

Declaration in relation to assistance for the acquisition of shares

155(6)a

CHFP025

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

1 1 1 1

4360981

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

Name of company

* Hamsard 2489 Limited

insert full name of company

X We Please see attached Continuation Sheet 1.

insert 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:

~~(a) that of a recognised bank, licensed institution, within the meaning of the Banking Act 1978~~

~~(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

The company is proposing to give financial assistance in connection with the acquisition of shares in the

~~company~~ [company's holding company Bromley Property Holdings

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:

15,320,000 A

ordinary shares

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

Dickinson Dees
St Ann's Wharf
112 Quayside
Newcastle upon Tyne
NE99 1SB
DX 61191 Newcastle upon
KRL 1211957

For official Use
General Section



A07
COMPANIES HOUSE
A32
COMPANIES HOUSE
COMPANIES HOUSE

AHJ71YCS

0745
08/09/04
0323
28/07/04
13/07/04

A
[Signature]

The assistance is to be given to: (note 2) Grainger Finance Company Limited (CN: 3798495)
of Citygate, Saint James' Boulevard, Newcastle upon Tyne, NE1 4JE

Please do not
write in this
margin

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

The assistance will take the form of:

Please see attached Continuation Sheet 2.

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

† delete as
appropriate

Grainger Trust plc

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

Please see attached Continuation Sheet 3.

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 hereof

[Handwritten signatures and initials]
Page 2

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black type, or
ld 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~~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 ~~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 Citygate, St James Boulevard,
Newcastle upon Tyne, NE1 4JE


Declarants to sign below

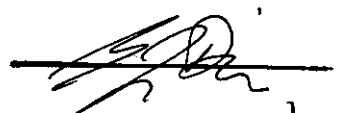
on

Day	Month	Year
3	0	06
2	0	04

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.


Winnit


M Cunningham

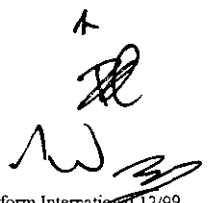
NOTES

- 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



HAMSARD 2489 LIMITED – (COMPANY NO: 4360981)

CONTINUATION SHEET NO.1 – FORM 155(6)a

Directors

1. Andrew Rolland Cunningham of The Old Vicarage, Longhirst, Morpeth, Northumberland, NE61 3LU;
2. Rupert Jerome Dickinson of 59 Albert Bridge Road, London, SW11 4AQ;
3. Michael Patrick Windle of High Priar, Stanton Townhead, Morpeth, Northumberland, NE65 8PR;
4. Brian Aidan Crumbley of 10 Westfield Grove, Gosforth, Newcastle upon Tyne, Tyne and Wear, NE3 4YA;
5. Mark Jeremy Robson of 9 Southlands, Tynemouth, Tyne and Wear, NE30 2QS;
6. Peter Christopher George Schwerdt of The Court House, 3 Church Street, Pewsey, Wiltshire, SN9 5DL;
7. Sean Anthony Slade of Idlewood, Maidenhead Road, Cookham, Berkshire, SL6 9DF; and
8. Debra Rachel Yudolph of 20 Ellingham Road, London W12 9PR.

W
J

HAMSARD 2489 LIMITED – (COMPANY NO: 4360981)

CONTINUATION SHEET NO.2 – FORM 155(6)a

The assistance will take the form of:-

1. a guarantee and indemnity from the Company in favour of the Finance Parties (as defined in the Facility Agreement described below) pursuant to a Facility Agreement dated on or about the date hereof between Grainger Trust PLC (1), the Subsidiaries (as defined therein) (as Original Borrowers) (2), the Subsidiaries (as defined therein) (as Original Guarantors) (3), Barclays Capital, Lloyds TSB Bank PLC and The Royal Bank of Scotland PLC as joint mandated lead arrangers and joint book runners (together the Joint Mandated Lead Arrangers) (4), the Financial Institutions (as defined therein) (as Original Lenders) (5), Barclays Bank PLC (as Facility Agent) (6) Barclays Bank PLC (as Security Trustee) (7) and Barclays Bank PLC (as Original Issuing Bank) (8) (the "Facility Agreement") in respect of the obligations of the Borrowers (as defined in the Facility Agreement) to the Finance Parties (the "Guarantee");
2. a Security Agreement to be entered into by Grainger Trust plc (1), the Chargors (as defined therein) (including the Company) (2) and Barclays Bank PLC as "Security Trustee" for the Beneficiaries (as defined therein) (3) which incorporates a floating charge over all of the Company's undertaking and assets as security for the "Secured Liabilities" (as defined therein) (the "Security Agreement"); and
3. an intra-group loan agreement dated on or about the date hereof between the Lenders (as defined therein, including the Company) (1) and Grainger Finance Company Limited and Grainger Trust plc (as Original Borrowers) (2) (the "Intra-Group Loan Agreement").

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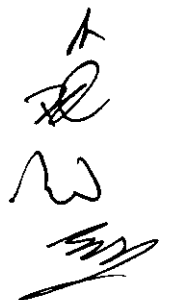
HAMSARD 2489 LIMITED – (COMPANY NO: 4360981)

CONTINUATION SHEET NO.3 – FORM 155(6)a

All capitalised terms in this continuation sheet number 3 shall have the meanings ascribed to them in continuation sheet number 2.

