



CHFP010.

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COMPANIES FORM No. 155(6)a

**Declaration in relation to assistance
for the acquisition of shares****155(6)a**

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

Please complete
legibly, preferably in
black type, or bold
block letteringNote
Please read the
notes on page 3
before completing
this form.To the Registrar of Companies
(address overleaf - Note 5)

For official use

Company Number

Name of company

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360738

* EALING TENANTS

* Insert full name of
company†/We ~~o~~ RUPERT JEROME DICKINSON, 59 ALBERT ROAD, LONDON, SW11 4AQ

ALISTAIR WILLIAM DIXON, 4 ST MARTINS ROAD, LONDON, SW9 0SW

Ø Insert name(s)
and address(es)
of all the directors

GARY RONALD BUTTERWORTH, 129 CHINGFORD AVENUE, CHINGFORD, LONDON, E4 6RG

† delete as
appropriate~~[the sole director]~~ [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 3 or 4 of the Insurance Companies Act 1982 to carry on insurance business in the United Kingdom~~‡
(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]

BPT

Limited]†

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

The number and class of the shares acquired or to be acquired is: 147,564,817 ORDINARY

1,544,600 PREFERENCE

Presenter's name, address
and reference (if any):CHRISTINE HALLIWELL
BPT LIMITED
JARDINE HOUSE
3 COMMERCIAL STREET
FORSTER SQUARE
BRADFORD, BD1 4AN

For official use

General Section

Post room

LD3
COMPANIES HOUSE0384
23/11/01

The assistance is to be given to: (note 2) BROMLEY PROPERTY INVESTMENTS LIMITED

Please do not write in
this margin

TIMES SQUARE, NEWCASTLE-UPON-TYNE, TYNE AND WEAR, NE1 4EP, ENGLAND

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

The assistance will take the form of:

SEE ANNEX A ATTACHED

† delete as
appropriate

The person who [has acquired]~~[will acquire]~~† the share is:

BROMLEY PROPERTY INVESTMENTS LIMITED

The principle terms on which the assistance will be given are:

SEE ANNEX B ATTACHED

The amount of cash to be transferred to the person assisted is £ 0.00

The value of any asset to be transferred to the person assisted is £ 0.00

The date on which the assistance is to be given is 16-11-2001

Please do not write in this margin

~~1~~ 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)

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

- (a) ~~1~~ 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)
- (b) ~~1~~ It is intended to commence the winding up of the company within 12 months of that date, and ~~1~~ we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding up.]* (note 3)

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

And ~~1~~ we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

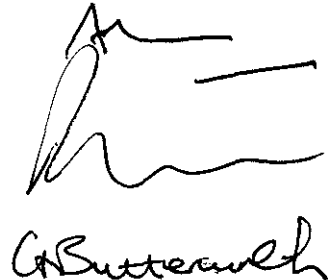
Declared at ONE NEW CHANGE
LONDON EGM 900

on

Day	Month	Year
1	5	1 1 2 0 0 1

before me S. Foreman
Bates Wells & Brithwaite, Cheapside House,
138 Cheapside, London, EC2V 6BB
A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor
having the powers conferred on a Commissioner for Oaths.

Declarants to sign below



NOTES

- For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 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.
- Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.
- 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

ANNEX A

The execution, delivery and performance of:

