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Please do not  
write in this  
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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

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

\* insert full name  
of company

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

To the Registrar of Companies  
(Address overleaf - Note 5)

For official use

Company number

[ ] [ ] [ ] [ ]

2563463

Name of company

\* Leyton Properties Limited

X/We Ø Rupert Jerome Dickinson. 59 Albert Bridge Rd, London, SW11 4AQ.  
Alistair William Dixon. 245 Kennington Road, London SE11 6BY.  
John Robert Wall. 9 Fairlawn Park, St Leonards Hill, Windsor,  
Berkshre, SL4 4HL.  
James Dennis Story. Kowhai Cottage, Quarry Bank, Utkinton, Tarporley,  
Cheshire, CW6 0LA.

† 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 person authorised under section 3 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] BPT

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:

147,564,817 Ordinary

1,544,600 Preference

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

Allen & Overy  
One New Change  
London  
EC4M 9QQ

For official Use  
General Section

Post room



COMPANIES HOUSE

16/12/02

The assistance is to be given to: (note 2) Bromley Property Investments Limited  
Citygate, Saint James Boulevard, Newcastle Upon Tyne, NE1 4JE, England.

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

The assistance will take the form of:

See Annexe A attached.

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

† delete as  
appropriate

Bromley Property Investments Limited

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

See Annexe B attached.

The amount of cash to be transferred to the person assisted is £ 0.00

The value of any asset to be transferred to the person assisted is £ 0.00

The date on which the assistance is to be given is

*On or after 11<sup>th</sup>*

December 2002

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

~~XX~~ 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 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)

Declared at Allen & Overy  
One New Change  
London EC4M 9QQ

on 

| Day | Month | Year |
|-----|-------|------|
| 09  | 12    | 2002 |

Mark C. Matthews (Commander)

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

  
James H. McGowan

- 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:-

or, for companies registered in Scotland:-

Page 3

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## ANNEX A

- (1) the entry into by BPT Limited (**BPT**) and the Subsidiaries (including the company) of the supplemental agreement (the **Supplemental Agreement**) amending and restating the terms of a two year senior term loan facility (the **Senior Term Loan Facility**) dated 14th March, 2001 between Bromley Property Investments Limited (**BPIL**), Nationwide Building Society, Halifax plc and National Westminster Bank plc (together with the Supplemental Agreement, the **Amended Senior Term Loan Facility**) to which BPT and the Subsidiaries had each acceded;
- (2) the issue by BPT and the Subsidiaries of certificates (the **Certificates**) confirming the continuing effectiveness of the security provided under a composite guarantee and debenture (the **Composite Guarantee and Debenture**) dated 14th March, 2001 to which BPT and the Subsidiaries had each acceded and adhered (the **Security Documents**); and
- (3) the entry into by BPT and the Subsidiaries of a loan agreement (the **Intra-Group Loan Agreement**) with BPIL as borrower.

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## ANNEX B

- (1) under the Amended Senior Term Loan Facility, BPT and the Subsidiaries may borrow further monies to inter alia discharge BPIL's liabilities under a two year mezzanine term loan facility dated 14<sup>th</sup> March, 2001 between BPIL and National Westminster Bank plc, and such further monies as BPIL or BPT or any of the Subsidiaries may borrow in accordance with the Senior Term Loan Facility (as further amended from time to time) which further borrowings it is proposed will be secured by the Security Documents;
- (2) by their accession to the Composite Guarantee and Debenture, BPT and the Subsidiaries guaranteed the obligations of themselves, each other and BPIL under the Senior Term Loan Facility and granted security over some of their assets in order to provide security for their fulfilment of such obligations: as confirmed by the Certificates, those obligations and security in respect thereof continue pursuant to the terms of the Amended Senior Term Loan Facility; and
- (3) under the Intra-Group Loan Facility, BPT and the Subsidiaries have agreed to make available to BPIL a facility upon which it can draw, inter alia, to meet its obligations under the Amended Senior Term Facility.

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## DEFINITION

In this Form 155(6)(a), **Subsidiaries** means the following wholly owned subsidiaries of BPT: B.G. Utting & Company Limited; BPT (Assured Homes) Limited; BPT (Bradford Property Trust) Limited; BPT (Residential Investments) Limited; BPT (Residential Management Services) Limited; BPT (Scotland) Limited; Ealing Tenants Limited; Eastbourne Artisans Dwellings Company Limited; Faside Estates Limited; Gracefield Properties Limited; Harborne Tenants Limited; Leyton Properties Limited; Residential Leases Limited; Residential Tenancies Limited; Stoke-on-Trent Tenants Limited; BPT (East Anglia Number 2) Limited; BPT (Holyoake) Limited; BPT (Wellesley) Limited; Hamsard 2489 Limited; and Hamsard 2491 Limited.

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PricewaterhouseCoopers  
Benson House  
33 Wellington Street  
Leeds LS1 4JP  
Telephone +44 (0) 113 289 4000  
Facsimile +44 (0) 113 289 4460

The Directors  
Leyton Properties Limited  
Jardine House  
3 Commercial Street  
BRADFORD  
BD1 4AN

9 December 2002

Dear Sirs

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

We have examined the attached statutory declaration of the directors of Leyton Properties Limited ('the Company') dated 9 December 2002 in connection with the proposal that the Company should give financial assistance for the purchase of 147,564,817 of the ordinary shares and 1,544,600 of the preference shares of the Company's holding company, BPT Limited.

**Basis of opinion**

We have enquired into the state of the Company's affairs in order to review the bases for the statutory declaration.

**Opinion**

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



PricewaterhouseCoopers  
*Chartered Accountants and Registered Auditors*