

**CHFP025**

# 155(6)a

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 do not  
write in this  
margin

Please complete  
legibly, preferably  
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] ~~[will acquire]~~ 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

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

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

Please do not  
write in this  
margin

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

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

I/~~XXX~~ 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) [~~XXX~~ 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 I/~~XXX~~ 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 I/~~XX~~ 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 Old Rectory, 29,  
Martin Lane, London EC4A 3DF

Declarants to sign below

Day Month Year  
on 10 08 2009

before me Alan Paul A. H. G. B. B.  
A Commissioner for Oaths or Notary Public or Justice of  
the Peace or a Solicitor having the powers conferred on  
a Commissioner for Oaths.

*Stam.*

## 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

**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 Thornton*

GRANT THORNTON  
REGISTERED AUDITORS  
CHARTERED ACCOUNTANTS

London

10 June 2004