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COMPANIES FORM No. 155(6)a

Declaration in relation to assistance for the acquisition of shares



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 c	official use	Com	Company number 4438082	
Note Please read the notes on page 3 before completing this form.	Name of company							
	* ST	ATUSAWARD LIMITED						
* insert full name of company	Tracey Anna Marie Hanson of 4 Broomleigh Street, London NW6 1QW and Robert Mag 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	_	③XXXXXXXXX [all the directors]† of	the above co	mpan	y do sole	mnly an	d sincerely declare tha	
	The business of the company is: **XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX							
delete whichever is inappropriate	IXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX							
	i X3OXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX							
	(c) son	nething other than the above§						
	The company is proposing to give financial assistance in connection with the acquisition of shares in the							
	PARKING INTERNATIONAL LIMITED							
	The as	sistance is for the purpose of [tha	it acquisition] [)	exixiyi	byxxxxx iXX	ĸĸĸĸĸ	<i>ĸĸĸĸĸĸĸĸĸĸĸĸĸĸĸ</i>	

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

Ashurst Morris Crisp Broadwalk House 5 Appold Street London EC2A 2HA 639 London/City 2771563

of£1

For official Use General Section

The number and class of the shares acquired or to be acquired is:



One ordinary share of nominal value

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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 margin				
	Please complete legibly, preferably in black type, or bold block lettering				
The assistance will take the form of:	iottoring				
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").					
]				
	ł				
]				
The person who [XXXXXXXXXXXX[will acquire]t the shares is: Primepanel Limited					
7 Timepuno Dimiou					
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					

within 8 weeks of the date of this form

The date on which the assistance is to be given is

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 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) 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)

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 Appoid Street London EC2A 2HA

Declarants to sign below

on 10092002

5.BEDtoes

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths. SOUCITOR 82 NETHERWOOD RD

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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 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.

Deroile a porche

Deloitte & Touche Registered Auditors London 10 September 2002