

CHFP025

Declaration in relation to assistance for the acquisition of shares

155(6)a

Pursuant to section 155(6) of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	31	32	33	34	35	36	37	38	39	40	41	42	43	44	45	46	47	48	49	50	51	52	53	54	55	56	57	58	59	60	61	62	63	64	65	66	67	68	69	70	71	72	73	74	75	76	77	78	79	80	81	82	83	84	85	86	87	88	89	90	91	92	93	94	95	96	97	98	99	100
---	---	---	---	---	---	---	---	---	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	-----

3280172

Note

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

Name of company

* VICTORIA HOUSE (UK) LIMITED

* insert full name
of company

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

X/We as specified in the attached Schedule 1 and together being

† 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:

[illegible]

(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~~

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: 3 ordinary shares of one pound each

Presenter's name address and
reference (if any) :
Pinsent Masons
Dashwood House, 69 Old
Broad Street, London EC2M
1NR

DX 119156 Finsbury Square
#20471068 625176.07015

For official Use
General Section

Post room



A04 ***ANG**
COMPANIES HOUSE

129
30/11/2005

The assistance is to be given to: (note 2) Care Management Group Limited
(Reg.No. 2292839) whose registered office is The Pointe, 89 Hartfiled Road,
Wimbledon, London SW19 3TJ (the "Purchaser")

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 2

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

† delete as
appropriate

The Purchaser

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

Please see attached Schedule 3

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 £ £1,950,000

The date on which the assistance is to be given is within 8 weeks of the date hereof

Victoria House (UK) Limited – Company number: 3280172

Form 155(6)a

These are Schedules to the declaration in form 155(6)a made by the directors of the Company

Schedule 1

Roland Perry
Race Farm
Race Farm Lane
Kingston Bagpuize
Oxfordshire
OX13 5AU

David Blackman
6 Clarence Road
Walton on Thames
Surrey
KT12 5J4

Schedule 2

1. The assistance will take the form of the execution and delivery by the Company of a hive up agreement between the Purchaser and the Company pursuant to which the entire assets of the Company will be transferred to the Purchaser at full market value (the "**Hive Up Agreement**").

Schedule 3

The Principal Terms on which the assistance will be given are as follows:

1. Under the terms of Hive Up Agreement, the Company will agree to transfer all of its assets to the Purchaser at full market value, the consideration for the Hive Up Agreement being left outstanding on inter-company account payable on demand and free of interest.

Company No: 03280172

AUDITORS' REPORT TO THE DIRECTORS OF VICTORIA HOUSE (UK) LIMITED (Company Number : 3280172) (the "COMPANY") PURSUANT TO SECTION 156 (4) OF THE COMPANIES ACT 1985 (the "ACT")

We have examined the attached statutory declaration of the directors of the Company dated 28 November 2005 in connection with the proposal that the Company should give financial assistance for the purpose of reducing or discharging a liability incurred in the purchase of the entire issued share capital of the Company.

Basis of opinion

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

Opinion

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 Act is unreasonable in all the circumstances.


Hazlewoods LLP

28 November 2005

Members
Harvey Grove
FCA FCCA
Andrew Brookes
FCA
Jon Cartwright
FCA AT/ITP
Nick Dee
ACA
Tony Flambard
FCCA
David Granger
FCA FCCA
Jonathan Harvie
FCA
David Main
FCCA
Christopher Mourtou
FCCA
David Pierce
FCA FCCA
Adrian Randle
FCA FCCA TEP
Graham Rew
FCA
Philip Swan
FCA AT
Norman Webber
FCCA
David Williams
FCA

