

TRILLIUM INVESTMENTS GP LIMITED

(the Company)

WRITTEN MEMBERS' RESOLUTION

In accordance with section 381A of the Companies Act 1985, WE, being all the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, **AGREE** that the following resolution shall have effect as if passed as a special resolution by the Company in general meeting and accordingly **WE RESOLVE**:

THAT the provision by the Company of financial assistance for the purposes of the acquisition of shares in the Company by Mychand Limited, W9/PPM LLP, Wind Drift Limited, Archon/PPM LLC, Shaftesbury Real Estate Management Limited and Land Securities Plc pursuant to certain of the transactions contemplated by the Arrangements described in the Appendix to this written members' resolution, be approved with immediate effect; and

THAT the provision by Mychand Central LP Limited, the Company's subsidiary company, of financial assistance for the purposes of the acquisition of shares in Mychand Central LP Limited by the Company pursuant to certain of the transactions contemplated by the Arrangements described in the Appendix to this written members' resolution, be approved with immediate effect; and

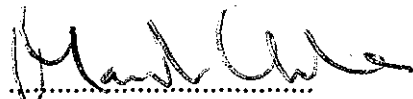
THAT the provision by Mychand Central LP Limited, the Company's subsidiary company, of financial assistance to for the purposes of the acquisition of shares in the Company by Mychand Limited, W9/PPM LLC, Wind Drift Limited, Archon/PPM LLC, Shaftesbury Real Estate Management Limited and Land Securities Plc pursuant to certain of the transactions contemplated by the Arrangements described in the Appendix to this written members' resolution, be approved with immediate effect; and

THAT the provision by Mychand Central LP Limited, the Company's subsidiary company, of financial assistance for the purposes of reducing or discharging a liability incurred in respect of the acquisition of shares in the Company by Mychand Limited, W9 /PPM LLC, Wind Drift Limited, Archon/PPM LLC, W9/PPM LLC and Shaftesbury Real Estate Management Limited be approved with immediate effect.



.....
For and on behalf of Causeway International Limited

Date:



.....
For and on behalf of Mychand Limited

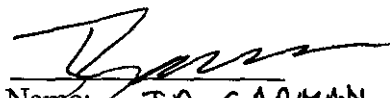
Date: 3 November 2000

.....
For and on behalf of Tiger Finance Corporation

Date:

Whitehall Street Real Estate Limited Partnership IX

By: WH Advisors, L.L.C. IX,
General Partner

By: 
Name: J.R. GARMAN
Title: VICE PRESIDENT

3 November 2000

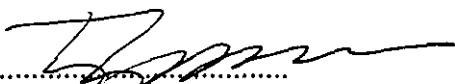
Archon Group, L.P.

By: Archon Gen-Par Inc.,
General Partner

By: _____
Name:
Title:

Notice to members

A copy of this resolution has been sent to the Company's auditors,
PricewaterhouseCoopers, pursuant to s381B Companies Act 1985.

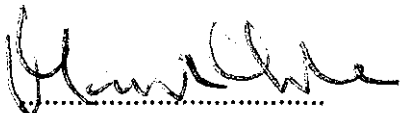

.....
Director/Secretary

We, being the auditors of the Company, confirm that we have received a copy of this
resolution

.....
For and on behalf of PricewaterhouseCoopers
Date: _____

.....
For and on behalf of Causeway International Limited

Date:



.....
For and on behalf of Mychand Limited

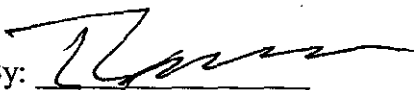
Date: 3 November 2000

.....
For and on behalf of Tiger Finance Corporation

Date:

Whitehall Street Real Estate Limited Partnership IX

By: WH Advisors, L.L.C. IX,
General Partner

By: 

Name: J.R. SARMAN

Title: VICE PRESIDENT 3 November 2000

Archon Group, L.P.

By: Archon Gen-Par Inc.,
General Partner

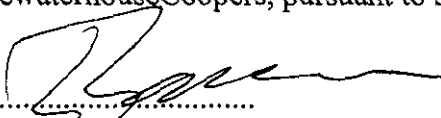
By: _____

Name:

Title:

Notice to members

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PricewaterhouseCoopers, pursuant to s381B Companies Act 1985.


