

G

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

155(6)b

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

--	--	--	--	--	--

4438082

Name of company

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

* STATUSAWARD LIMITED

* insert full name
of company

~~We~~ Tracey Anna Marie Hanson of 4 Broomleigh Street, London NW6 1QW and Robert Magnus
Macnaughton of High Tong Lodge, Marle Place Road, Brenchley, Kent TN12 7HS

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

† delete as
appropriate

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

§ delete whichever
is inappropriate

The business of this company is:

- (a) ~~that the company is authorised under section 10 of the Insurance Companies Act 1982 to carry
insurance business in the United Kingdom~~
- (b) ~~that a person authorised under section 10 of the Insurance Companies Act 1982 to carry
insurance business in the United Kingdom~~
- (c) something other than the above§

This company is ~~not~~ [a] holding company of* NCP Holdings Limited _____ which is
proposing to give financial assistance in connection with the acquisition of shares
in ~~the company~~ Parking International Limited _____
the holding company of this company.†

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

Ashurst Morris Crisp
Broadwalk House
5 Appold Street
London
EC2A 2HA
639 London/City
2771783

For official Use
General Section

Post room



LD2
COMPANIES HOUSE

LHMFZE8R

0227
18/09/02

Please do not
write in this
margin

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

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

a guarantee granted by NCP Holdings Limited 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; and

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

† delete as appropriate

contained in the Tax Deed Guarantee whereby NCP Holdings Limited 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; and

contained in the Lease Guarantee whereby NCP Holdings Limited along with other subsidiaries in its same group guarantee to pay rents under the Leases and perform and observe the tenants' covenants in any of the Leases if the tenants fail to do so.

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

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

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

☒ 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) ☒ 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)

* delete either (a) or (b) as appropriate

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

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

on Day Month Year
1 0 0 9 2 0 0 2

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.

S Bedford
Solicitor
82 Newmarket 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
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

STATUSAWARD LIMITED (the "Company")
Company Number 4438082
Annexure 1 to Form 155(6)b

The Leases

Location of Car Park	Landlord	Tenant	Date of lease
Cotton Street, Ashton-under-Lyne	National Car Parks Limited	Stepbranch Limited	30 July 2002
MSCP, Belfast Dublin Road	National Car Parks Limited	Stepbranch Limited	30 July 2002
Oswald Street, Glasgow	National Car Parks Limited	Stepbranch Limited	30 July 2002
Church Street, King's Lynn	National Car Parks Limited	Stepbranch Limited	30 July 2002
Excelsior, Excelsior	National Car Parks Limited	Stepbranch Limited	30 July 2002
North Street, Newport	National Car Parks Limited	Stepbranch Limited	30 July 2002
Gartside Street, Manchester	National Car Parks Limited	Stepbranch Limited	30 July 2002
Tower Ramparts, Ipswich	National Car Parks Limited	Stepbranch Limited	30 July 2002
City Harbour, London	National Car Parks Limited	Stepbranch Limited	30 July 2002
Crawford Street, London	National Car Parks Limited	Stepbranch Limited	30 July 2002
Park Road, London	National Car Parks Limited	Stepbranch Limited	30 July 2002
Portland Place, London	National Car Parks Limited	Stepbranch Limited	30 July 2002
Brewer Street and 6/10 Lexington, London	National Car Parks Limited	Stepbranch Limited	30 July 2002
Arthur Court, London	National Car Parks Limited	Stepbranch Limited	30 July 2002
St. Peter's Lane, Leicester	National Car Parks Limited	Stepbranch Limited	30 July 2002
Wyle Cop, Shrewsbury	National Car Parks Limited	Stepbranch Limited	30 July 2002
Albany, Birmingham	Regent Lion Properties Limited	National Car Parks Limited	30 July 2002

