

**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

4941458

Name of company

Note  
Please read the  
notes on page 3  
before completing  
this form\*  
Westmorland Healthcare (Holdings) Ltd\* Insert full name  
of companyWe ☒ Selvan Kularatnam and Una Kularatnam both of  
95 Ravensbourne Park, Catford, London, SE6 4YA✗ 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 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 [the] ~~the~~ holding company of\* Westmorland Healthcare Limited

which is

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

in [this company] [

the holding company of this company] †

Presenter's name address and  
reference (if any)For official Use (02/06)  
General Section

TUESDAY



A05

\*A7DUQYIU\*

01/04/2008

60

COMPANIES HOUSE

~~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

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

The number and class of the shares acquired or to be acquired is 1000 ordinary shares  
of £1 00 each

The assistance is to be given to (note 2) Randuls Care Limited whose registered office is  
at 95 Ravensbourne Park, Catford, London, SE6 4YA

The assistance will take the form of

Financial assistance will be provided by Westmorland Healthcare Limited ("the Subsidiary") to Randuls Care Limited ("the Purchaser") in connection with the acquisition by the Purchaser of the entire issued share capital of Westmorland Healthcare (Holdings) Limited. The Purchaser is taking a loan ("the Loan") from Abbey National Plc pursuant to an offer of finance dated 6th February 2008 from Abbey National Plc ("the Lender") in the sum of £3,271,127. The terms of the loan require the Subsidiary to enter into certain financial commitments which compromise financial assistance.

Such financial assistance will be given as follows -

- 1 A first legal charge over the property known as Westmorland Court Nursing Home, High Nott Road, Arnsdale, Cumbria, LA5 0AW ("the Property Charge")
- 2 A fixed and floating charge on the assets of the Subsidiary both present and future in favour of the Lender ("the Fixed and Floating Charge")
- 3 The Subsidiary enters into a guarantee to the Lender in respect of the loan from the Lender to the Purchaser ("the Cross Guarantee")

The person who ~~has acquired~~ will acquire † the shares is  
Randuls Care Limited

† Delete as  
appropriate

The principal terms on which the assistance will be given are

(1) Under the terms of the Property Charge the Subsidiary will charge the premises known as Westmorland Court Nursing Home, High Nott Road, Arnsdale, Cumbria, LA5 0AW to the Lender together with all other assets mentioned in the charge to secure to the Lender all monies and liabilities of any sum due or owing by the Purchaser to the Lender.

(2) Under the terms of the Cross Guarantee the Subsidiary will guarantee to the Lender all monies and liabilities now or hereafter due and owing or incurred from or by the Purchaser to the Lender.

(3) Grant the Fixed and Floating Charge over all of the assets of the Subsidiary both present and future in favour of the lender and to secure repayment of the Lender of all monies and liabilities at any time and owing or incurred to the Lender.

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 £ nil

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

CO155(6)(b)/2

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

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

~~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 the company within 12 months of that date, and IAA 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 ~~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 BLACK POND

**Declarants to sign below**

Day Month Year

on 2/8 03 2008

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

WARINGS SOLICITORS  
32 EDWARD STREET  
BLACKPOOL  
LANCASHIRE  
FY1 1BH

## 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 auditor's 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
- DX 33050 Cardiff
- or, for companies registered in Scotland -
- The Registrar of Companies  
37 Castle Terrace  
Edinburgh  
EH1 2EB
- DX 235 Edinburgh
- or LP-4 Edinburgh 2

# BBK

PARTNERSHIP

Chartered Accountants  
& Business Recovery  
Professionals

1 Beauchamp Court  
Victors Way  
Barnet, Herts  
EN5 5TZ

Tel +44 (0)20 8216 2520

Fax +44 (0)20 8216 2521

Email [admin@bbkca.com](mailto:admin@bbkca.com)

AA/jg/4288

28 March 2008

The Directors  
Westmorland Healthcare (Holdings) Ltd  
High Knott Road  
Arnside  
Carnforth  
Lancashire  
LA5 0AW

## AUDITORS' REPORT TO THE DIRECTORS OF THE WESTMORLAND HEALTHCARE (HOLDINGS) LIMITED (COMPANY) PURSUANT TO SECTION 156(4) OF COMPANIES ACT.

We have examined the attached statutory declaration (made in accordance with section 155(6) (b) of the Companies Act 1985) made by the directors of the Company dated 28<sup>th</sup> March 2008 in connection with the proposal that Westmorland Healthcare Limited ('the Subsidiary') should give financial assistance for the purpose of the acquisition shares in the Company

We have enquired into the state affairs of the Company and the Subsidiary in order to review the bases for the attached statutory declaration

We are not aware of anything to indicate that the opinion 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 is unreasonable in all the circumstances

Yours faithfully,

BBK PARTNERSHIP



BBK Partnership incorporating M S Zatman & Co, S I Marsh & Co, PTS (Personal Taxation Services)

PARTNERS David M Beckwith FCA Alan D Kaye FCA Sabia S Sahota BSc FCA FABRP

CONSULTANTS Colin W Shaw FCA Richard S Kravetz BSc FCA MARRP ASSOCIATES Anandan S Arnold FCA Sandra M Allagapen FCA

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