacklins, London EC4Y 8BB. The company is a limited liability company.

These do not
go in
the margin

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

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

The date on which the assistance is to be given is 17th June

19 91

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)

(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 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 65 Fleet Street, London EC4

the 17th day of June
one thousand nine hundred and ninety-one

before me S. C. [Signature] N.D. [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]
[Signature]
Jeifer Riet
J. PRIESTLEY
[Signature]
D. TARBET
Kenneth Bayham
R.D.C. VAUGHAN

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.