

CHFP025

COMPANIES FORM No. 155(6)a

Declaration in relation to assistance for the acquisition of shares

155(6)a

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

	T	T	
I	I	I	

3577772

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

Name of company

* NCP NORTH WEST LIMITED

* insert full name
of company

XWe p Tracey Anna Marie Hanson of 4 Broomleigh Street, London NW6 1QW

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

Robert Magnus Macnaughton of High Tong Lodge, Marle Place Road, Brenchley, Kent TN12 7HS and

John Angus Theophilus of 25 Blakett Street, London SW15 1QG

† delete as appropriate

~~XXXXXXXXXXXX~~ [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

is that of a recognised bank licensed institution with the meaning of the Banking Act 1979.

XX

insurance business of 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

~~XXXXXX~~ [company's holding company] PARKING INTERNATIONAL LIMITED

The assistance is for the purpose of [that acquisition] ~~reducing or discharging a liability incurred for the~~

XXXXXXXXXXXXXXXXXXXXXXXXXXXX

The number and class of the shares acquired or to be acquired is: One ordinary share of nominal value
of £1

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

Ashurst Morris Crisp
Broadwalk House
5 Appold Street
London
EC2A 2HA
639 London/City
2759886

For official Use
General Section



LD2 *LHM
COMPANIES HOUSE

0345
18/09/02

The assistance is to be given to: (note 2) Primepanel Limited of Broadwalk House, 5 Appold Street, London
EC2A 2HA

Please do not
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:

a guarantee granted by the Company and other subsidiaries in the same group to Bishopsgate Parking Limited (the "Tax Deed Guarantee") pursuant to a tax deed (the "Tax Deed") to be entered into between Primepanel Limited and Bishopsgate Parking Limited, such Tax Deed relating to, amongst other things, the sale of the ordinary share capital in Parking International Limited to Primepanel Limited by Bishopsgate Parking Limited.

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

[†] delete as
appropriate

Primepanel Limited

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

contained in the Tax Deed Guarantee whereby the Company along with other subsidiaries in its same group guarantees unconditionally as primary obligor to pay on demand to Bishopsgate Parking Limited any amount for which Primepanel Limited is liable under the Tax Deed together with all reasonable costs, fees and expenses incurred by Bishopsgate Parking Limited under the Tax Deed.

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

The date on which the assistance is to be given is within 8 weeks of the date of this form

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

☒ 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 I 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

Ashurst Morris Crisp
Broadwalk House
5 Appold Street
London EC2A 2HA

Declarants to sign below

on

Day	Month	Year
10	09	2002

before me

(Signature)

S. GEDFORD

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

Solicitor
22 SETHWOOD RD
LONDON
W14 0BQ

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

**AUDITORS' REPORT TO THE DIRECTORS OF NCP NORTH WEST
LIMITED (the "Company") PURSUANT TO SECTION 156(4) OF THE
COMPANIES ACT 1985**

We have examined the attached statutory declaration of the directors of the Company dated 10 September 2002 in connection with the proposal that the Company should give financial assistance for the purchase of Parking International Limited's share.

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.

Deloitte & Touche

Deloitte & Touche
Registered Auditors
London
10 September 2002