

Declaration in relation to assistance for the acquisition of shares

155(6)a

CHFP025

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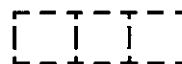
Pursuant to section 155(6) of the Companies Act 1985

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

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

Name of company

* 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

~~XXXXXXXXXXXX~~ [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 recognised bank, licensed institution, within the meaning of the Banking Act 1979,~~

~~(b) that of a person authorised under section 32A of the Insurance Companies Act 1982 to carry~~

~~insurance business~~

(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] PARKING INTERNATIONAL LIMITED

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

~~company in connection with that acquisition~~

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
2771563

For official Use
General Section



LD2
COMPANIES HOUSE

0242
18/09/02

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

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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; and

an increase in the rate of interest payable on outstanding balances by the Company to Parking International Limited pursuant to an intra-group loan agreement to be entered into by the Company and Parking International Limited (the "Intra-Group Loan Agreement").

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; and

contained in the Intra-Group Loan Agreement whereby the Company agrees to pay an increased rate of interest on outstanding balances drawn down thereunder.

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

**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 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