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COMPANIES FORM No. 155(6)a

Declaration in relation to assistance for the acquisition of shares

155(6)a

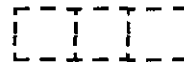
Pursuant to section 155(6) of the Companies Act 1985

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



00933605

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

Name of company

* MEDEQUIP SUB 1 LIMITED

* insert full name
of company

x/We PETER RILEY of The Gables, Wells Lane, Bradley, Stafford, ST18 9EE

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

and RAYMOND HUGGENBERGER of Kolpingstrasse 22, Hockenheim, Germany,

68766

† 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: 146,858 ordinary shares of £1
each and 50,000 deferred shares of £1 each in the capital of the Company.

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

PINSENT CURTIS
3 COLMORE CIRCUS
BIRMINGHAM B4 6BH
REF: HEW/502240 00003/SDG
DOC NO: 1605168.01
DX: 703167 BIRMINGHAM 12

For official Use
General Section



A23
COMPANIES HOUSE

0342
04/08/00

The assistance is to be given to: (note 2) Parker Bath Limited (a company registered in
England under number 00957283) whose registered office is at Sunrise Business
Park, High Street, Wollaston, Stourbridge, West Midlands DY8 4PS

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bold block
lettering

The assistance will take the form of:

A loan of £5,110,000 by the Company to Parker Bath Limited which Parker Bath Limited will then use for the purposes of discharging a liability incurred for the purpose of acquiring shares in the Company.

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

† delete as
appropriate

Parker Bath Limited

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

The loan by the Company to Parker Bath Limited will be interest free and repayable on demand.

The amount of cash to be transferred to the person assisted is £ 5,110,000

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 Please refer to Schedule 1

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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 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 High Street Wollaston
Stourbridge West Midlands
27 8 10

Day Month Year
on

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| 2 | 7 | 0 | 7 | 2 | 0 | 1 | 0 |
|---|---|---|---|---|---|---|---|

before me L. J. J. J.

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

or, for companies registered in Scotland:-

The Registrar of Companies
37 Castle Terrace
Edinburgh
EH1 2EB

COMPANIES FORM NO 155(6)a
MEDEQUIP SUB 1 LIMITED
COMPANY NO. 00933605

Schedule 1

The date hereof and/or any date or dates falling within the period of 8 weeks immediately following the date of this statutory declaration.



2 Cornwall Street
Birmingham
B3 2DL
United Kingdom

Tel +44 (0) 121 232 3000
Fax +44 (0) 121 232 3500
E-mail shirley.smith@kpmg.co.uk

The Directors
Medequip Sub 1 Limited
High Street
Wollaston
West Midlands
DY8 9PS

Our ref cjr/5/ss/ve/491july

Contact Shirley Smith
0121 232 3052

27 July 2000

Dear Sirs

Auditors' report to the directors of Medequip Sub 1 Limited pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors dated 27 July 2000 in connection with the proposal that the company should give financial assistance for the purchase of all of the company's ordinary and deferred shares. We have enquired into the state of the company's affairs in order to review the bases for the statutory declaration.

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

KPMG

Registered Auditors



KPMG, a partnership established under English law, is a member of KPMG International, a Swiss association

KPMG is registered to carry on audit work and authorised to carry on investment business

by the Institute of Chartered Accountants in England and Wales. The principal place of

business is 8 Salisbury Square, London EC4Y 8BB where a list of partners' names is open to inspection.