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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

[ ] [ ] [ ] [ ]

1825148

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

Name of company

\* LONDON PARKCARE LIMITED

\*Insert full name  
of company

~~Wet~~ JOHN BRIAN McALLISTER of The Byre Callow Hill Farm, Callow Hill  
Lane, Redditch B97 8PT

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

MICHAEL ANTHONY STRATFORD of 160 Orchard Avenue, Arle, Cheltenham  
Glos, GL51 7ng.

ROY LEONARD HAYFIELD of 12 Inett Way, Manor Oaks, Droitwich, Worcs

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 person who is not a bank or a building society~~  
(b) ~~that of a person who is not a bank or a building society~~  
(c) something other than the above

The company is proposing to give financial assistance in connection with the acquisition of shares in it.

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: 100 Ordinary Shares of £1  
each in the capital of London Parkcare Limited

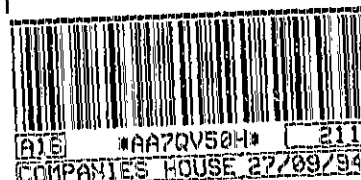
Presenter's name, address and  
reference (if any):

Holt & Sellars  
Hillcainie  
St. Andrews Road  
Droitwich  
WR9 8DQ

For official use

General Section

Post room



The assistance is to be given to: (note 2) CRAEGMOOR HEALTHCARE COMPANY  
LIMITED ("Craegmoor") whose registered office is at Hillcairn, St. Andrews

Please do not  
write in  
this margin

Road, Droitwich

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

The assistance will take the form of:

RIDER A

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

\*Delete as  
appropriate

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

RIDER 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 £ Nil

The date on which the assistance is to be given is 30th June 1994

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

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) [This 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 26 Old Brompton Road  
London W14 9JF

the 30th day of June

One thousand nine hundred and ninety four

before me K. Phillips

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

*[Handwritten signatures]*

## 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.

**STOY HAYWARD**  
A member of Horwath International  
8 Baker Street  
London W1M 1DA  
Tel 071-486 5888  
Fax 071-487 3686  
DX9025 West End W1

The Directors  
London Parkcare Limited  
Delves House  
25-33 Queen's Gate Terrace  
Kensington  
London  
SW7 5PP



**Auditors' Report to the Directors of London Parkcare Limited  
pursuant to Section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors dated 30 June 1994 in connection with the proposal that the company should give financial assistance for the purchase of all of the 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 mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Stoy Hayward

Stoy Hayward  
Chartered Accountants  
and Registered Auditors

30 June 1994



Stoy Hayward - South East Firm  
Offices in London, Bromley, Chelmsford, Epsom, Newbury, Reading, Richmond, Ware and Wembley  
A list of partners is available on request at the above address  
Authorised by the Institute of Chartered Accountants in England & Wales to carry on investment business  
Stoy Hayward firms also in Belfast, Birmingham, Bristol, Cardiff, Glasgow, Leeds, Manchester, Newcastle, Norwich,  
Nottingham, Peterborough, Sheffield, Southampton and Sunderland



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National Westminster Bank Plc  
Cheltenham & Gloucester Business Centre  
Corporate Banking Group  
National Westminster House  
60-70 Suffolk Road  
Cheltenham  
Gloucestershire GL80 2CO



30 June 1994

76/AJW/ni/20536/P1707

The Directors  
London Parkcare Limited  
Delves House  
25-33 Queens Gate Terrace  
London SW7 5PP

Dear Sirs

**Report by the auditors of London Parkcare Limited (the "Company")**

This report is given in connection with the proposed arrangement whereby the Company will give financial assistance for the acquisition of its own shares, particulars of which are given in the attached copy of the statutory declaration made this day by the directors pursuant to Section 155(6) of the Companies Act 1985 (the "Act"). The purpose of this report is solely to assist National Westminster Bank Plc and the directors in considering whether the proposed arrangement is permitted under Section 155(2) of the Act.

We have enquired into the Company's state of affairs and confirm that, in our opinion, it is reasonable for the directors to form the opinion that the aggregate of the Company's assets will exceed the aggregate of its liabilities immediately before the financial assistance is proposed to be given and that the accounting records will show that the Company will have net assets as at that date.

Based on our review we also confirm that, in our opinion, the giving of such financial assistance will not, on the basis of the assumptions made by the directors reduce the net assets of the Company.

Yours faithfully

*Stoy Hayward*

Stoy Hayward



RIDER A

1. The entering into by the Company of a composite cross guarantee in favour of National Westminster Bank plc ("the Bank") of Ground Floor 740 Waterloo Drive Aztec West Almondsbury Bristol BS12 4UG.
2. The granting by the Company of a debenture in favour of the Bank.
3. The entering into by the Company of a legal mortgage in favour of the Bank.
4. The entering into by the Company, Craegmoor and Parkcare Homes Limited of a deed of postponement in favour of the Bank.

RIDER B

1. The terms of the composite cross guarantee in favour of the Bank are such that the Company guarantees without limit payment of all monies now and at any time owing to the Bank by Craegmoor and Parkcare Homes Limited on any account.
2. The terms of the debenture in favour of the Bank secures all liabilities of the Company to the Bank whether actual or contingent and whether present or future:-
  - a) by way of specific equitable charge all estates or interests in any freehold and leasehold property now and at any time during the continuance of the security belonging to or charged to the Company and/or the proceeds of sale thereof
  - b) by way of specific charge all stocks shares and/or other securities now and at any time during the continuance of this security belonging to the Company in any of its subsidiary companies or any other company and all dividends and other rights in relation thereto
  - c) by way of specific charge all book debts and other debts now and from time to time due or owing to the Company
  - d) by way of specific charge its goodwill and the benefit of any licences
  - e) by way of floating security its undertaking and all its property assets and rights whatsoever and wheresoever present and/or future including those for the time being charged by way of specific charge pursuant to the foregoing paragraphs if and to the extent that such charges as aforesaid shall fail as specific charges but without prejudice to any such specific charges as shall continue to be effective.
3. The terms of the legal mortgages in favour of the Bank secures all liabilities of the Company by a charge over all and every interest in or over the Company's freehold property known as Avon House, Allen Road, London as is registered at HM Land Registry under title number NGL 76622.
4. The terms of the deeds of postponement in favour of the Bank are such that the rights of Craegmoor the Company and Parkcare Homes Limited to recover any amounts from time to time owing to such companies by any of them are postponed to any claim which the Bank may have against such company.

*John B. McCall*  
L. A. M. C.

*Michael J. McCall*

*M. A. McCall*