- (1) a deed of adherence ("**Deed of Adherence**") to the composite guarantee and debenture ("**Composite guarantee and Debenture**") dated 14 March 2001 between Bromley Property Investments Limited, Bromley Property Holdings Limited ("**Charging Companies**") and Nationwide Building Society as security trustee, by BPT Limited ("**BPT**"), the company, and each of BG Utting & Company Limited; BPT (Assured Homes) Limited; BPT (Bradford Property Trust) Limited; BPT Bridgewater (Home Reversions) Limited; BPT (Full Reversions) Limited; BPT (Northwood Hills) Limited; BPT (Peachey) Limited; BPT (Residential Investments) Limited; BPT (Residential Management Services) Limited; BPT (Scotland) Limited; BPT (Southern) Limited; Eastbourne Artisans Dwellings Co. Limited; Faside Estates Limited; Gracefield Properties Limited; Harborne Tenants Limited; Leyton Properties Limited; Residential Leases Limited; Residential Tenancies Limited; and Stoke-on-Trent Tenants Limited (the "**Subsidiaries**") and Nationwide Building Society, as security trustee, pursuant to which the company, BPT and the Subsidiaries charge to Nationwide Building Society by way of first legal mortgage all their rights in the new property ("**New Property**") (as defined in the Deed of Adherence) and the company, BPT and the Subsidiaries consent and agree to be bound by the terms and conditions of the Composite Guarantee and Debenture as if the company, BPT and the Subsidiaries had been an original chargor and the New Property had been part of the security assets at the date of execution of the Deed of Adherence;
- (2) a deed of accession and variation to the Composite Guarantee and Debenture ("**Deed of Accession to the Composite Guarantee and Debenture**") by the company, BPT, the Subsidiaries and Nationwide Building Society pursuant to which each of the company, BPT and the Subsidiaries agree to observe and be bound by the terms and provisions of the Composite Guarantee and Debenture as a Charging Company provided that each of the company, BPT and the Subsidiaries shall be required to enter into any guarantee or security to secure any liabilities under the Debenture;
- (3) a deed of accession ("**Deed of Accession to the Senior Term Loan Facility**") to the senior term loan facility ("**Senior Term Loan Facility**") dated 14 March 2001 between Bromley Property Investments Limited, Nationwide Building Society as agent and security trustee and initial lender, Halifax Plc and National Westminster Bank plc as initial lenders which is in respect of a facility of an amount of up to £600,000,000 and is to be executed by the company, BPT and the Subsidiaries, Bromley Property Investments Limited and Nationwide Building Society pursuant to which the company, BPT and the Subsidiaries agree to observe and be bound by the terms and provisions of the Senior Term Loan Facility insofar as they apply to the company, BPT and the Subsidiaries as if they were an original party to the Senior Term Loan Facility as a borrower; and
- (4) a deed of accession ("**Deed of Accession to the Mezzanine Term Loan Facility**") to the mezzanine term loan facility ("**Mezzanine Term Loan Facility**") dated 14 March 2001 between Bromley Property Investments Limited, National Westminster Bank plc as lender which is in respect of a facility of an amount of up to £55,000,000 and is to be executed by BPT, the company and each of the Subsidiaries, Bromley Property Investments Limited and National Westminster Bank plc pursuant to which the company, BPT and the Subsidiaries agree to observe and be bound by the terms and provisions of the Mezzanine Term Loan Facility insofar as they

apply to BPT, the company and each of the Subsidiaries as if they were an original party to the Mezzanine Term Loan Facility as a borrower.

ANNEX B

- (1) under the Deed of Adherence BPT, the company and the Subsidiaries charge to Nationwide Building Society by way of first legal mortgage all their rights in the New Property and the company concerned consents and agrees to be bound by the terms and conditions of the Composite Guarantee and Debenture as if that company had been an original chargor and the New Property had been part of the security assets at the date of execution of the Deed of Adherence;
- (2) under the Deed of Accession to the Composite Guarantee and Debenture BPT, the company and each of the Subsidiaries agree to observe and be bound by the terms and provisions of the Composite Guarantee and Debenture as a Charging Company provided that BPT, the company and each of the Subsidiaries shall be required to enter into any guarantee or security to secure any liabilities under the debenture;
- (3) under the Deed of Accession to the Senior Term Loan Facility, BPT, the company and the Subsidiaries agree to observe and be bound by the terms and provisions of the Senior Term Loan Facility insofar as they apply to BPT, the company and the Subsidiaries as if they were an original party to the Senior Term Loan Facility as a borrower;
- (4) under the Deed of Accession to the Mezzanine Term Loan Facility, BPT, the company and the Subsidiaries agree to observe and be bound by the terms and provisions of the Mezzanine Term Loan Facility insofar as they apply to BPT, the company and the Subsidiaries as if they were each an original party to the Mezzanine Term Loan Facility as a borrower.

PricewaterhouseCoopers
Benson House
33 Wellington Street
Leeds LS1 4JP
Telephone +44 (0) 113 289 4000
Facsimile +44 (0) 113 289 4460

Private and Confidential

The Directors
Ealing Tenants
Jardine House
3 Commercial Street
Forster Square
Bradford, West Yorkshire
BD1 4AN

15 November 2001

Dear Sirs

Auditors' report to the directors of Ealing Tenants pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of Ealing Tenants ('the Company') dated 15 November 2001 in connection with the proposal that the Company should give financial assistance for the purchase of the 146,901,317 Ordinary shares of the Company's holding company, BPT plc.

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.

Yours faithfully



PricewaterhouseCoopers
Chartered Accountants and Registered Auditors