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COMPANIES FORM No. 155(6)a

Declaration in relation to
assistance for the acquisition
of shares

155(6)a

CHFP025

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

[] [] [] [] [] [] [] []

3519503

Name of company

* CMG Homes Limited (the "Company")

Note

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

* insert full name
of company

X We ~~as~~ as specified in the attached Schedule 1

Ø insert name(s) and
address(es) of all
the directors

and together being

† delete as
appropriate

~~XXXXXXXXXXXX~~ [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 32A of the Insurance Companies Act 1982 to carry~~

~~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~~ [company's holding company] Care Management 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: 400,000 Ordinary Shares
of £1 each

Presentor's name address and
reference (if any) :

Pinsent Curtis Biddle
Dashwood House
69 Old Broad Street
London EC2M 1NR
119516 Finsbury Square

For official Use
General Section



A26
COMPANIES HOUSE

ACB32J6R

0655
12/03/03

The assistance is to be given to: (note 2) Pinco 1846 Limited (Reg. No. 4582456)
whose registered office is at 1 Park Row, Leeds, LS1 5AB (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 attached Schedule 2

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 attached Schedule 3

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

The date on which the assistance is to be given is Within 8 weeks of 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

☒ 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) ☒ 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 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 ☒ 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 69 Old Broad Street, London
EC2M 1NR

Declarants to sign below

on

Day	Month	Year
07	03	2003

before me James Spencer
A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

James Spencer, Notary Public & Solicitor
EC2M 2NG

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

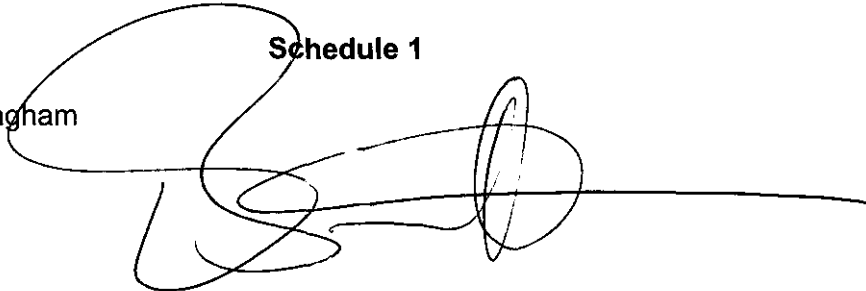
CMG Homes Limited – Company number: 43519503

Form 155(6)a

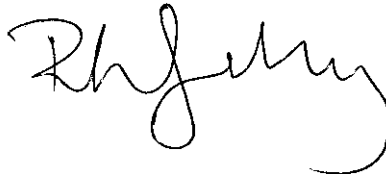
These are Schedules to the declaration in form 155(6)a made by the directors of the Company

Schedule 1

William Michael Buckingham
Staffhurst Lodge
Grants Lane
Limpsfield
Oxted
Surrey
RH8 0RH



Rebecca Lucy Galway
173C Merton Road
London
SW19 1EE



Schedule 2

1. The assistance will take the form of the execution and delivery by the Company of the document referred to in paragraph 2 below in connection with a facilities agreement to be entered into between, inter alios, (1) Pinco 1847 Limited (the "**Parent**"), (2) the Original Borrowers (as defined therein (including the Purchaser), (3) the Original Guarantors (as defined therein (including the Purchaser)), (4) Barclays Bank PLC as Arranger, (5) the Original Lenders (as defined therein) and (6) Barclays Bank PLC as Facility Agent and as Security Agent (as defined therein) (the "**Facilities Agreement**") pursuant to which the Original Lenders will make available a term loan facilities of £14,000,000 and pursuant thereto (and by separate working capital facility letter) the Bank in its capacity as Working Capital Bank will make available a net working capital facility (the "**Working Capital Facility**") of £500,000.
2. The relevant document is an intra-group loan agreement for an amount of up to £35,000,000 pursuant to which, among other things, the Company will be obliged to lend monies to Care Management Group Limited ("**CMG Limited**"), Care Management Group (Southern) Limited ("**CMG Southern**"), the Parent and/or the Purchaser, on the terms and conditions thereof, to enable the relevant borrower to meet its debt service requirements under the various facilities referred to in paragraph 1 above as they fall due (the "**Intra-Group Loan Agreement**"), as such document may be amended, restated, substituted, novated or transferred from time to time, and the parties to such documents shall include their successors in title, permitted assigns and permitted transferees).

Schedule 3

The Principal Terms on which the assistance will be given are as follows:

1. Under the terms of the Intra-Group Loan Agreement the Company will agree that upon request by CMG Limited, CMG Southern, the Parent and/or the Purchaser at any time, it

will be obliged (subject to certain solvency and other restrictions) to lend such sums as the relevant borrower considers necessary to allow that borrower to meet its debt repayments and requirements under the Facilities Agreements and the Working Capital Facility (together the "**Facilities**") and any other related documentation, as they fall due.

The liabilities to which the Intra-Group Loan Agreement relates include principal and interest payable with respect to the Facilities and monies payable under the hedging documents, together with costs and expenses (including, but not limited to legal and enforcement costs and expenses) plus the subject matter of any indemnities contained in the underlying Facilities' documentation and any commitment, commissions and agency or arrangement fee.

SIGNED James Spencer JAMES SPENCER, WILSON, FAULSTICH & WILSON SCIA 2115 .

~~A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.~~

PricewaterhouseCoopers LLP
Temple Court
35 Bull Street
Birmingham B4 6JT
Telephone +44 (0) 121 265 5000
Direct Fax + 44 (0) 121 265 5700

The Directors
CMG Homes Limited
The Old Coppermill
Coppermill Lane
London
SW17 0BN

7 March 2003

Our Ref: ISIS/Camelot/FinAssist/S156Homes

Dear Sirs

Auditors' report to the directors of CMG Homes Limited pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of CMG Homes Limited ("the Company") dated 7 March 2003 in connection with the proposal that the Company should give financial assistance for the purchase of 400,000 ordinary shares of £1 each of the Company's holding company, Care Management Group Limited.

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 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



PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors