

BUCKLES SOLICITORS

Oyez

CHFP041

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

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3128549

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

Name of company

\* RICHMOND RESIDENTIAL CARE LIMITED

\*Insert full name  
of company

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

\*WE†MAREK ANTHONY BILECKI of Evergreens 29 Linden Way Boston Lincolnshire  
PE21 9DS and ELAINE HUDSON of 15 Irving Burgess Close Whittlesey Peterborough  
Cambridgeshire PE7 1QB

§Delete as  
appropriate

~~§Delete as appropriate~~ I, the undersigned, all the directors of the above company do solemnly and sincerely declare that:

The business of the company is:

‡Delete whichever  
is inappropriate

~~§Delete as appropriate~~ (a) that of a person authorised under section 226 of the Companies Act 1985 to act as a director of the company

~~§Delete as appropriate~~ (b) that of a person authorised under section 226 of the Companies Act 1985 to act as a director of the company

(c) something other than the above ‡

The company is proposing to give financial assistance in connection with the acquisition of shares in the ~~company~~ [company's holding company] ‡ Maximise Holdings Limited

The assistance is for the purpose of [that acquisition] ~~the purpose of the acquisition of shares in the company~~ ‡

The number and class of the shares acquired or to be acquired is:

1,000 Ordinary Shares of £1 each

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

BUCKLES  
35/45-51 Priestgate  
Peterborough PE1 1LB  
DX 12312 PETERBOROUGH 1

For official use  
General Section

Post room



A17  
COMPANIES HOUSE

\*AMX14P8F\*

0219  
05/11/03

## BUCKLES SOLICITORS

The assistance is to be given to: (note 2)

MAREK ANTHONY BILECKI of Evergreens 29 Linden Way Boston Lincolnshire PE21 9DS  
and ELAINE HUDSON of 15 Irving Burgess Close Whittlesey Peterborough  
Cambridgeshire PE7 1QB

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bold block  
lettering

The assistance will take the form of:

1. An Assignment of Goodwill of the business of the Company
2. A cross-company Guarantee of Richmond Residential Care Limited to Maximise Holdings Limited

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

Buckles  
Solicitors  
35, 45/51 Priestgate  
Peterborough Cambridgeshire PE1 1LB

\*Delete as  
appropriate

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

That Abbey National Business will re-finance the Company by replacing facilities provided to the Company by The Royal Bank of Scotland plc and in relation to which Abbey National Business require security in the form of the financial assistance to be given

The amount of cash to be transferred to the person assisted is £

n/a

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 30th October 2003

## BUCKLES SOLICITORS

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write in  
this margin

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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) ✓ 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 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 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 Newcastle-under-Lyme  
Staffordshire

Declarants to sign below

E. Hudson  
E. Hudson

on 

Day	Month	Year
30	10	2003

before me Simon W Knock  
~~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 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

HARVEY WINNING & CO  
ACCOUNTANTS

J.E.ALLEN, FCMA  
E.J.ALLEN, CERT ED  
A.N.CLIFFE, MA, FCA (CONSULTANT)

11 THORPE ROAD  
PETERBOROUGH  
PE3 6AB

Telephone (01733) 893028  
Fax (01733) 897837

29 October 2003

The Directors  
Richmond Residential Care Limited  
c/o 15 Irving Burgess Close  
Whittlesey  
Peterborough  
PE7 1QB

Dear Sirs

**Report of the auditors of Richmond Residential Care Limited to Abbey National regarding the net assets of the Company**

This report is given in connection with the proposed arrangement whereby the Company will give financial assistance for the acquisition of shares in the Company (Richmond Residential Care Limited) particulars of which are given in the statutory declaration made today by the directors of the Company pursuant to the section 155(6) of the Companies Act 1985.

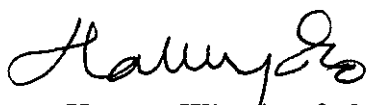
The purpose of this letter is to assist the Lender in considering whether the proposed arrangements are permitted under section 155(2) of the Companies Act 1985, and it is not intended to be used, quoted or referred to for any other purpose.

We have examined the net asset confirmation dated the same date as this letter (a copy of which is attached, initialled by us for the purpose of identification) (the Net Asset Confirmation) for which the directors of the Company are solely responsible and have enquired into the Company's state of affairs so far as necessary for us to review the bases for Net Asset Confirmation. Our enquiry did not constitute an audit under the provisions for the Companies Act 1985.

We confirm that as at the close of business on 29 October 2003 the aggregate of the Company's assets, as stated in the accounting records, exceeded the aggregate of its liabilities as so stated.

We are not aware of anything to indicate that the opinion expressed in paragraph 2 of the Net Asset Confirmation is unreasonable in all the circumstances.

Yours faithfully

  
Harvey Winning & Co.