

COMPANIES FORM No. 155(6)(a)
**Declaration in relation to
assistance for the acquisition
of shares.**

155(6)a

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 on page 3 - Note 5)

For official use

Company number

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05153919

Name of company

* A+D Care Plus Limited

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

I/We Ø

Mark Hales of The Lodge, 30a Frederick Road, Edgbaston, Birmingham, B15 1JN and
Anthony Guest of Chase House, The Orchards, Four Oaks, Sutton Coldfield, West Midlands, B74 2PP

† 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] [the company's holding company
B R care Group 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

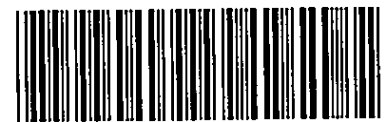
100 ordinary shares of £1 00 each

Presenter's name address and
reference (if any)

Higgs & Sons Solicitors
134 High Street, Brierley Hill, West
Midlands, DY5 3BG
DX 22751 Brierley Hill
Tel (01384) 342100
Ref DPB/NAT/C1508707

For official Use
General Section

WEDNESDAY



A22 20/06/2007 123
COMPANIES HOUSE

The assistance is to be given to (note 2)
Claimar Care Group plc (company number 05494140)

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

PLEASE REFER TO APPENDIX 1 ATTACHED

✓ The person who ~~{has acquired}~~~~{will acquire}~~ the share is
Claimar Care Group plc

† delete as
appropriate

The principal terms on which the assistance will be given are

PLEASE REFER TO APPENDIX 2 ATTACHED

The amount of cash to be transferred to the person assisted is £ See Appendix 3

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

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~~ 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) I~~ 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 I/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)~~

~~I~~ And ~~I~~ 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

*Princes Hill
West Midlands*

Day Month Year

on

15 06 2007

before me

[Signature]
A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths

Declarants to sign below

[Signature]

ROBIN GRAHAM HEMMINGS LL B

SOLICITOR

BLOUNT MACNAMARA

KINGSTONE HOUSE MOOR STREET

BRIERLEY HILL WEST MIDLANDS DY5 3EH

TEL 01384 480877

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

Continuation Sheet

1 Continued from Form

155(6)a

Reference

dpb/1508707

2 Before each continuation, state which panel is to be continued, e g "Panel 5 continued"

APPENDICES TO COMPANIES HOUSE FORM G155(6)a TO BE DULY SWORN BY
MARK HALES AND ANTHONY GUEST AND DATED 2007
IN RESPECT OF
A+D CARE PLUS LIMITED (COMPANY NUMBER 05153919)

APPENDIX 1


- 1 The Company entering into an unlimited inter-company composite guarantee and indemnity with accession ("the Guarantee") in favour of National Westminster Bank plc ("the Bank") whereby the Company guarantees all sums due to the Bank from each other party to the Guarantee (together with the Company, the "Guarantee Parties"), the Guarantee replacing an intra-company guarantee previously entered into by the Company in favour of the Bank
- 2 The Company agreeing to keep in place and the Bank's continuing reliance on a debenture over all of its assets, both present and future in favour of the Bank ("the Debenture") the Debenture extending to all liabilities of the Company to the Bank whether pursuant to the Guarantee or otherwise
- 3 The Company entering into an intra group funding agreement to be entered into by each of the Guarantee Parties ("the IGFA")

APPENDIX 2

- 1 1 Under the terms of the Guarantee, the Company will guarantee to the Bank all money and liabilities now or hereafter due, owing or incurred from or by the Guarantee Parties (or any of them) to the Bank howsoever arising, including (but not limited to) liabilities incurred by Claimar Care Group plc in connection with the acquisition of the shares in the Company's parent company, B R Care Group Limited ("BRG")
- 2 The Debenture confers fixed and floating charges over all assets of the Company, both present and future, in favour of the Bank, to secure payments to the Bank of all monies and liabilities at any time due, owing or incurred by the Company to the Bank, pursuant to the Guarantee or otherwise, which monies and liabilities include (but are not limited to) liabilities incurred by Claimar Care Group plc in connection with the acquisition of shares in BRG
- 3 Pursuant to and subject to the terms of the IGFA, the Company agrees to offer financial support to the other Guarantee Parties, which support and could be used to satisfy or reduce liabilities incurred by Claimar Care Group plc in connection with the acquisition of shares in BRG

APPENDIX 3

All amounts to be lent pursuant to the IGFA, subject to a limit of £15,000 00


ROBIN GRAHAM HEMMINGS LL B
SOLICITOR

BLOUNT MACNAMARA
KINGSTONE HOUSE 1 MOOR STREET
BRIERLEY HILL WEST MIDLANDS DY5 3EH
TEL 01384 480877

Continuation Sheet

1 of 1

The Directors
A+D Care Limited
16 Highfield Road
Edgbaston
Birmingham
B15 3DU

15 June 2007

Dear Sirs

Auditors' report regarding Financial Assistance for the Acquisition of Shares

We have enquired into the state of affairs of A+D Care Limited (the "Company") in connection with the proposal that it give financial assistance as described in the attached statutory declaration for the purpose of reducing or discharging a liability incurred in connection with the acquisition of shares in the Company's parent company, B R Care Group Limited

We are not aware of anything to indicate that the opinions expressed by the directors in the attached statutory declaration as to any of the matters mentioned in Section 156(2) of the Companies Act 1985 are unreasonable in all the circumstances

Yours faithfully,

Mazars LLP

Mazars LLP



A22

20/06/2007
COMPANIES HOUSE

Mazars LLP - The Broadway - Dudley - West Midlands - DY1 4PY
Tel +44 (0)1384 230432 - Fax +44 (0)1384 239635 - Web www.mazars.co.uk

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INVESTOR IN PEOPLE

PLVS md.
Mazars LLP

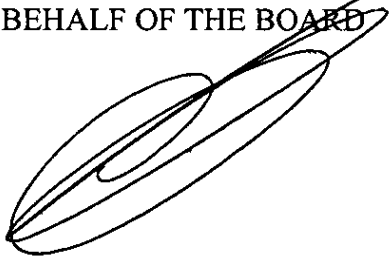
BOARD MEMORANDUM OF A+D CARE LIMITED
("THE COMPANY")

Memorandum in connection with the proposed arrangement whereby the Company will give financial assistance for the acquisition of the shares in its parent company, BR Care Limited, particulars of which are given in the statutory declaration made by the directors this day pursuant to Section 155(6) of the Companies Act 1985 ("the Act")

- 1 As at the close of business on 31 March 2007 the aggregate of the Company's assets as stated in its accounting records exceeded the aggregate of its liabilities as so stated
- 2 From our knowledge of events since that date and of the likely course of the Company's business, the directors have formed the opinion that the aggregate of the Company's assets will exceed the aggregate of its liabilities immediately before the proposed financial assistance is given and that the giving of such financial assistance will not reduce the net assets of the Company

SIGNED ON BEHALF OF THE BOARD

15 June 2007



06/06/2007
COMPANIES HOUSE