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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

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) ~~the business of a person authorised under section 1 of 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 ~~not~~ [a] holding company of\* NCP Midlands 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  
2771835

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 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 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)

(b) ~~It is intended to commence the winding-up of this company within 12 months of that date, and the directors 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 ~~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**

on 

10	09	2002
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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. Beddoe

Solicitor  
82 Netherwood Rd  
London  
W14 0BN

## 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 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