

Declaration in relation to assistance for the acquisition of shares

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

--	--	--

3511299

Note

Please read the notes on page 3 before completing this form

*Insert full name of company

Name of company

* ASSURED HEALTHCARE LIMITED

We ~~of~~ PAUL JEFFERY OF STABLE HOUSE, COCKAYNES LANE, ALRESFORD, COLCHESTER, ESSEX CO7 8BZ AND IAN WHITE OF WETHERDEN COTTAGE, WETHERDEN ROAD, HAUGHLEY GREEN, STOWMARKET, SUFFOLK IP14 3RE

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

† Delete as appropriate

~~the sole director~~ [all the directors]† of the above company do solemnly and sincerely declare that
The business of the company is

§ Delete whichever is inappropriate

~~(a) that of a recognised bank licensed institution within the meaning of the Banking Act 1979~~ §

~~(b) that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on insurance business in the United Kingdom~~ §

(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]~~

~~limited~~ x

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 400,000 A ORDINARY SHARES OF £1 EACH AND 450,000 B ORDINARY SHARES OF £1 EACH

Presenter's name address and reference (if any)

BARLOW ROBBINS LLP
The Oriel, Sydenham Road
Guildford
Surrey GU1 3SR
DX 2407 Guildford

For official Use (02/06)
General Section

Post room

WEDNESDAY



A08 11/07/2007 616
COMPANIES HOUSE

The assistance is to be given to (note 2) CARING HOMES HEALTHCARE GROUP LIMITED
(04258255) (THE "BORROWER")

Please
write in
this ma

Please
legibly, preferably
in black type, or
bold block
lettering

The assistance will take the form of

A GUARANTEE OF THE PUNCTUAL PERFORMANCE OF THE OBLIGATIONS OF CARING HOMES HEALTHCARE GROUP LIMITED UNDER THE £203,537,758 SECURED STERLING TERM FACILITY AGREEMENT BETWEEN CARING HOMES HEALTHCARE GROUP LIMITED (1), THE COMPANIES AND INDIVIDUALS LISTED IN SCHEDULE 2 (2); THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND (3), AND HBOS TREASURY SERVICES PLC (4).

The person who [has acquired]~~[will acquire]~~† the shares is
CARING HOMES HEALTHCARE GROUP LIMITED

† Delete as
appropriate

The principal terms on which the assistance will be given are

UNDER THE GUARANTEE THE COMPANY IRREVOCABLY AND UNCONDITIONALLY JOINTLY AND SEVERALLY (A) GUARANTEES TO EACH FINANCE PARTY PUNCTUAL PERFORMANCE BY THE BORROWER OF ALL THE BORROWER'S OBLIGATIONS UNDER THE FINANCE DOCUMENTS, (B) UNDERTAKES WITH EACH FINANCE PARTY THAT WHENEVER THE BORROWER DOES NOT PAY ANY AMOUNT WHEN DUE UNDER OR IN CONNECTION WITH ANY FINANCE DOCUMENT, THAT IT SHALL IMMEDIATELY ON DEMAND PAY THAT AMOUNT AS IF IT WAS THE PRINCIPAL OBLIGOR; AND (C) INDEMNIFIES EACH FINANCE PARTY IMMEDIATELY ON DEMAND AGAINST ANY COST, LOSS OR LIABILITY SUFFERED BY THAT FINANCE PARTY IF ANY OBLIGATION GUARANTEED BY IT IS OR BECOMES UNENFORCEABLE, INVALID OR ILLEGAL THE AMOUNT OF THE COST, LOSS OR LIABILITY SHALL BE EQUAL TO THE AMOUNT WHICH THAT FINANCE PARTY WOULD OTHERWISE HAVE BEEN ENTITLED TO RECOVER

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 OF THE DATE HEREOF

CO155(6)(a)/2

not

~~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)

Please complete legibly, preferably in black type, or bold block lettering

*Delete either (a) or (b) as appropriate

- (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) ~~X~~

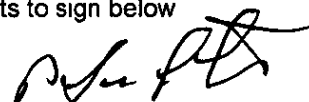
~~X~~It is intended to commence the winding-up of the company within 12 months of that date and ~~X~~
~~X~~/We have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding-up]* (note 3)
~~X~~

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

Declared at

Cardiff, Wales
Charles Court, 101, 104 & 105

Declarants to sign below



on

Day Month Year

25062007

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 auditor's 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

DX 33050 Cardiff

or, for companies registered in Scotland -

The Registrar of Companies
37 Castle Terrace
Edinburgh
EH1 2EB

DX 235 Edinburgh

or LP-4 Edinburgh 2

The Directors
Assured Healthcare Limited
Bradbury House
830 The Crescent
Colchester
Essex
CO4 9YQ

Dear Sirs

**AUDITORS' REPORT TO THE DIRECTORS OF ASSURED
HEALTHCARE LIMITED (THE COMPANY) PURSUANT TO
SECTION 156(4) OF THE COMPANIES ACT 1985**

We have examined the attached statutory declaration of the directors dated 25 June 2007 in connection with the proposal that the Company should give financial assistance for 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 bases 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 Companies Act 1985 is unreasonable in all the circumstances



GRANT THORNTON UK LLP
REGISTERED AUDITORS
CHARTERED ACCOUNTANTS

Oxford

25 June 2007