

Please do not write in this

margin

**COMPANIES FORM No. 155(6)a** 

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



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
	2647569~ }

Note

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

- \* insert full name of company
- øinsert name(s) and address(es) of all the directors

Name of company

\*/We George Sideras of 24 Lambourne Gardens, Chingford, London E4 7SG

Renos Sideras of 6 Ringwood Way, Winchmore Hill, London N21 2QY

Dorothy Bridget MacDonald of 174 Northumberland Park,

Tottenham, London N17 OSW

LA PIERRE CARE HOMES LIMITED

t delete as appropriate

§ delete whichever is inappropriate

[thex sode x directors] [all the directors] to f the above company do solemnly and sincerely declare that: The business of the company is:

(b): Abak of sergerson authorised under section 3 con 4 of the Insurance Companies decided to according insurance business xin the United Windoms

(c) something other than the above §

The company is proposing to give financial assistance in connection with the acquisition of shares in the VERNING NEXT SERVICE S The assistance is for the purpose of [that acquisition] [reducting/controllers/regrest/angling/controllers/control gumpose of athatxacquisition to

The number and class of the shares acquired or to be acquired is: \_\_\_\_\_100 Ordinary shares of £1.00 each

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

Gisby Harrison Solicitors Goffs Oak House, Goffs Lane Cheshunt Herts EN7 5HG Ref. DP.JA.C038430

For official Use General Section



COMPANIES HOUSE **COMPANIES HOUSE** 

28/06/00 0657 02/06/00

(Company number 3921792) whose registered office is Sterling House, 2b Fulbourne	write in this ≘ margin
Road, London E17 4EE (the "Purchaser")	Please comple legibly, prefera
	in black type, o bold block
ne assistance will take the form of:	lettering
	ī
Please see Appendix 1	
e person who [has>acquire/mill acquire]† the shares is:	t delete as
	appropriate
The Purchaser	•
	•
e principal terms on which the assistance will be given are:	I
Please see Appendix 2	
	u.
e amount of cash to be transferred to the person assisted is £	
Nowe.	
e value of any asset to be transferred to the person assisted is £	
s value of any asset to be transferred to the person assisted to a	

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

\*/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) [k/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) [tx/sx/intended:http://www.notingeupxtofx/http://www.htmlindex.monthsxtofx/html/datex.and/shatex. https://www.htmlindex.html/datex.and/shatex.html/within/dex.and/shatex.html/dex.and/shatex.html/dex.and/shatex.html/dex.and/shatex.html

And 1/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 <u>51 Parliques</u> Grescont, Hadley Wood, Herts EN4 CNW

Declarants to sign below

Day Month Year

before me

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

#### **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

or, for companies registered in Scotland:-

The Registrar of Companies 37 Castle Terrace Edinburgh EH1 2EB

## FORM 155 (6) (a) FOR LA PIERRE CARE HOMES LIMITED APPENDIX 1

The assistance will take the form of:

- 1. A debenture to be entered into between the Company and Credit Suisse First Boston ("the **Debenture**");
- 2. A guarantee of the obligations of New Challenge (Care Homes) Limited ("the **Borrower**") to be entered into by the Company in favour of Credit Suisse First Boston ("the **Guarantee**").

25.

### FORM 155 (6) (a) FOR LA PIERRE CARE HOMES LIMITED APPENDIX 2

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

- 1. The execution by the Company of the Debenture pursuant to the terms of which the Company will, inter alia, create fixed and floating charges over all its assets, undertaking and property (both present and future) in favour of Credit Suisse First Boston as security for the payment of all monies, obligations and liabilities (actual or contingent) owed (both now and in the future) by the Company to Credit Suisse First Boston whether as principal or surety on any account whatsoever.
- 2. The execution by the Company of the Guarantee pursuant to the terms of which the Company will, inter alia, irrevocably and unconditionally guarantee to pay, as primary obligor, on demand, all monies and discharge all obligations and liabilities owed (both now and in the future) by the Purchaser to credit Suisse First Boston, when the same become due for payment or discharge.

1857.

#### ATHINS & CO.

Accountants & Auditors

C. ATHINODOROU FA.P.A., FA.I.A.

Authorised Public Accountants

GERALD CANE F.A.P.A, F.A.I.A

REGISTERED AUDITOR

Our Ref:

Your Ref:

171 Ballards Lane Finchley, London N3 1LP Tel: (020) 8349 2119/20 Fax No. (020) 8346 5820

E-mail: accounts@athinsandco.freeserve.co.uk

Date

The Directors
La Pierre Care Homes Ltd
60 –61 Bartholomew Court
High Street
Waltham Cross
Herts EN8 7JU

19 May 2000

Dear Sirs

Report of the Auditors to the Board of Directors of La Pierre Care Homes Limited (the "Company") pursuant under Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the Board of Directors dated 19 May 2000 in connection with the financial assistance proposed to be given by the Company. The said financial assistance proposed to be given by the Company. The said financial assistance facilitates the acquisition by New Challenge (Care Homes) Limited of the entire issued share capital of the Company.

We have examined into the state of affairs of the Company so far as is necessary for us to review the basis of the statutory declaration.

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

Yours faithfully