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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

[ ] [ ] [ ] [ ]

420575

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

Name of company

\* MEPC Limited

\* insert full name  
of company

X/We ☒ Please see attached Schedule

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

† delete as  
appropriate

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

The business of the company is:

§ delete which  
is inappropriate

~~XXXXXX~~ [a recognised bank licensed institution within the meaning of the Banking Act 1979]

~~XXXXXX~~ [an authorised underwriter of the Insurance Companies Act 1982 or an 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] ~~XXXXXX~~ 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:

349,794,991 ordinary

shares of 30 5/19 pence each

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

John Price  
Company Secretary  
MEPC Limited  
103 Wigmore Street  
London W1U 1AH  
DX Exchange A01285795

For official Use  
General Section

Post room



A23  
COMPANIES HOUSE

0762  
01/11/01

The assistance is to be given to: (note 2) Leconport Estates (Company Number: 4007123)  
whose registered office is at Leconfield House, Curzon Street, London W1Y 7FB

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:

The execution and delivery of, and the performance by the Company of its obligations under a Loan Agreement to be dated on or about 30 October 2001 and made between the Company and Leconport Estates.

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

† delete as  
appropriate

Leconport Estates

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

On execution of the Loan Agreement the Company agrees to make available to Leconport Estates a loan facility of £300 million, under which drawings may be made upon two business days notice. Monies owed to the Company under the Loan Agreement must be repaid on the earlier of fourteen days notice or 30 October 2006. Monies owed to the Company under the Loan Agreement may be prepaid (together with accrued interest) in whole or in part (in multiples of £1 million) at any time on fourteen days prior written notice. Monies owed to the Company under the Loan Agreement will bear interest at a rate per annum equal to 0.5% below LIBOR, which will be payable quarterly in arrears. At the date of each drawing under the Loan Agreement, Leconport Estates is held to warrant that the Loan Agreement is a legal, valid and binding enforceable obligation, is within its powers and has been duly authorised and does not and will not breach its Memorandum and Articles of Association or any deed or agreement binding on it, or violate any applicable law.

The amount of cash to be transferred to the person assisted is £ Up to 300 million

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 30 October 2001

\* 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) ~~We~~ 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) [REDACTED] (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

Declarants to sign below

LEAVESDEN PARK WATERED HEATS

Day Month Year  
on 3 0 1 0 2 0 0 1

before me

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

A. M. LEMERILL  
SOLICITOR  
EMPOWERED TO ADMINISTER ESTATES  
11 QUEEN STREET  
MAYFAIR  
LONDON W1Y 8JN

## 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







\* delete either (a) or (b) as appropriate

(a) ~~W~~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)

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 CLARGES HOUSE  
6-12 CLARGES STREET, LONDON W1  
BY CHARLES ALEXANDER

Declarants to sign below

CE Alexander

Day Month Year  
on 26 10 2001

before me

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

RICHARD G. ROSSER  
NOTARY PUBLIC  
London

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37 Castle Terrace  
Edinburgh  
EH1 2EB

\* delete either (a) or (b) as appropriate

(b) [It is a good idea to communicate the following link of the company with the other parties that have the work that the company will be able to pay the debt in full with a 2% discount for the company's credit of the following link\* (note 3)]

LIQUIDATORS  
LEOYDS CHAMBERS  
1 PORTSOKE STREET  
LONDON, E1 8AW

Declarants to sign below

John Chenoweth

Day Month Year

on 2 5 1 0 2 0 0 1

before me Anna Anatolitsou ANNA ANATOLITOU.

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

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CF14 3UZ  
  
or, for companies registered in Scotland:-  
  
The Registrar of Companies  
37 Castle Terrace  
Edinburgh  
EH1 2EB



## ***SCHEDULE OF DIRECTORS***

### ***NAME***

### ***ADDRESS***

✓ CHARLES ALEXANDER

1 Ashchurch Park Villas  
London  
W12 9SP  
England

✓ SIR TIM CHESSELLS

Oakleigh  
Catts Hill  
Mark Cross  
Crowborough East Sussex  
TN6 3NQ  
England

MARK COLLINS

28 Cleveland Road  
Barnes  
London  
SW13 0AB

GAVIN DAVIDSON

3 Westfield Road  
Maidenhead  
Berks SL6 7AU  
England

JAMIE DUNDAS

16 Norland Square  
London  
W11 4PX  
England

STEPHEN EAST

Buddleia  
Butlers Dene Road  
Woldingham  
Surrey CR3 7HH  
England

ALASTAIR ROSS GOOBEY

22 Alwyne Road  
London  
N1 2HN  
England

RICHARD HARROLD

Hill House Farm  
Brandon Parva  
Norwich  
Norfolk NR9 4DL  
England

<i><b>NAME</b></i>	<i><b>ADDRESS</b></i>
JEFFREY MALEHORN	15 Rue Raynouard Paris 75016 France
MICHAEL PRALLE	50 Pierrepont Drive Ridgefield Connecticut 06877 USA
ROBERT WARE	Woodley Lodge Duffield Road Woodley Berks RG5 4RL England
ANTHONY WATSON	Cedar House 50 The Street Manuden Bishops Stortford Herts CM23 1DJ England
IAIN WATTERS	Laurel Bank Poyle Lane Burnham Slough Berks SL1 8LA England



## KPMG Audit Plc

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1 Canada Square  
Canary Wharf  
London E14 5AG  
United Kingdom

Tel +44 (0)20 7311 1000  
Fax +44 (0)20 7311 4121  
Telex 8811541 KPMGLO G  
DX 38050 Blackfriars

The Directors  
MEPC Limited  
103 Wigmore Street  
LONDON  
W1U 1AH

30 October 2001

Dear Sirs

### **Auditors' report to the directors of MEPC Limited pursuant to Section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors dated with effect of 30 October 2001 relating to the proposal that the company should give financial assistance for the discharge of a liability in connection with the purchase of 100% of the company's ordinary 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 Audit Plc*

KPMG Audit Plc



KPMG Audit Plc, a company  
incorporated under the UK Companies  
Acts, is a member of KPMG  
International, a Swiss association

KPMG Audit Plc is  
registered to carry on audit  
work by the Institute of  
Chartered Accountants in

England and Wales.  
Registered in England  
No 3110745

Registered office  
8 Salisbury Square  
London EC4Y 8BB