

CHFP025

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
(Address overleaf - Note 5)

For official use

Company number

-	-	-	-	-	-

2839879

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

Name of company

* Westminster Beaumont Properties (Edgbaston) Limited

* insert full name
of company

XWe o David Duncan of 46 The Piper Building, Peterborough Road, London, SW6
3EF and Michael Parsons of 13 The Belvedere, Chelsea Harbour, London
SW10 0XA

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

† delete as appropriate

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

The business of the company is:

§ delete whichever
is inappropriate

[illegible]

(c) something other than the above §

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

XXXXXXX [company's holding company Westminster Health Care Holdings

Limited] †

The assistance is for the purpose of ~~the 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: 1,740,000 'A' Ordinary
of 10p each, 180,000 Ordinary of £1 each and 78,500 'B' Ordinary of £1 each

Presenter's name address and
reference (if any) :
Berwin Leighton Paisner
Adelaide House, London
Bridge, London,
EC4R 9HA

For official Use
General Section

Post room



A09
COMPANIES HOUSE

0730
15/12/04

The assistance is to be given to: (note 2) Barchester Healthcare Limited (Co No. 2792285)
Suite 201 The Chambers, Chelsea Harbour, London, SW10 0XF

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 attached schedule.

The person who [has acquired] ~~XXXXXXX~~ † the shares is:

† delete as
appropriate

Barchester Healthcare Limited

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

Please see attached schedule.

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 within 8 weeks

SCHEDULE TO FORM 155(6)(a)

Westminster Beaumont Properties (Edgbaston) Limited (the Company) **Company Number 2839879**

Words and expressions used in this Schedule shall, unless otherwise defined in this Schedule, have the meaning ascribed to them in the credit agreement dated 19 October 2004 and made between, amongst others, Barchester Healthcare Limited as Borrower and certain subsidiaries of Barchester Healthcare Limited as original guarantors, The Royal Bank of Scotland plc as Security Trustee, Arranger, Bridging Arranger, Overdraft Bank, Issuing Bank and Agent and The Royal Bank of Scotland plc, AIB Group (UK) p.l.c., Allied Irish Banks, p.l.c., RBS Mezzanine Limited, The Governor and Company of the Bank of Scotland and The Governor and Company of the Bank of Ireland as original lenders (the **Credit Agreement**)

References to clauses and defined terms are to be construed as references to Clauses and definitions in the Credit Agreement unless otherwise defined.

The Form of Financial Assistance

The assistance will take the form of the execution of an upstream intragroup loan agreement (the **Westminster Upstream Loan Agreement**) made between Westminster Securitisation Limited and certain of its subsidiaries (including the Company) and Barchester Healthcare Limited in respect of upstream intragroup loans and by the performance of any other acts or the execution of any other documents ancillary or otherwise relating to the Westminster Upstream Loan Agreement.

The Principal Terms of the Financial Assistance

Under the terms of the Westminster Upstream Loan Agreement the Company together with other members of its group will make available to Barchester Healthcare Limited an upstream loan facility up to an amount as shall be agreed between Barchester Healthcare Limited and the Company but on the basis that the Company will not be obliged to make an Advance where:

- (a) it does not have cash equal to the requested Advance; or
- (b) it is in liquidation or it has had an administration order or winding up order made against it.

No Lender shall be obliged to make an Advance to a Barchester Healthcare Limited unless it is satisfied that the provisions of the Offering Circular and the Issuer/Borrower Facility Agreement have been complied with in all respects including clauses 16.3(h) and 16.12 (if applicable) of the Issuer/Borrower Facility Agreement and the conditions set out in paragraph (h) (Permitted Payments) of the "Other Covenants" section in the Summary of Principal Documents in the Offering Circular including, without limitation, if applicable, the Restricted Payment Condition (as defined in such paragraph (h) of the Offering Circular).



KPMG LLP
Transaction Services
100 Temple Street
Bristol BS1 6AG
United Kingdom

Tel +44 (0) 117 905 4000
Fax +44 (0) 117 905 4001
DX 149280 Bristol 29

Private and confidential

The Directors
Westminster Beaumont Properties
(Edgbaston) Limited
c/o Barchester Healthcare Limited
Suite 201
The Chambers
Chelsea Harbour
London, SW10 0XF

Contact **Dan Burgess**
0117 905 4000
Ext 4407

6 December 2004

Dear Sirs

Auditors' report to the directors of Westminster Beaumont Properties (Edgbaston) Limited (the "Company") pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors dated 6 December 2004 in connection with the proposal that the Company should give financial assistance for the purchase of the ordinary shares of Westminster Health Care Holdings Limited, the Company's ultimate holding company.

This report is made solely to the Company's directors as a body in accordance with section 156(4) of the Companies Act 1985. Our work has been undertaken so that we as the Company's auditors might state to the Company's directors those matters we are required to state to them in a report under section 156(4) of that Act and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's directors as a body for our work under section 156(4) of that Act or for this report.

We have enquired into the state of the Company's affairs in order to review the bases for the statutory declaration.



KPMG LLP

*Auditors' report to the directors of Westminster
Beaumont Properties (Edgbaston) Limited (the
"Company") pursuant to Section 156(4) of the
Companies Act 1985
6 December 2004*

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.

Yours faithfully

KPMG LLP

KPMG LLP