

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

2851607

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

Name of company

\* Westminster Beaumont Properties 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

~~Doxxed~~ [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

~~XXXXXX~~ [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

0479  
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] ~~10000000~~ † 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

~~X~~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) ~~X~~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) XXX  
XXX  
XXX (note 3)

Declared at

Declarants to sign below

Day Month Year

on 10 1 - 10 00 4

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.

## 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

## SCHEDULE TO FORM 155(6)(a)

### Westminster Beaumont Properties Limited (the Company) Company Number 2851607

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**  
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**Private and confidential**

The Directors  
Westminster Beaumont Properties 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 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 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