.....
Director/Secretary

We, being the auditors of the Company, confirm that we have received a copy of this
resolution

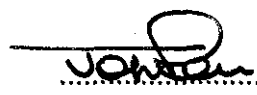
.....
For and on behalf of PricewaterhouseCoopers
Date: _____

.....
For and on behalf of Causeway International Limited

Date:

.....
For and on behalf of Mychand Limited

Date:


.....
For and on behalf of Tiger Finance Corporation

Date: 03-11-2000

Whitehall Street Real Estate Limited Partnership IX

By: WH Advisors, L.L.C. IX,
General Partner

By: _____
Name:
Title:

Archon Group, L.P.

By: Archon Gen-Par Inc.,
General Partner

By: _____
Name:
Title:

Notice to members

R. Howell

For and on behalf of Causeway International Limited

Date: 3 November 2000

.....
For and on behalf of Mychand Limited

Date:

.....
For and on behalf of Tiger Finance Corporation

Date:

Whitehall Street Real Estate Limited Partnership IX

By: WH Advisors, L.L.C. IX,
General Partner

By: _____
Name:
Title:

Archon Group, L.P.

By: Archon Gen-Par Inc.,
General Partner

By: _____
Name:
Title:

Notice to members

.....
For and on behalf of Causeway International Limited

Date:

.....
For and on behalf of Mychand Limited

Date:

.....
For and on behalf of Tiger Finance Corporation

Date:

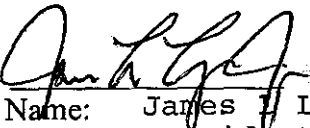
Whitehall Street Real Estate Limited Partnership IX

By: WH Advisors, L.L.C. IX,
General Partner

By: _____
Name:
Title:

Archon Group, L.P.

By: Archon Gen-Par, Inc.,
General Partner

By: 
Name: James I. Lozier, Jr.
Title: ~~President~~
Authorized Signatory

Notice to members

.....
For and on behalf of Causeway International Limited

Date:

.....
For and on behalf of Mychand Limited

Date:

.....
For and on behalf of Tiger Finance Corporation

Date:

Whitehall Street Real Estate Limited Partnership IX

By: WH Advisors, L.L.C. IX,
General Partner

By: Earl A. Pl
Name:
Title:

Archon Group, L.P.

By: Archon Gen-Par Inc.,
General Partner

By: _____
Name:
Title:

Notice to members

APPENDIX

The following steps are required to implement the 'incorporation' of Trillium Investments limited Partnership (*TILP*):

STEP 1

Incorporation of Newco Subsidiaries

Each offshore limited partner in TILP that is not being sold to Trillium Investment GP Limited (the *Company*), namely, Wind Drift Limited, Archon/PPM LLC, W9/PPM LLC and Shaftesbury Real Estate Management Limited (together, the *Old Partners*) will set up a subsidiary (each a *Newco Subsidiary*) with a special share in each Newco Subsidiary being issued to the Company (giving the right to appoint/remove directors to the board of the Newco Subsidiary to the Company).

- No changes will be required to the limited partner who will be sold to the Company (*Mychand Central*).
- Newco Subsidiaries become subsidiaries of the Company for FSA purposes.
- Directors of Newco Subsidiaries should be UK resident.
- All board meetings should take place in the UK from incorporation.
- Branches should be registered at UK's Companies House as soon as possible.

STEP 2

Execution of Transfer Agreement

Transfer Agreement to sell Mychand Central and Newco Subsidiaries to the Company is signed.

- Agreement will need to be sent to stamp office in due course.
- Must be conditional on redemption of special share in Old Partners held by the Company to minimise risk of section 23 Companies Act 1985 applying.

