

**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 letteringTo the Registrar of Companies  
(Address overleaf - Note 5)

For official use

Company number

04069786

Note  
Please read the  
notes on page 3  
before completing  
this form\*Insert full name  
of company

Name of company

\* GROUNDSTYLE LIMITED

We ~~at~~ Philip McVay of 5 Whitgreave Lane, Great Bridgeford, Stafford,  
ST18 9SJ and Christopher Mullin of 37 York Road, Stafford, ST17 4PEInsert 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 §~~

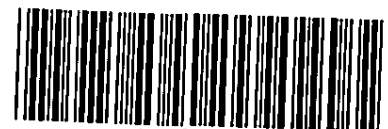
(c) something other than the above §

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

limited†

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 102 ordinary shares of £1  
eachPresenter's name address and  
reference (if any)FBC Manby Bowdler LLP  
6-10 George Street  
Snow Hill  
Wolverhampton WV2 4DN  
DX 702433 WOLVERHAMPTON 5For official Use (02/06)  
General Section

WEDNESDAY

\*ACTNT195\*  
09/07/2008 357  
COMPANIES HOUSE

The assistance is to be given to (note 2) MAXIMUM CARE UK LIMITED (CRN 6619345) whose registered office is situate at Weston House, 344 Weston Road, Weston Coyney, Stoke-on-Trent, ST3 6HD (**Buyer**)

Please do not  
write in  
this margin

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bold block  
lettering

The assistance will take the form of

1. A cross guarantee to be entered into between the Company, the Buyer and The Royal Bank of Scotland (**Cross Guarantee**)
2. A guarantee to be entered into between the Company and Philip McVay (**McVay Guarantee**)
3. A guarantee to be entered into between the Company and Christopher Mullin (**Mullin Guarantee**)
4. An existing debenture granted by the Company in favour of the Royal Bank of Scotland plc (**RBS Debenture**)
5. A debenture to be granted in favour of Philip McVay (**McVay Debenture**)
6. A debenture to be granted in favour of Christopher Mullin (**Mullin Debenture**)

The person who ~~has acquired~~ [will acquire]<sup>†</sup> the shares is  
MAXIMUM CARE UK LIMITED

<sup>†</sup> Delete as  
appropriate

The principal terms on which the assistance will be given are

- 1 Pursuant to the terms of the Cross Guarantee, the Company will guarantee the obligations of the Buyer to The Royal Bank of Scotland plc, including the obligations of the Buyer under a loan agreement, to be entered into by the Buyer and The Royal Bank of Scotland plc, whereby The Royal Bank of Scotland agrees to advance £875,000 to the Buyer, to assist the Buyer with the purchase of shares in the Company
- 2 Pursuant to the terms of the McVay Guarantee, the Company will guarantee the obligations of the Buyer to Philip McVay, including the obligations of the Buyer under a loan agreement, to be entered into by the Buyer and Philip McVay, whereby Philip McVay agrees to advance £400,000 to the Buyer, to assist the Buyer with the purchase of shares in the Company

Continued on page 4 /

The amount of cash to be transferred to the person assisted is £ N11

The value of any asset to be transferred to the person assisted is £ N11

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

CO155(6)(a)/2

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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)

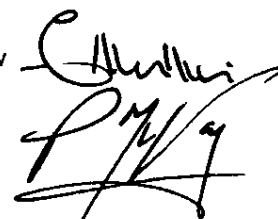
- (a) ~~/~~We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date]\* (note 3)
- (b) ~~/~~

~~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 GEORGE HOUSE,  
WOLVERHAMPTON  
WV2 4BZ

Declarants to sign below



on 

Day	Month	Year
02	07	2008

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

Ruksana Ellahi  
Solicitor  
Dunham Brindley & Linn  
Denning House  
George Street  
Wolverhampton WV2 4DP

## NOTES

- For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985
- 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
- Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985
- The auditor's report required by section 156(4) of the Companies Act 1985 must be annexed to this form
- 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

3. Pursuant to the terms of the Mullin Guarantee, the Company will guarantee the obligations of the Buyer to Christopher Mullin, including the obligations of the Buyer under a loan agreement, to be entered into by the Buyer and Christopher Mullin, whereby Christopher Mullin agrees to advance £400,000 to the Buyer, to assist the Buyer with the purchase of shares in the Company

4 Pursuant to the terms of the RBS Debenture, the Company has granted a fixed and floating charge over the entire assets and undertaking of the Company as security for all present and future liabilities of the Company to The Royal Bank of Scotland plc, which shall include the Company's obligation under the terms of the Cross Guarantee

5 Pursuant to the terms of the McVay Debenture, the Company will grant a fixed and floating charge over the entire assets and undertaking of the Company as security for all present and future liabilities of the Company to Philip McVay, which shall include the Company's obligation under the terms of the McVay Guarantee.

6 Pursuant to the terms of the Mullin Debenture, the Company will grant a fixed and floating charge over the entire assets and undertaking of the Company as security for all present and future liabilities of the Company to Christopher Mullin, which shall include the Company's obligation under the terms of the Mullin Guarantee.



BAKER TILLY

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www.bakertilly.co.uk

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

It is our responsibility to make a report to Groundstyle Limited in accordance with Section 156(4) of The Companies Act 1985. Our work has been undertaken so that we might state to Groundstyle Limited those matters we are required to state in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone for any other purpose for our work, for this report or for the opinion we have formed.

We have examined the attached statutory declaration of the directors dated July 2008 in connection with the proposal that Groundstyle Limited should give financial assistance for the purchase of Groundstyle Limited's shares.

***Basis of opinion***

We have enquired into the state of Groundstyle Limited affairs in order to review the basis of 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.

*Baker Tilly UK Audit LLP*

**BAKER TILLY UK AUDIT LLP**

Registered Auditor  
Chartered Accountants  
Festival Way  
Festival Park  
Stoke-on-Trent  
Staffordshire  
ST1 5BB

2 July 2008