

COMPANIES FORM No. 155(6)b

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



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

† delete as appropriate

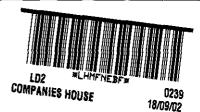
§ delete whichever is inappropriate

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	
	mleigh Street, London NW6 1QW and Robert Magnus arle Place Road, Brenchley, Kent TN12 7HS
• •	the above company (hereinafter called 'this company') do
colemnly and sincerely declare that:	the above company (hereinafter called 'this company') do
olemnly and sincerely declare that: The business of this company is: a) tXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX	the above company (hereinafter called 'this company') do
solemnly and sincerely declare that: The business of this company is: (a) the business of this company is: (b) the business of this company is:	COGCIENTICEN PONTANIONIONIONIONIONIONIONIONIONIONIONIONION
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The business of this company is: a) than the business of this company is: b) than the aboves c) something other than the aboves	CXOOODCXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX
colemnly and sincerely declare that: The business of this company is: a) txxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxx	COOSIACIACO COMO COMO COMO COMO COMO COMO COMO C

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

Ashurst Morris Crisp Broadwalk House 5 Appold Street London EC2A 2HA 639 London/City 2771846 For official Use General Section



The assistance is for the purpose of [that acquisition] [K&XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX	Please do not write in this margin
The number and class of the shares acquired or to be acquired is: one ordinary share of nominal value of	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	
· -	
The assistance will take the form of:	
a guarantee granted by NCP North East 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.	

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The person who [hall acquire] the shares is:	t delete as
Primepanel Limited	appropriate
The principal terms on which the assistance will be given are:	
contained in the Tax Deed Guarantee whereby NCP North East 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 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	Page 2

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

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

W/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)

And Now 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 10092002

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths. Soucion

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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 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 North East 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.

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Deloitte & Touche Registered Auditors London

10 September 2002