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CHFP041

COMPANIES FORM No. 155(6)a

**Declaration in relation to
assistance for the acquisition
of shares.**

155(6)a

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

2049538

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

Name of company

* HOLLYCROFT CHEMISTS LIMITED

*insert full name
of company

I/We ^Ø MURTUZA BROACHWALLA of 24 Shirley Street, Leicester and BUPENDRA

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

GOVINDBHAI PATEL of 7 Kingsway Road, Evington, Leicester

† delete as
appropriate

~~Jaw~~ [the sole director] [all the directors]† of the above company do solemnly and sincerely declare that:

The business of the company is: chemists and druggists

§ delete whichever
is inappropriate

(a) that of a [recognised bank] [licensed institution]† within the meaning of the Banking Act 1979⁵

(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 Kingdom⁵

(c) something other than the above⁵

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

~~Jaw~~ in the [company] ~~company's holding company~~ _____ limited†

~~Jaw~~ The assistance is for the purpose of [that acquisition] ~~reducing or discharging liability incurred for~~
the purpose of that acquisition.†

The number and class of the shares acquired or to be acquired is: 1,030 Ordinary Shares of
£1.00 each

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

For official use
General Section

Post room



A12
COMPANIES HOUSE

0113
21/12/00

The assistance is to be given to: (note 2) Alfa Chemists Limited whose registered office
is at Abbotsbury House, 156 Upper New Walk, Leicester

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:

A Debenture created by the Company in favour of Medical Finance (Bristol) Limited, and

A Guarantee in favour of Medical Finance (Bristol) Limited, and

An Intercompany Loan Agreement between the Company (1) and Alfa Chemists Limited (2)

The person who ~~has acquired~~ [will acquire][†] the shares is:
Alfa Chemists Limited

[†]delete as
appropriate

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

The Debenture in favour of Medical Finance (Bristol) Limited will create a fixed and floating charge over the Company's assets

The Guarantee will guarantee payment to Medical Finance (Bristol) Limited of the debts of Aimbeat Limited and Alfa Chemists Limited

The Intercompany Loan Agreement will provide for a loan of £125,000 without interest repayable on written demand being made on or at any time after the seventh anniversary of the Agreement.

The amount of cash to be transferred to the person assisted is £125,000.00

The value of any asset to be transferred to the person assisted is £125,000.00

The date on which the assistance is to be given is the 15th December 2000

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

Jan

I/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) [I/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 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 1 Central Avenue
System
Reicester

Declarants to sign below

[Signature]

[Signature]

on Day Month Year
15 112 201010

before me John A. [Signature]

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 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

Auditors' report to the directors of Hollycroft Chemists Limited pursuant to section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of Hollycroft Chemists Limited ('the Company') dated 15.12.2000 in connection with the proposal that the Company should give financial assistance for the purchase of 1,030 ordinary shares of £1 each in the share capital 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 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.

Moore Stephens

Moore Stephens
Chartered Accountants

15.12.2000

Abbotsbury House
156 Upper New Walk
Leicester
LE1 7QA