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

# Declaration in relation to assistance for the acquisition of shares

155(6)a

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

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

Note Please read the notes on page 3 before

completing this form.

\* insert full name of company

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

To t	he	Reg	gistra	r of (	Co	mpan	ies
(Ad	dre	95\$	over	leaf	_	Note	5)

For official use

Company number

SC 158340

Name of company

\* BALMORAL NURSING HOMES LIMITED (the "Company")

John Storey of 93 Dacre Park, Blackheath, London SE13 5BX

† delete as appropriate

§ delete whichever is inappropriate (c) something other than the above§

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

1,018,729 ordinary shares of £1

KXXXXXX

each in the capital of the Company (the "Shares")

Presentor's name address and reference (if any):

DLA Scotland LLP 249 West George Street GLASGOW G2 4RB

DX: 561481 GLASGOW Corporate\310893-1\1556a.lpd

For official Use General Section



Page 1

The assistance is to be given to: (note 2) Cannon Capital AV Limited (4916297) having its registered office at 145 Cannon Street, London EC4N 5BQ (the "Purchaser")						
	Please complet legibly, preferat in black type, or bold block lettering					
The assistance will take the form of:						
An inter-company loan agreement (the "Inter-Company Loan Agreement") between the Company and the Purchaser						
The person who [has acquired] [w <b>ilkXXXXXXXX</b> the shares is:	† delete as appropriate					
The Purchaser	_					
The principal terms on which the assistance will be given are:	-					
Pursuant to the terms of the Inter-Company Loan Agreement, the Company will make available to the Purchaser loan facilities to enable the Purchaser, inter alia, to repay borrowings (and sums associated therewith) incurred by it in connection with the acquisition of the Shares						
	J					
The amount of cash to be transferred to the person assisted is £ $1,050,000$	_					
The value of any asset to be transferred to the person assisted is £ Nil	_					

within eight weeks of the date hereof

The date on which the assistance is to be given is

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

\* delete either (a) or (b) as appropriate

I/WWX 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) [I/WW 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 I/MMA 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 The ALL Rectory 29,

Declarants to sign below

Day

Month

Year

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 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 2EB Chartered Accountants
UK Member of
Grant Thornton International

## AUDITORS' REPORT TO THE DIRECTOR OF BALMORAL NURSING HOMES LIMITED (THE COMPANY) PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

We have examined the attached statutory declaration of the director dated 10 June 2004 in connection with the proposal that the Company should give financial assistance for the purchase of the entire 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 director 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 Thomton

GRANT THORNTON
REGISTERED AUDITORS
CHARTERED ACCOUNTANTS

London

10 June 2004

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