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COMPANIES FORM No. 155(6)a

**Declaration in relation to
assistance for the acquisition
of shares.**

155(6)a

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

For official use

Company number

2796826

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

Name of company

* Rider House Limited

* Insert full name
of company

#We† Stephen Moxham of 18 Mansion Drive, Hammerwich, Walsall, West Midlands WS7 0JD

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

Stuart Galbraith of Bromley Lodge, Bromley Wood, Abbots Bromley, Staffordshire WS15 3AG

Timothy Parsons of 14 Yew Tree Road, Edgbaston, Birmingham B15 2LX

Valerie Elms of 352 Rosliston Road, Stapen Hill, Burton on Trent, Staffordshire DE15 9RQ

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 or 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] Midland Concert Promotions Group 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: 1,386 A Ordinary shares,
87 B Ordinary Shares, 3,124 C Ordinary Shares, 348 D Ordinary Shares, 1,390 E Ordinary Shares and
1,390 Deferred Ordinary Shares all of £1 each

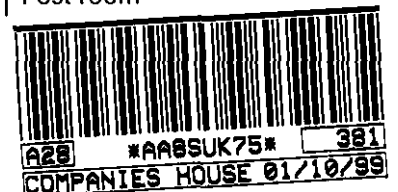
Presenter's name, address and
reference (if any):

The Wilkes Partnership
41 Church Street
Birmingham
B3 2RT

NJK/ERS/24785.4

For official use
General Section

Post room



The assistance is to be given to: (note 2)

SFX Entertainment, Inc. of 650 Madison Avenue, New York, NY 10022, United States of America
and SFX U.K. Holdings Limited of 100 New Bridge Street, London EC4V 6JA

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write in this margin

Please complete
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bold block
lettering

The assistance will take the form of:

The payment by the company of £15,000 as Valerie Elms as an employee bonus.

The person who ~~has acquired~~ [will acquire]* the shares is:

SFX Entertainment, Inc. of 650 Madison Avenue, New York, NY 10022, United States of America and
SFX U.K. Holdings Limited of 100 New Bridge Street, London EC4V 6JA

*Delete as
appropriate

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

The company will pay a staff bonus to Valerie Elms an employee of the company in cash on or before the acquisition of the company based on £1,000 for every year of service by the employee so reducing the net assets of the company to a material extent and consequently reducing the purchase price.

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 the date hereof

Please do not
write in
this margin

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bold block lettering

† Delete either (a) or
(b) as appropriate

~~¶~~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)

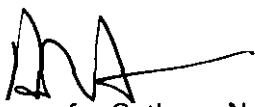
(b) [~~It is intended to commence the winding-up of the company within 12 months of that date, and ¶ we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding-up.~~] † (note 3)

And ~~¶~~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 100 New Bridge St,
London

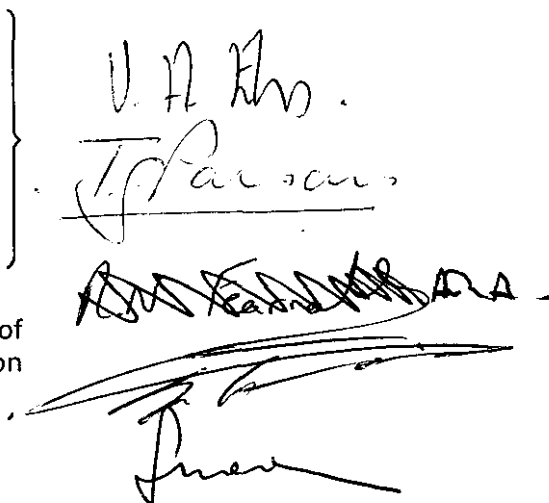
the 20 day of September 1999
One thousand nine hundred and ninety nine

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.

A. J. ALLTON

Declarants to sign below



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.

Auditors' report to the directors Rider House Limited pursuant to section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of Rider House Limited ("the Company") dated 20 September 1999 in connection with the proposal that the Company should give financial assistance for the purchase of the whole of the issued share capital of Midland Concert Promotions Group Limited.

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.



Ernst & Young
Registered Auditor
London