STEP 3

Execution of Promissory Demand/Pledge and Security Agreement/Securities Account Control Agreement/Guaranty Agreement

A Promissory Demand, a Pledge and Security Agreement, a Securities Account Control Agreement and a Guaranty Agreement (each governed by New York law) will be entered into between the Company and Whitehall Street Real Estate Limited Partnership IX (*Whitehall*), and a Pledge and Security Agreement, a Securities Account Control Agreement and a Guaranty Agreement (each governed by New York

law) will be entered into between the Company, the Old Partners (Wind Drift Limited, Archon/PPM LLC, Mychand Limited, W9/PPM LLC and Shaftesbury Real Estate Management Limited), Mychand Central and Whitehall respectively pursuant to which each of these entities other than Whitehall will (1) grant security in favour of Whitehall over the accounts to be opened with the Goldman Sachs brokerage in New York in the name of the Company as security for the loan to be advanced from Whitehall to the Company as general partner of TILP and (2) guarantee the obligation of TILP, acting as general partner of TILP, to repay the loan advanced from Whitehall (see Step 4 below).

STEP 4

Loan advance from Whitehall

The Company, as general partner of TILP, borrows money from Whitehall.

- The money is deposited in a secured brokerage account with Goldman Sachs in the name of the Company.

STEP 5

Distribution of Money to Partners

The Company, as general partner of TILP, distributes money borrowed to Old Partners and Mychand Central

- Distribution in respect of the Company's 0.1% interest is transferred to a separate secured brokerage account with Goldman Sachs.
- Distributions to Old Partners and Mychand Central remain in the same account but are held for them (and not the Company, as general partner of TILP).

STEP 6

Transfer of Partnership Interest from Old Partners to Newco Subsidiaries

Each Old Partner transfers its partnership interest to the Newco Subsidiary which it economically owns for no consideration (i.e. as a gift) or for nominal consideration of £1.

- Transfer document will need to be stamped with fixed duty of £5.

STEP 7

Amendment of constitutional documents of Old Partners to redeem special shares held by the Company

The constitutional documents governing the Old Partners will be altered to redeem or otherwise remove the special shares in the Old Partners that are held by the Company.

- The Old Partners cease to be subsidiaries of the Company under UK companies law.

STEP 8

Distribution of partnership cash by Mychand Central to Mychand Limited

Mychand Central distributes (by way of dividend, distribution or repayment of debt) the distribution it receives in respect of its partnership interest in TILP to its economic parent, Mychand Limited, save that:

- The amount of the estimated tax liabilities of Mychand Central is lent interest-free to Mychand Limited and is immediately repayable on demand.
- The money remains in Goldman Sachs' secured brokerage account.

STEP 9

Completion/Implementation of Transfer Agreement

Completion of Transfer Agreement.

- The Company acquires economic shares in Mychand Central and each Newco Subsidiary. In exchange, the Company issues shares to the economic parents of Mychand Central and Newco Subsidiaries (the former being Mychand Limited and the latter being the Old Partners, which are no longer subsidiaries of the Company). The number of shares in the Company issued to the economic parent of each limited partner in TILP will reflect the value of that partner and so the value of that partner's limited partnership interest in TILP.
- Shareholders agreement signed.
- Tax indemnities signed.
- Conveyances of shares in each partner that is not a UK incorporated company are signed and kept offshore. Appropriate changes to register made.

STEP 10

Capital investment by the Company's shareholders (equal to amount of loan advanced from Whitehall)

Pursuant to Shareholders' Agreement, each shareholder in the Company (Wind Drift Limited, Archon/PPM LLC, Mychand Limited, W9/PPM LLC and Shaftesbury Real Estate Management Limited) lends the amount it received following the distribution described in Step 5 (and in the case of Mychand Limited only, the distribution described in Step 8) to the Company on the terms set out in the Shareholders' Agreement.

STEP 11

Repayment of Whitehall loan by the Company from proceeds of capital investment

The Company repays the money to Whitehall on behalf of TILP.

