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CHFP025

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

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

Pursuant to section 155(6) of the Companies Act 1985

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

For official use

Company number

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

4438082

Name of company

* STATUSAWARD LIMITED

☒ We Ø 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

† delete as
appropriate

~~XXXXXXXXXX~~ [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 of a person licensed under the Insurance Companies Act 1982 to carry on insurance business in the United Kingdom~~
- (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 ~~NCP~~ [a] holding company of* NCP Midlands Development Limited which is proposing to give financial assistance in connection with the acquisition of shares in ~~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
2771830

For official Use
General Section



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 Midlands Development 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.

† delete as appropriate

contained in the Tax Deed Guarantee whereby NCP Midlands Development 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.

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 date of this form

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

X 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 the~~
~~note to meet 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 ~~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 **Ashurst Morris Crisp**
Broadwalk House
5 Appold Street
London EC2A 2HA

Declarants to sign below

Day Month Year
on 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. BEOTARD

Solicitor
82 Netherwood Rd
London
W14 0BA

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

**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 Midlands Development 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