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COMPANIES FORM No. 155(6)b

Declaration by the directors of a holding company in relation to assistance for the acquisition of shares

155(6)b

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

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1464587

Name of company

* ARLINGTON SECURITIES (1998) LIMITED

*Insert full name
of company

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

†We†

PATRICK DEIGMAN of Frith Hill House, Frith Hill, Great Missenden, Buckinghamshire HP16 0QR
and JEFFREY MARK PULSFORD of 21 Selbourne Road, Burpham, Guildford, Surrey GU4 7JP.

†Insert name(s) and
address(es) of all
the directors

§ Delete as
appropriate

~~the sole director~~ [all the directors] § of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

The business of this 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 ‡

This company is [the] ~~(a)~~ holding company of* BIRMINGHAM BUSINESS PARK LIMITED

(COMPANY NUMBER 3075905) ("BBPL")

which is

proposing to give financial assistance in connection with the acquisition of shares
in [this company]

~~the holding company of this company. ‡~~

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

Gouldens
22 Tudor Street
London EC4Y 0JJ
DX 67 LONDON

For official use
General Section

Post room



The assistance is for the purpose of ~~[that acquisition]~~~~[reducing or discharging a liability incurred for the purpose of that acquisition].~~* (note 1)

Please do not
write in
this margin

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

The number and class of the shares acquired or to be acquired is:

215,000,000 ordinary shares of £1 each in ARLINGTON SECURITIES (1998) LIMITED

The assistance is to be given to: (note 2)

BRITISH AEROSPACE PROPERTIES LIMITED ("BAPL") ((Company number 2863702) whose registered office is at Arlington House, Arlington Business Park, Theale, Reading, Berkshire RG7 4SA as to the assistance referred to in paragraph (1) below.

The assistance will take the form of:

(1) BBPL shall release BAPL from its liability under a deed of indemnity dated 1 August 1995 between Supertwice Services Limited, Arlington Securities (1998) Limited, BBPL and Hatfield Business Park Limited (1) and BAPL (2).

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

*Delete as
appropriate

ARLINGTON SECURITIES PLC (formerly Action Forecast Plc) (Company number 3608348) whose registered office is at Arlington House, Arlington Business Park, Theale, Reading, Berkshire RG7 4SA.

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

(1) BBPL shall release BAPL from its liability in respect of the indemnity for nil consideration.

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is NIL

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

NIL

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

NIL

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

The date on which the assistance is to be given is

October

1998

1/We have formed the opinion, as regards this 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 this 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 this company within 12 months of that date, and 1/we have formed the opinion that this 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

LII LALTERS & PAINES
ONE SILK STREET
LONDON EC2Y 8HQ
TEL: 0171 456 2000

the 8th day of October
one thousand nine hundred and 98

Declarants to sign below

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.~~

GRANAM Arthur

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.



KPMG Audit Plc

Arlington Business Park
Theale
Reading, RG7 4SD
United Kingdom

Tel +44 (0) 118 964 2000
Fax +44 (0) 118 964 2222
DX 4053 Reading 1

Private & confidential

The Directors
Arlington Securities (1998) Limited
Arlington Business Park
Theale
Reading
RG7 4SA

Our ref smh/tjg/743-let004

8 October, 1998

Dear Sirs

Auditors' report to the directors of Arlington Securities (1998) Limited ("the Company") pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors dated 8 October, 1998 in connection with the proposal that the Company's subsidiary, Birmingham Business Park Limited, should give financial assistance for the purchase of all 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



Member firm of
KPMG International

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

Registered in England
Number 3110745
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