The principal terms in which the assistance will be given are as follows:-

1. the Guarantee pursuant to which the Company guarantees all of the obligations of the Borrowers to the Finance Parties under the Finance Documents (as defined in the Facility Agreement). The facilities to be provided to the Original Borrowers (Grainger Trust plc, the ultimate holding company of the Company, and Grainger Finance Company Limited) pursuant to the Facility Agreement are to be provided in part for the refinancing of the existing facilities of the group (being Grainger Trust plc and its subsidiaries) (the "Group"). The existing facilities of the Group include a facility of £40,000,000 provided pursuant to a Facility Agreement dated 7 August 2003 between Grainger Finance Company Limited (1) and Barclays Bank PLC (2) (the "Original Facility Agreement"). The facilities provided pursuant to the Original Facility Agreement were provided in part to fund the acquisition of shares in Bromley Property Holdings Limited (a holding company of the Company) by Grainger Trust plc;
2. the Security Agreement pursuant to which the Company secures the Secured Liabilities, including the obligations of the Obligors (as defined therein) (including the Company) under the Facility Agreement, by charging its entire undertaking and assets in favour of the Security Trustee; and
3. the Intra-Group Loan Agreement pursuant to which the Lenders (including the Company) would lend monies to the Borrowers (as defined therein) for the purpose of repayment of the facilities under the Facility Agreement.

Handwritten signature and initials in the bottom right corner of the page.

PricewaterhouseCoopers LLP
89 Sandyford Road
Newcastle upon Tyne NE99 1PL
Telephone +44 (0) 191 232 8493
Facsimile +44 (0) 191 269 4400
Direct Fax +44 (1) 191 269 3234

The Directors
Hamsard 2489 Limited
Citygate
St James' Boulevard
Newcastle Upon Tyne
NE1 4JE

30 June 2004

Dear Sirs

Auditors' report to the directors of Hamsard 2489 Limited pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of Hamsard 2489 Limited ("the Company") dated 30 June 2004 in connection with the proposal that the Company should give financial assistance for the purchase of 15,320,000 A ordinary shares of the Company's holding company, Bromley Property Holdings Limited. This report, including the opinion, has been prepared for and only for the Company and the Company's directors in accordance with Section 156 of the Companies Act 1985 and for no other purpose. We do not, in giving the opinion set out below, accept or assume responsibility for any other purpose or to any other purpose to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 LLP
Chartered Accountants and Registered Auditors

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CHFP025

Please do not write in this margin

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

† delete as appropriate
§ delete whichever is inappropriate

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

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

For official use

Company number

[] [] [] [] [] []

4360981

Name of company

* Hamsard 2489 Limited

XWe§ Please see attached Continuation Sheet 1.

~~XXXXXX~~ [all the directors]† of the above company do solemnly and sincerely declare that:

The business of the company is:

~~(a) that of a [recognised bank] [licensed institution] within the meaning of the Banking Act 1978~~

~~(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§

The company is proposing to give financial assistance in connection with the acquisition of shares in the

~~XXXXXX~~ [company's holding company Bromley Property Holdings Limited]†

The assistance is for the purpose of ~~XXXXXX~~ [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: 15,320,000 A
ordinary shares

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

Dickinson Dees
St Ann's Wharf
112 Quayside
Newcastle upon Tyne
NE99 1SB
DX 61191 Newcastle upon
KRL 1211957

For official Use
General Section

A32
COMPANIES HOUSE
AT1
COMPANIES HOUSE
0324
23/07/04
13/07/04

The assistance is to be given to: (note 2) Grainger Finance Company Limited (CN: 3798495)
of Citygate, Saint James' Boulevard, Newcastle upon Tyne, NE1 4JE

Please do not
write in this
margin

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

The assistance will take the form of:

Please see attached Continuation Sheet 2.

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

† delete as
appropriate

Grainger Trust plc

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

Please see attached Continuation Sheet 3.

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 hereof

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 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 1 Montpelier Street
London SW7 1EX

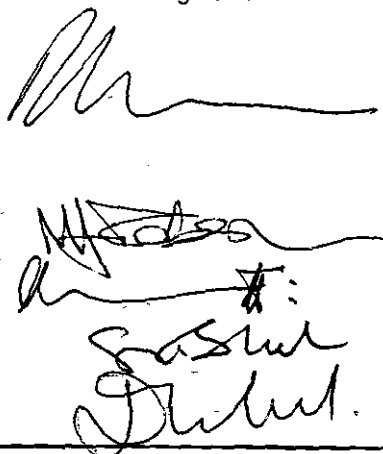
Declarants to sign below

on

Day	Month	Year
30	06	2004

before me F.S. Mahan

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

ARC
LID
NPW
BAC
MTR
PCGS
T
DRY


NOTES

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HAMSARD 2489 LIMITED – (COMPANY NO: 4360981)

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7. Sean Anthony Slade of Idlewood, Maidenhead Road, Cookham, Berkshire, SL6 9DF; and
8. Debra Rachel Yudolph of 20 Ellingham Road, London W12 9PR.

A handwritten signature in black ink, appearing to be 'Debra' or similar, with a long horizontal flourish extending to the right.

HAMSARD 2489 LIMITED – (COMPANY NO: 4360981)

CONTINUATION SHEET NO.2 – FORM 155(6)a

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3. the Intra-Group Loan Agreement pursuant to which the Lenders (including the Company) would lend monies to the Borrowers (as defined therein) for the purpose of repayment of the facilities under the Facility Agreement.





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Facsimile +44 (0) 191 269 4400
Direct Fax +44 (1) 191 269 3234

The Directors
Hamsard 2489 Limited
Citygate
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NE1 4JE

30 June 2004

Dear Sirs

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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 LLP
Chartered Accountants and Registered Auditors