

G

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

For official use

Company number

1111

669703

Name of company

* E & M HAZLEHURST LIMITED ("the Company")

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

* insert full name of company

I/We AFZAL MOHAMMED KHAN and ASGHAR MOHAMMED KHAN of
1 Meltham Road Lockwood Huddersfield West Yorkshire being

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

delete as appropriate *saw* ~~the sole director~~ [all the directors]† of the above company do solemnly and sincerely declare that:

The business of the company is:

has ~~(a) that of a recognised bank licensed institution within the meaning of the Banking Act 1979~~

delete whichever is inappropriate *saw* ~~(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
being that of a retail trading Chemist

has The company is proposing to give financial assistance in connection with the acquisition of shares in the [company] ~~company's holding company~~

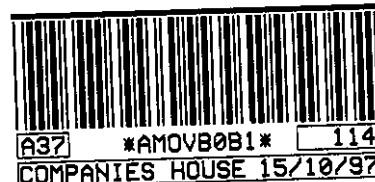
saw The assistance is for the purpose of [that acquisition] ~~reducing or discharging a liability incurred for the purpose of that acquisition~~.†

The number and class of the shares acquired or to be acquired is: 10,000 £1.00 ORDINARY SHARES

Presenter's name address and reference (if any):
MESSRS RAMSDENS
SOLICITORS
RAMSDEN STREET
HUDDERSFIELD HD1 2TH

Ref: JMF

For official Use
General Section



The assistance is to be given to: (note 2) MEDICARE CHEMISTS LIMITED whose registered office is situate at 1 Meltham Road Lockwood Huddersfield West Yorkshire HD1 3XH and NATIONAL WESTMINSTER BANK PLC of P O Box 183 8 Park Row Leeds LS1 1QT (the "Bank")

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:

1. The Company entering into an unlimited composite cross guarantee (the "Guarantee") guaranteeing all the liabilities of the Company Medicare Chemists Limited Medicare Pharmaceuticals Limited Michael T. Haigh Limited Michael T. Haigh (Honley) Limited and Irving Chemists Limited in favour of the Bank
2. The Company granting fixed and floating charges (the "Mortgage Debenture") in favour of the Bank
3. The Company granting three legal mortgages (the "Legal Mortgages") in favour of the said Bank in relation to the Leasehold properties known as 46/48 Duckworth Lane and 2 Mannheim Road and 88-90 Toller Lane Bradford West Yorkshire (the "Properties")

The person who ~~has acquired~~ will acquire† the shares is:

MEDICARE CHEMISTS LIMITED

† delete as appropriate

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

1. The terms of the Guarantee whereby the Company agrees to pay on demand all liabilities owing or to become owing to the Bank by Medicare Chemists Limited Medicare Pharmaceuticals Limited Michael T. Haigh Limited Michael T. Haigh (Honley) Limited and Irving Chemists Limited
2. The terms of the Mortgage Debenture which creates fixed and floating charges over all the assets and undertaking of the Company to secure all liabilities to the Bank of the Company and by virtue of the Guarantee Medicare Chemists Limited Medicare Pharmaceuticals Ltd Michael T. Haigh Limited Michael T. Haigh (Honley) Limited and Irving Chemists Limited
3. The terms of the Legal Mortgages which create fixed charges over the Properties to secure the Company's present and future liabilities and obligations to the Bank

The amount of cash to be transferred to the person assisted is £ See above

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

The date on which the assistance is to be given is within 8 weeks of the date hereof 19

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

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 Bradford West
Yorkshire

the 6th day of October
one thousand nine hundred and ninety-seven

before me Sarala

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

apamcha

Asghar Khan
Muhammad

S. A. VERITY M.A. (Oxon)
SOLICITOR EMPOWERED
TO ADMINISTER OATHS

LAST & COMPANY
SOLICITORS
128 SUNBRIDGE ROAD
BRADFORD BD1 2AT

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.



ROYD HOUSE
286 MANNINGHAM LANE
BRADFORD
WEST YORKSHIRE BD8 7BP
TELEPHONE: 01274 - 548000
FAX : 01274 - 548888

AWT/JB

The Directors
E & M Hazlehurst Limited
88 Toller Lane
Bradford
BD9 5DT.

Dear Sirs,

E & M Hazlehurst Limited

We refer to the Statutory Declaration proposed to be made by all the Directors of the company (to which this report will be annexed) in respect of the financial assistance which it is proposed that the Company will give to Medicare Chemists Limited in connection with its acquisition of the issued share capital of the Company.

As the auditors of the Company we report that we have enquired into the state of affairs of the Company and we are not aware of anything to indicate that the opinion expressed by the Directors in the Statutory Declaration as to any of the matters mentioned in Section 156(2) Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully,

Auker Rhodes.
6th October 1987.

AUKER RHODES
Chartered Accountants



ROYD HOUSE
286 MANNINGHAM LANE
BRADFORD
WEST YORKSHIRE BD8 7BP
TELEPHONE: 01274 - 548000
FAX : 01274 - 548888

AWT/JB

**Report by the Auditors of E & M Hazlehurst Limited ("the Company") to
National Westminster Bank Plc ("the Bank")**

This report is given in connection with the proposed arrangement whereby the Company will give financial assistance for the acquisition of its own shares, particulars of which are given in the attached copy of the statutory declaration made this day by the directors pursuant to Section 155 (6) of the Companies Act 1985 ("the Act"). The purpose of this report is solely to assist the Bank in considering whether the proposed arrangement is permitted under Section 155(2) of the Act.

We have examined the accounting records of the Company and made such further enquiries to the extent that we consider necessary for the purpose of this report. We have not carried out an audit and accordingly express no opinion in this report on the state of the Company's affairs.

At the date of this report the aggregate of the Company's assets as stated in its accounting records exceeds the aggregate of its liabilities as similarly stated.

In our opinion, based on our examination of the accounting records together with such further enquiries as we consider necessary the amount by which the giving of such financial assistance would as at the date of this report reduce the net assets of the Company does not exceed the distributable profits of the Company as determined on the basis of its last annual accounts made up to 30th April 1995 (and after taking account of distributions made since that date).

SIGNED

Auker Rhodes.

DATED

6th October 1997