

CHFP025

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COMPANIES FORM No. 155(6)a

Declaration in relation to assistance for the acquisition of shares

155(6)a

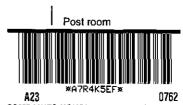
Please do not

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 us	e Com	pany number 420575			
Note Please read the notes on page 3 before completing this form.	Name of company						
	* MEPC Limited						
* insert full name of company	XWeø Please see attached Schedule						
insert name(s) and address(es) of all the directors							
t delete as hull	[\text{the xxxxxxxxxxxx} [all the directors]t of the above continuous of the company is:	ompany do so	lemniy and	d sincerely de	eclare that:		
S delete whichever is inappropriate	RANGELY XXXX XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX						
	in something other than the aboves	ÓXKVEX KVENIEKVEI	KKRAKKORXX	%%%%%%%%% ****************************	PXXIP(XXX)P		
mhl	The company is proposing to give financial assistance in connection with the acquisition of shares in the [company] [XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX						
mhe		····			_ kixxitexit		
	The assistance is for the purpose of [that xacquisition] [reducing or discharging a liability incurred for the purpose of that acquisition].†						
	The number and class of the shares acquired or to be acquishares of 30 5/19 pence each	uired is:3	49,794,	991 ordinaı	ry		

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**



COMPANIES HOUSE

01/11/01

whose registered office is at Leconfield House, Curzon Street, London WlY 7FB					
	Please complete legibly, preferab 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] [wilkackwink] the shares is: Leconport Estates	† delete as appropriate				
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 enforcable 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	_				

30 October 2001

Page 2

The date on which the assistance is to be given is

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) [KXXXINEXIDEATION XXXINENDEATION XINDEATION XINDEAT

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

	Day	Month	Year	
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befo	ore me	M	ly.	K n

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

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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 ON M. LEMERULA.

SOLICITOR

MPOWERED TO ADMINISTER BANGE

IN QUEEN STREET

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Please complete legibly, preferably in black type, or bold block lettering

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- AND KARAK KARIKAKAK KK KENTHOKK KAKAN KIKIKAK KOKHUKOK KAKAK BOBROKK BAK KENDATOK KENTHOK KIKA [(d) coxycnolycexyectlyckthexymalingxxpxj* (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

WATHOUS EAVESDENI I' BRK

Year Day Month

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.

Declarants to sign below

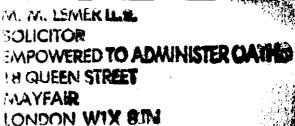
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Declared at

LEAVEDEN MOIT WATFOUD HEAT)

Day Month Year
on 3,01,02,0,0,1

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

M. M. LEMER LL. B.

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SOLICITOR

EMPOWERED TO ADMINISTER OATH

18 QUEEN STREET MAYFAIR LONDON WIX BIN

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Declared at

LEAVEDEN DARIS LOATIFORD HEATS

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

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

before me

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SOLICITOR
EMPOWERED TO ADMINISTER OATHO
18 QUEEN STREET
MAYFAIR
LONDON WIX 8TN

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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 INJUSE

6-12 CLANGES COTOGET, LONDON WI

RY CHARLES MEXAMOER

Declarants to sign below

Day

Month

Year

on 216 110 2101011

before me

A Commissioner for Oaths or Notary Public or Justice of

the Peace or a Solicitor having the powers conferred on Now Y

a Commissioner for Oaths:

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And I/we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory package 1835.

Declared at

DECITORS

LEOYDS CHAMBERS

1 PORTSOKEN STREET

ONDON, E1 8AW

Declarants to sign below

Day Month Year
on 2 1 8 2 0 0 1

before me

ANNA ANATOLITOU.

A Commissioner for Oaths or Notary Public or Justice of

the Peace or a Solicitor having the powers conferred on

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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

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Norfolk NR9 4DL

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MICHAEL PRALLE

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England

ANTHONY WATSON

Cedar House 50 The Street Manuden

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KPMG Audit Plc

38th Floor 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

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COMPANIES HOUSE 01/11/01