

Declaration by the directors of a holding company 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

3893502

Name of company

*Insert full name
of company

* Westminster Specialist Health Division Limited

Note
Please read the
notes on page 3
before completing
this form

~~I/We~~†

Mr Anthony George Heywood of Yamas House, Chiddingly Road, Horam, East Sussex, England TN21 0LJ
Dr Chaitanya Bhupendra Patel of The Thatched House, Manor Way, Oxshott, Surrey, England KT22 0HU
Mr James Dominic Weight of 11 Courtney Place, Cobham, Surrey, England KT11 2BE

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

§Delete as
appropriate

~~The sole director~~ [all the directors]§ of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

The business of this 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‡

This company is ~~(the)~~ [a] holding company of* Farm Place Limited

which is

proposing to give financial assistance in connection with the acquisition of shares

in ~~(this company)~~ [Westminster Health Care (UK) Limited

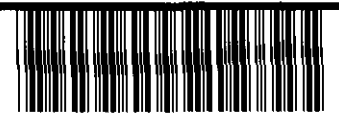
the holding company of this company.]§

Presenter's name address and
reference (if any):
FRESHFIELDS BRUCKHAUS
DERINGER
65 FLEET STREET, LONDON
ENGLAND EC4Y 1HS
DX 23 LONDON/CHANCERY LANE

REF: GJS/LR
FPL(5)

For official use
General Section

Post room



LD2
COMPANIES HOUSE

0182
05/12/01

The assistance is for the purpose of [that acquisition][~~reducing or discharging a liability incurred~~
~~for the purpose of that acquisition~~]* (note 1)

Please do not
write in
this margin

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

33,622,000 ordinary shares of £1 each, being all of the issued shares in the capital of Westminster Health Care (UK) Limited.

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

The assistance is to be given to: (note 2)

Westminster Health Care Holdings Limited, Westminster House, Randalls Way, Leatherhead, Surrey, England KT22 7TZ

The assistance will take the form of:

A loan of £767,469 will be made by Farm Place Limited to Westminster Health Care Holdings Limited on terms that it will not bear interest, but will be repayable by Westminster Health Care Holdings Limited on demand made by Farm Place Limited.

The person who ~~has acquired~~ [will acquire]* the shares is:

*Delete as
appropriate

This company and its group are currently undergoing a reorganisation, following which it is expected that the shares of Westminster Health Care (UK) Limited will be sold as part of an auction sale process and, accordingly, the identity of the purchaser is currently unknown.

The principal terms on which the assistance will be given are:

As described above.

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is £nil

The amount of cash to be transferred to the person assisted is £ 767,469

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

Please do not write in this margin

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

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

~~X~~/We have formed the opinion, as regards this 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)

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

(a) ~~X~~/We have formed the opinion that this 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 this company within 12 months of that date, and X we have formed the opinion that this company will be able to pay its debts in full within 12 months of the commencement of the winding up.] † (note 3)~~

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 65 Fleet Street
London EC4Y

Declarants to sign below

on

| | | |
|-----|-------|------|
| Day | Month | Year |
| 30 | 11 | 2001 |

before me June A Shackledy

~~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



KPMG Audit Plc

PO Box 486
1 Puddle Dock
London EC4V 3PD
United Kingdom

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DX 38050 Blackfriars

The Directors
Westminster Specialist Health Division
Limited
Westminster House
Randalls Way
Leatherhand
Surrey
KT22 7TZ

FPL(5)

30 November 2001

Dear Sirs

Auditors' report to the directors of Westminster Specialist Health Division Limited ("the Company") pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors dated 30 November 2001 in connection with the proposal that Farm Place Limited, of which the Company is a holding company, should give financial assistance for the purchase of the entire issued share capital of Westminster Health Care (UK) Limited. We have enquired into the state of the company's affairs in order to review the bases for the statutory declaration.

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.

Yours faithfully

KPMG Audit Plc

Registered Auditors



KPMG Audit Plc, a company
incorporated under the UK Companies
Acts, is a member of KPMG
International, a Swiss association

KPMG Audit Plc is
registered to carry on audit
work by the Institute of
Chartered Accountants in

England and Wales.
Registered in England
No 3110745

Registered office
8 Salisbury Square
London EC4Y 8BB