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CHFP025

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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

[] [] [] []

420575

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

Name of company

* MEPC plc

* insert full name
of company

☒ We ☐ Please see Schedule attached

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

† 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 8 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: 349,794,991 ordinary
shares of 30 5/19 pence each

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

John Price
Company Secretary
MEPC Limited
103 Wigmore Street
London W1H 9AB
DX: nnnnn Exchange

For official Use
General Section



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

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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 28 November 2000 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 £1 billion, under which drawings may be made upon seven days notice.
Monies owed to the Company under the Loan Agreement must be repaid on the earlier of fourteen days notice or 28 November 2005. 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 £1 billion

The value of any asset to be transferred to the person assisted is £ Not applicable

The date on which the assistance is to be given is 28 November 2000

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(b) as appropriate

~~1/~~ 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) ~~1/~~ 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 ~~1/~~ 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

1111ION HOUSE WIGMORE ST W1

Sf east

on

Day	Month	Year
27	10	2000

M. M. LEMER LL.B.

SOLICITOR

EMPOWERED TO ADMINISTER OATHS

before me *[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.

8 QUEEN STREET
MAYFAIR
LONDON W1X 8JN

NOTES

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Cardiff
CF14 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
37 Castle Terrace
Edinburgh
EH1 2EB

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- 84
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- (b) ~~It is intended to commence the winding up of the company within 12 months of that date, and 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)

84
And 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

16 Queen Street
Maidenhead Berkshire

Declarants to sign below

Day Month Year
on 30 10 2000

G. DAVIDSON

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.~~

JUSTIN F. BRADLEY
Solicitor empowered to administer

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And ~~/~~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 103 WIGMORE ST
W1

Declarants to sign below

Day Month Year
on

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before me

M. M. Lemerille

M. M. LEMERILLE

SOLICITOR

EMPOWERED TO ADMINISTER OATHS

A Commissioner for Oaths or Notary Public or Justice of

QUEEN STREET

the Peace or a Solicitor having the powers conferred by

WYFAIR

a Commissioner for Oaths.

LONDON W1X 8JN

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Declared at

103 WIGMORE STREET
LONDON W1

Declarants to sign below

R. H. H. H.

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

before me

h. h. R.

M. M. LEMER LL.B.

SOLICITOR

EMPOWERED TO ADMINISTER OATHS

8 QUEEN STREET

MAYFAIR

LONDON W1X 8JN

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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Declared at 103 WIGMORE STREET

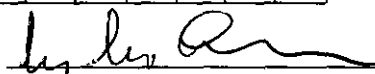
Declarants to sign below

LONDON W1

Day Month Year
on

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before me



M. M. LEMERILLE

SOLICITOR

A Commissioner for Oaths or Notary Public or Justice of

the Peace or a Solicitor having the powers conferred on

a Commissioner for Oaths.

EMPOWERED TO ADMINISTER OATHS

18 QUEEN STREET

MAYFAIR

LONDON W1X 8JN

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(b) ~~[It is intended to commence the winding-up of the company within 12 months of that date, and /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 ~~/~~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 Stamford, Connecticut

Declarants to sign below


David B. Henry

Day Month Year
on

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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.

Valerie Benedetto
Notary Public, State of Connecticut
Commission Expires: March 31, 2003

NOTES

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And ~~X~~/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
Clarges Street
London W.1.

Declarants to sign below

C. Alexander

Day Month Year

on

25	11	2010
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before me

J. D. Woodward
and
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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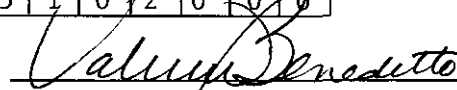
Declared at Stamford, Connecticut

Declarants to sign below


Michael E. Pralle

Day Month Year
on

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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.

Valerie Benedetto
Notary Public, State of Connecticut
Commission Expires: March 31, 2003

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I 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)

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- (b) ~~It is intended to commence the winding-up of the company within 12 months of that date, and I have~~
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 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

Paris, France

Declarants to sign below

Jeffrey Alan Mclehorn
Jeffrey Alan Mclehorn

on

Day	Month	Year
25	10	2000

before me Jean-Benoît ZEGERS FRESHFIELDS BRUCKHAUS DERINGER

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

69, boulevard Haussmann
75008 PARIS

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ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 01-24-2001

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And ~~X~~/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 LLOYDS CHAMBERS
LONDON E1 8HZ

Declarants to sign below



BEAUMONT AND SON
SOLICITORS
LLOYDS CHAMBERS
1 PORTSOCKEN STREET
LONDON, E1 8AW

Day Month Year
on 2/5/10 2/0/0/0

before me GRANT JONES 

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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Declared at LLOYDS CHAMBERS
LONDON E1 8JZ

Declarants to sign below

Day Month Year
on

2	5	1	0	2	0	0	0
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before me RYANT JONES

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

[Signature]

BEAUMONT AND SON
SOLICITORS
LLOYDS CHAMBERS
1 PORTOKEN STREET
LONDON, E1 8AW

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(b) ~~(It is intended to commence the winding-up of the company within 12 months of that date, and ~~/~~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 ~~/~~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 LLOYDS CHAMBERS
LONDON E1 8HZ

Declarants to sign below

Day Month Year
on 25 10 2000

before me

[Signature]

GRANT JONES

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

BEAUMONT AND SON
SOLICITORS
LLOYDS CHAMBERS
1 PORTSOCKEN STREET
LONDON, E1 8AW

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

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

~~X~~/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) ~~X~~/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 X has 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 ~~X~~/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 LLOYDS CHAMBERS
LONDON E1 8HZ

Declarants to sign below

A. Ann Goosny

Day Month Year
on

2	5	1	0	2	0	0	0
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before me *P. Jones* - GRANT JONES

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

FRANK MONT AND SON
SOLICITORS
11 CHAMBERS
ROCKEN STREET
LONDON, E1 8AW

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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
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
DAVID HENRY	41 Wild Turkey Court Ridgefield Connecticut 06877 USA

NAME**ADDRESS**

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

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Manuden
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Herts CM23 1DJ
England

IAIN WATTERS

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Telex 8811541 KPMGLO G
DX 38050 Blackfriars

The Directors
MEPC plc
Nations House
103 Wigmore Street
LONDON
W1H 9AB

30 October 2000

Dear Sirs

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

We have examined the attached statutory declaration of the directors dated 30 October 2000 in connection with 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
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work by the Institute of
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Registered in England
No 3110745

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London EC4Y 8BB