



The assistance is to be given to: (note 2) New Challenge (Care Homes) Limited  
(Company number 3921792) whose registered office is Sterling House, 2b Fulbourne  
Road, London E17 4EE (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:

Please see Appendix 1

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:

Please see Appendix 2

The amount of cash to be transferred to the person assisted is £ NONE

The value of any asset to be transferred to the person assisted is £ NONE.

The date on which the assistance is to be given is within 8 weeks of today's date

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

~~1/~~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) ~~1/~~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)

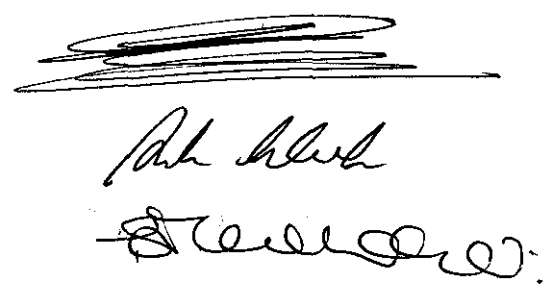
And ~~1/~~we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 31 Parkgate Crescent,  
Hadley Wood, Herts EN4 0NW

Declarants to sign below

on 

Day	Month	Year
19	05	2010



before me Andrew J. Franks

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

**FORM 155 (6) (a)**  
**FOR LA PIERRE CARE HOMES LIMITED**  
**APPENDIX 1**

The assistance will take the form of:

1. A debenture to be entered into between the Company and Credit Suisse First Boston ("the **Debenture**");
2. A guarantee of the obligations of New Challenge (Care Homes) Limited ("the **Borrower**") to be entered into by the Company in favour of Credit Suisse First Boston ("the **Guarantee**").

Handwritten signature and initials, possibly "AS" or "AS.", located in the bottom right corner of the page.

**FORM 155 (6) (a)**  
**FOR LA PIERRE CARE HOMES LIMITED**  
**APPENDIX 2**

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

1. The execution by the Company of the Debenture pursuant to the terms of which the Company will, inter alia, create fixed and floating charges over all its assets, undertaking and property (both present and future) in favour of Credit Suisse First Boston as security for the payment of all monies, obligations and liabilities (actual or contingent) owed (both now and in the future) by the Company to Credit Suisse First Boston whether as principal or surety on any account whatsoever.
2. The execution by the Company of the Guarantee pursuant to the terms of which the Company will, inter alia, irrevocably and unconditionally guarantee to pay, as primary obligor, on demand, all monies and discharge all obligations and liabilities owed (both now and in the future) by the Purchaser to credit Suisse First Boston, when the same become due for payment or discharge.

*AS-87.*



# ATHINS & CO.

Accountants & Auditors

C. ATHINODOROU F.A.P.A., F.A.I.A.

Authorised Public Accountants

**GERALD CANE F.A.P.A., F.A.I.A.**  
**REGISTERED AUDITOR**

Our Ref:

Your Ref:

171 Ballards Lane  
Finchley, London N3 1LP  
Tel: (020) 8349 2119/20  
Fax No. (020) 8346 5820  
E-mail: accounts@athinsandco.freeserve.co.uk

Date

The Directors  
La Pierre Care Homes Ltd  
60 -61 Bartholomew Court  
High Street  
Waltham Cross  
Herts EN8 7JU

19 May 2000

Dear Sirs

**Report of the Auditors to the Board of Directors of La Pierre Care Homes Limited (the "Company") pursuant under Section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the Board of Directors dated 19 May 2000 in connection with the financial assistance proposed to be given by the Company. The said financial assistance proposed to be given by the Company. The said financial assistance facilitates the acquisition by New Challenge (Care Homes) Limited of the entire issued share capital of the Company.

We have examined into the state of affairs of the Company so far as is necessary for us to review the basis of the statutory declaration.

We are not aware of anything to indicate that the opinion expressed by the Board of Directors in the attached statutory 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