Location of Car Park	Landlord	Tenant	Date of lease
Newhall Street, Birmingham	National Car Parks Limited	Stepbranch Limited	30 July 2002
Abbey Street, Leicester	National Car Parks Limited	Stepbranch Limited	30 July 2002
East Street, Leicester	National Car Parks Limited	Stepbranch Limited	30 July 2002
Lee Circle, Leicester	National Car Parks Limited	Stepbranch Limited	30 July 2002
Rutland Centre, Leicester	National Car Parks Limited	Stepbranch Limited	30 July 2002
St. Nicholas Circle, Leicester	National Car Parks Limited	Stepbranch Limited	30 July 2002
Welford Road, Leicester	National Car Parks Limited	Stepbranch Limited	30 July 2002
Brayford Street, Lincoln	National Car Parks Limited	Stepbranch Limited	30 July 2002
Grantham Street, Lincoln	National Car Parks Limited	Stepbranch Limited	30 July 2002
Hungate, Lincoln	National Car Parks Limited	Stepbranch Limited	30 July 2002
St. Rumbold Street, Lincoln	National Car Parks Limited	Stepbranch Limited	30 July 2002
Mount Street, Nottingham	National Car Parks Limited	Stepbranch Limited	30 July 2002
Stoney Street, Nottingham	National Car Parks Limited	Stepbranch Limited	30 July 2002
Church Street, Wolverhampton	National Car Parks Limited	Stepbranch Limited	30 July 2002
Fryer Street, Wolverhampton	National Car Parks Limited	Stepbranch Limited	30 July 2002
Summer Row, Wolverhampton	National Car Parks Limited	Stepbranch Limited	30 July 2002
Carloli Square, Newcastle	National Car Parks Limited	Stepbranch Limited	30 July 2002
Greenmarket, Newcastle	National Car Parks Limited	Stepbranch Limited	30 July 2002
John Dobson Street, Newcastle	National Car Parks Limited	Stepbranch Limited	30 July 2002
East Laithe Gate,	National Car Parks	Stepbranch Limited	30 July 2002

Location of Car Park	Landlord	Tenant	Date of lease
Doncaster	Limited		
Odeon Cinema, Doncaster	National Car Parks Limited	Stepbranch Limited	30 July 2002
Telegraph House, Liverpool	National Car Parks Limited	Stepbranch Limited	30 July 2002
Hanover Street, Liverpool	National Car Parks Limited	Stepbranch Limited	30 July 2002
Price Street, Liverpool	National Car Parks Limited	Stepbranch Limited	30 July 2002
Rumford Street, Liverpool	National Car Parks Limited	Stepbranch Limited	30 July 2002
Seel Street, Liverpool	National Car Parks Limited	Stepbranch Limited	30 July 2002
Smithfield Street, Liverpool	National Car Parks Limited	Stepbranch Limited	30 July 2002
Meigh Street, Stoke on Trent	National Car Parks Limited	Stepbranch Limited	30 July 2002
Sackville Street, Manchester	National Car Parks Limited	Stepbranch Limited	30 July 2002
Manchester Palace, Manchester	National Car Parks Limited	Stepbranch Limited	30 July 2002
Montgomery Street, Belfast	National Car Parks Limited	Stepbranch Limited	30 July 2002
Willison Street, Dundee	NCP Scotland Limited	National Car Parks Limited	30 July 2002
Mitchell Street, Glasgow	NCP Scotland Limited	National Car Parks Limited	30 July 2002
Rhode Street, Chatham	National Car Parks Limited	Stepbranch Limited	30 July 2002
Jackson Road, Clacton on Sea	National Car Parks Limited	Stepbranch Limited	30 July 2002
Nunns Road, Colchester	National Car Parks Limited	Stepbranch Limited	30 July 2002
Alexandra Gardens, Folkestone	National Car Parks Limited	Stepbranch Limited	30 July 2002

Location of Car Park	Landlord	Tenant	Date of lease
Harlands Road, Haywoods Heath	National Car Parks Limited	Stepbranch Limited	30 July 2002
Union Place, Worthing	National Car Parks Limited	Stepbranch Limited	30 July 2002
Marlowes Hillfield Road, Hemel Hempstead	National Car Parks Limited	Stepbranch Limited	30 July 2002
Fairfield, Kingston	National Car Parks Limited	Stepbranch Limited	30 July 2002
Portland Terrace, Southampton	National Car Parks Limited	Stepbranch Limited	30 July 2002
Nelson Street, Bristol	National Car Parks Limited	Stepbranch Limited	30 July 2002
Rupert Street, Bristol	National Car Parks Limited	Stepbranch Limited	30 July 2002
St James Borton, Bristol	National Car Parks Limited	Stepbranch Limited	30 July 2002
Dumfries Place, Cardiff	National Car Parks Limited	Stepbranch Limited	30 July 2002
Lower Berrington Street, Hereford	National Car Parks Limited	Stepbranch Limited	30 July 2002
Pitt House, Lyme Regis	National Car Parks Limited	Stepbranch Limited	30 July 2002
Church Street, Brighton	National Car Parks Limited	Stepbranch Limited	30 July 2002
Russell Road, Brighton	National Car Parks Limited	Stepbranch Limited	30 July 2002
Grosvenor Hill, London	National Car Parks Limited	Stepbranch Limited	30 July 2002
Exchange Station, Liverpool	National Car Parks Limited	Stepbranch Limited	30 July 2002

**AUDITORS' REPORT TO THE DIRECTORS OF STATUSAWARD 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 NCP Holdings Limited 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