

# G

## COMPANIES FORM No. 155(6)a

### Declaration in relation to assistance for the acquisition of shares

# 155(6)a

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

For official use

Company number

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1784060

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

Name of company

\* RETIREMENT CARE (BH) LIMITED

\*Insert full name of company

X/Wet Brian Leader Cramer of 1 Hartsbourne Avenue, Bushey Heath,  
Herts WD2 1LP

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

and Michael Kaufman of 7 Needham Road, London W11

§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 its holding company, Retirement Care Group 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: 125,000 ordinary shares of £1 each, 198,560 preference shares of £1 each and 26,424 ordinary deferred shares of 1p each

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

FORSYTE KERMAN  
79 New Cavendish Street  
London W1M 8AQ  
071-637 8566  
Ref: G24

For official use

General Section

Post room



A25 \*A293S6ZI\* 90  
COMPANIES HOUSE 07/12/94

The assistance is to be given to: (note 2) R C (Holdings) Limited, 79 New Cavendish Street, London W1M 8AQ

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:

Please see Attachment A

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

R C (Holdings) Limited, 79 New Cavendish Street, London W1M 8AQ

\*Delete as appropriate

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

Please see Attachment B

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 £ N/A

The date on which the assistance is to be given is not later than 5 DECEMBER 19 94

Please do not  
write in  
this margin

Please complete  
legibly, preferably  
in black type, or  
bold black 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 79 New Cavendish Street  
London W1M 8AQ

the 25<sup>th</sup> day of November

One thousand nine hundred and 94

before me C. Shelley

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

M. C. M.  
J. L. C.

## 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.

# Touche Ross



## Chartered Accountants

Touche Ross & Co.  
Hill House  
1 Little New Street  
London EC4A 3TR

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LDE: DX 599

### Auditors' Report to the Directors of Retirement Care (BH) Limited ("the Company") pursuant to Section 156(4) of the Companies Act 1985.

We have examined the attached statutory declaration of the directors dated 25 November 1994 in connection with the proposal that the Company should give financial assistance for the purchase of the entire share capital of Retirement Care Group Limited.

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

Chartered Accountants and Registered Auditors

25 November 1994



**Deloitte Touche  
Tohmatsu  
International**

Aberdeen, Bath, Belfast, Birmingham, Bournemouth, Bracknell, Bristol, Cambridge, Cardiff, Crawley, Dartford, Edinburgh, Glasgow, Leeds, Leicester, Liverpool, London, Manchester, Milton Keynes, Newcastle upon Tyne, Nottingham and Southampton

Principal place of business at which a list of partners' names is available.  
Stonemitter Court, 1 Stonemitter Street, London EC4A 4TR.

Authorised by the Institute of Chartered Accountants in England and Wales to carry on investment business.

RETIREMENT CARE (BH) LIMITED

Attachment A

the Company (inter alia) entering into:-

1. (a) a Guarantee a Debenture and Legal Charges each in favour of the Governor and Company of the Bank of Scotland ("the Bank") to guarantee the payment of:-

- (i) all monies and liabilities due from the acquiring company to the Bank including interest, costs and other sums under a Facility Agreement made between the acquiring company and the Bank pursuant to which the Bank has made available to the acquiring company a secured guarantee and term loan facility of up to £3,800,000, a property acquisition facility of up to £500,000 and a working capital facility of up to £200,000 and which will include sums due under a counter indemnity made between the acquiring company and the Bank pursuant to the Facility Agreement; and

- (ii) the obligations thereunder of all the other companies executing the Guarantee and Debenture (other than the Bank); and

- (b) a deed of accession to an Inter Creditor Deed dated 18 November 1994

all for the purpose (inter alia) of the acquisition of the shares mentioned above, the amount of the loan facility being repayable by half yearly instalments on 15 January and 15 July of each year until 15 October 2004, the first repayment to be made on 15 January 1996.

2. (a) a Subordinated Guarantee and Debenture in favour of 3i Group plc and TR Property Investment Trust plc (together "the Lenders") to guarantee the payment of:-

- (i) all monies due including interest, costs and other sums under a subordinated Loan Agreement made between the acquiring company, the Lenders and 3i plc pursuant to which the Lenders have made available to the acquiring company a term loan of up to £2,800,000; and

- (ii) the obligations thereunder of all the other companies executing the Subordinated Guarantee and Debenture (other than the Lenders and 3i plc)

(b) a deed of accession to an Inter Creditor Deed dated 18 November 1994

all for the purpose (inter alia) of the acquisition of the shares mentioned above, the amount of the term loan being repayable in full on 28 November 2004 the tenth anniversary of the first advance to the acquiring company by the Lenders.

RETIREMENT CARE (BH) LIMITED

Attachment B

as set out above.

The Guarantee and Debenture referred to at 1 above contains a legal mortgage over all the properties, assets (including (inter alia) goodwill and book debts) of the Company and a floating charge over all the Company's assets.

The Legal Charges referred to at 1 above will be given over each of the properties owned by the Company at the date of execution of the Senior Security Documents, together with an obligation to execute a legal charge over every property it acquires thereafter.

The Subordinated Guarantee and Debenture referred to at 2 above contains fixed and floating charges over all the assets of the Company.