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COMPANIES FORM No. 155(6)(a)

Declaration in relation to assistance for the acquisition of shares

155(6)a

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

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05611927

Name of company

* J.R. BOUSTEAD LIMITED

Note

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

* insert full name
of company

/We ~~Ø~~ MARK DAVID BURDON and ANITA GERALDINE BURDON both of 21 Hermitage Gardens
Chester le Street County Durham DH2 3UD

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

† 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] [company's holding company] _____

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

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

Snowball Worthy Lowe
Solicitors
51 John Street
SUNDERLAND SR1 1QN

Ref: JWL/BW/8937-1

For official Use (02/06)
General Section

Post room



A02
COMPANIES HOUSE

AK4DWILA

476
06/09/2006

The assistance is to be given to: (note 2) M.D. & A.G. BURDON LIMITED (Company Number 05156284)
having its registered office as 21 Hermitage Gardens Chester le Street aforesaid

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*Please complete
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bold block lettering*

The assistance will take the form of:

See Schedule 1

The person who ~~has acquired~~ [will acquire]† the share is:

† delete as
appropriate

M.D. & A.G. Burdon Limited

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

See Schedule 2

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 today or within eight weeks of today

Schedule 1 to Form 155(6)a relating to J.R. Boustead Limited – The form of the assistance

1. The execution and delivery by J.R. Boustead Limited (“the Company”) of a Corporate Guarantee to be entered into in favour of the Governor and Company of the Bank of Scotland (“the Bank”) containing (amongst other things) a covenant by the company to pay or discharge to the Bank the indebtedness therein defined; and
2. The execution and delivery by the Company of a Debenture in favour of the Bank containing (amongst other things) a covenant by the Company to pay or discharge to the Bank the indebtedness therein defined and constituting a legal mortgage over all freehold and leasehold property vested in the Company, a fixed charge over the assets identified therein and a floating charge over all the remainder of the Company’s undertaking; and
3. The transfer by the Company of its 15,000 Ordinary Shares in Alleycare Limited (“the Subsidiary”) representing the entire issued Share Capital of the Subsidiary by virtue of a Stock Transfer dated 1st September 2006 in favour of M.D. & A.G. Burdon Limited

Schedule 2 to Form 155(6)a relating to J.R. Boustead Limited – The principal terms of the assistance

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

1. Under the Corporate Guarantee:-
 - a. The Company (amongst other things) covenants to pay and discharge and guarantees the payment of all monies from time to time owed to the Bank by the other parties to the Deed (including any additional group Companies added under its terms from time to time). Such monies include indebtedness incurred by M.D. & A.G. Burdon Limited for the purpose of its acquisition of the Company's Shares. The Company also provides an indemnity in favour of the Bank against all losses in connection with the liabilities owed by those other parties; and
 - b. The Company covenants to pay on demand any obligation for the payment or repayment by the Company and the other group Companies party thereto (including any additional group Companies added under its terms from time to time) of money in any currency, whether present or future, actual or contingent, joint or several, whether incurred as principal or surety or in anyway whatsoever, including any liability (secured or otherwise) of the Company and other group Companies to a third party which subsequently becomes payable to the Bank by assignment or otherwise and including principal, interest, commission, fees and other charges.
2. Under the Debenture the Company covenants to pay on demand any obligations for the repayment by the Company of the Secured Liabilities defined therein which would include indebtedness incurred by M.D. & A.G. Burdon Limited for the purpose of the acquisition of the Company's shares. The Debenture also gives power to the Bank to appoint a Receiver or an Administrator.
3. The transfer by the Company of its 15,0000 Ordinary Shares in the Subsidiary to M.D. & A.G. Burdon Limited in exchange for the creation of a loan account by M.D. & A.G. Burdon Limited in an amount equal to the value of those shares, namely the sum of £1,104,579.00.

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

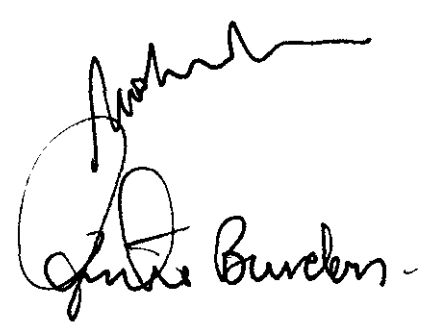
Declared at 14. Joan Street
London, S.W. and
Wear

Day Month Year
on

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before me W. A. Steniel
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



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

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

**Auditors' report to the directors of J.R. Boustead Limited
pursuant to section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors of J.R. Boustead Limited ("the Company") dated *1st September* 2006 in connection with the proposal that the Company should give financial assistance for the purchase of the ordinary shares of the Company.

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 director in his declaration as to any of the matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Rowlands
Chartered Accountants and Registered Auditors

1st September 2006

Rowlands