

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

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

155/612

	of shares				
CHFP025					
Please do not write in this margin	Pursuant to section 155(6) of the Comp	oanies Act 1985			
Please complete legibly, preferably in black type, or bold block lettering	To the Registrar of Companies (Address overleaf - Note 5)	Fo	or official use	Company number 3280172	
Note	Name of company				
Please read the notes on page 3 before completing this form.	* VICTORIA HOUSE (UK) LIMI	TTED			
* insert full name of company	$\mathbf{X}_{We\; \emptyset}$ as specified in the attached Schedule 1 and together being				
ø insert name(s) and address(es) of all the directors					
† delete as appropriate	[数文文章] [all the directors] The business of the company is:	† of the above comp	pany do solem	nly and sincerely declare that	
	FIRE DUSTNESS OF THE COMPANY IS.				
§ delete whichever is inappropriate	AC KAREKAN KERKERIKERIKERIKERIKERIKERIKERIKERIKERIK				
	§ XXXXXXX BETHALLER SERVICE SE				
	(c) something other than the above §				
	The company is proposing to give financial assistance in connection with the acquisition of shares in the [company] **EXECUTE: **EXE				
				*XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX	
	The assistance is for the purpose of	<b>MXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX</b>	icing or discha	rging 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	_		and the state of t	
	Presentor's name address and reference (if any): Pinsent Masons Dashwood House, 69 Old	For official Use General Section	Post	room	

Broad Street, London EC2M

DX 119156 Finsbury Square #20471068 625176.07015



COMPANIES HOUSE

30/11/2005

Ene 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")			
The assistance will take the form of:	<b>-</b>		
Please see attached Schedule 2  The person who [has acquired] [MANACACACAC] † the shares is:	† delete as		
The Purchaser	appropriate		
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

ી nse do not vrite in this nargin

Please complete egibly, preferably n black type, or old block lettering

delete either (a) or (b) as appropriate

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) **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)

And X/we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declarants to sign below

Declared at

69 OLD BADAD STREET, CONDON ECZM

Day Month Year
on 2 8 1 1 2 0 0 5
before me 5 00 0 15

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 2E8

# 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 2005 in connection with the proposal 28 NOVEMBER 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.

Members Harvey Grove

Andrew Brookes

Ion Cartwright

LCCA ATILTER Nick Dee

ACA

Tony Flambard FCCA

David Granger FCA FCCA

Ionathan Harvie

FCA.

David Main

FCCA

Christopher Mourton FCCA

David Pierce

SCA ECCA

Adrian Randle

FCA FCCA TEP

Graham Rew FCA

Philip Swan

Norman Webber FCCA.

David Williams

28 November 2005