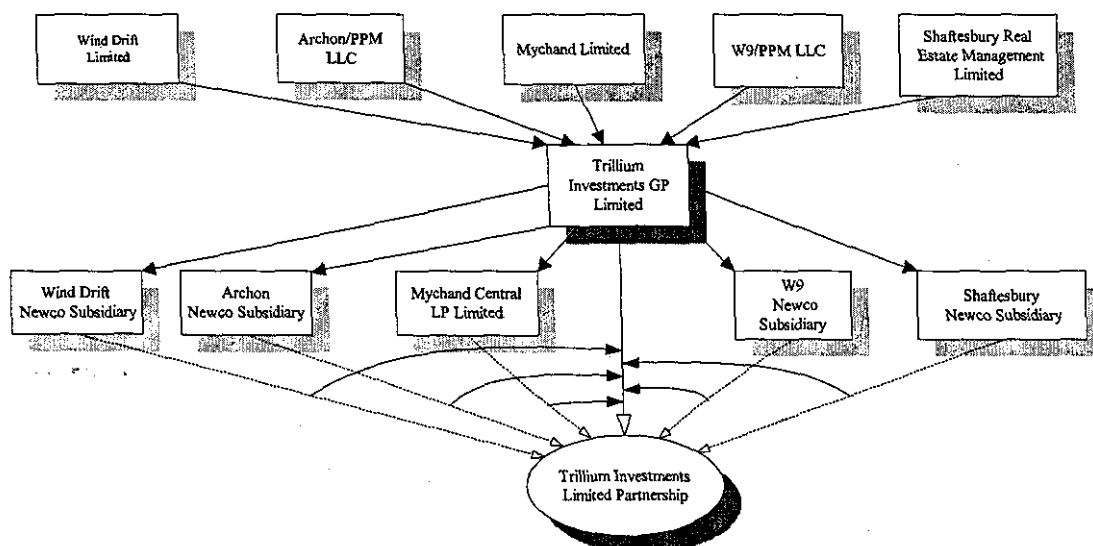
The Company becomes a creditor of TILP for the amount of the original loan.

STEP 12

Cessation of TILP as partnership

In due course and when it is certain that there is no risk that each Newco Subsidiary and/or Mychand Central is not UK resident, the Company can acquire their partnership interests (and so collapse TILP into the Company). The partnership interests will be acquired for consideration, which will be left outstanding on intercompany loan account, and which will exceed the book value of the shares in each Newco Subsidiary and Mychand Central recorded in the books of the Company.

This is shown in the diagram below:



Following the completion of the final transfer of a limited partnership interest, TILP ceases to be a partnership, as no business is carried on by two or more persons in common, and should cease to exist. The Company will be absolutely entitled to all of TILP's assets and, as all of TILP's assets will be registered in the Company's name, it should not be necessary to make any formal transfers of those assets.

(Steps 1-12 are together referred to as the *Arrangements*)

**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

--	--	--	--	--	--

03487308

Name of company

*Insert full name
of company

* Trillium Investments GP Limited

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

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

†We† Archon Group LP, of 85 Broad Street, New York NY10004 USA
Causeway International Limited, Columbus Centre Building, Wickhams Cay, Road Town, Tortola P.O. Box 3444
British Virgin Islands.
Lord Brian Griffiths of 19 Chester Square, London SW1 9HS
James Lozier, of 3512 Crescent Avenue, Dallas, Texas 75205 USA
Mychand Limited, of 24 Bedford Row, London WC1R 4HA
Edward Michael Siskind of 61 Ledbury Road, Notting Hill, London W11 2AA
Tiger Finance Corporation, of P.O. Box 124, Langtry House, La Motte Street, St Helier, Jersey, Channel Islands
Barry Stuart Volpert, of 7 Stanley Crescent, London W11 2NB
Gavin Edward Reid Wilson, of 38 Upper Cheyne Row, London SW3 5JJ
James Robert Garman, of Flat 5, 56 Lexham Gardens, London W8 5JA

§Delete as
appropriate

~~the sole director~~ [all the directors]§ of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

The business of this 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†

This company is [the]§a holding company of* Mychand Central LP Limited

which is

proposing to give financial assistance in connection with the acquisition of shares
in [this company]§

~~the holding company of this company~~§

Presentor's name address and
reference (if any):
Freshfields Bruckhaus Deringer
65 Fleet Street
London EC4Y 1HS
DX 23 LONDON/CHANCERY LANE

AR100

For official use
General Section

1 Post room

The assistance is for the purpose of [that acquisition]~~[reducing or discharging a liability incurred for the purpose of that acquisition].~~* (note 1)

Please do not
write in
this margin

The number and class of the shares acquired or to be acquired is: 1 "A" Preference Share of £1
1 "B" Preference Share of £1, 1 "C" Preference Share of £1, 1 "D" Preference Share of £1, 1 Ordinary Share of £1

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

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

1. Whitehall Street Real Estate Limited Partnership IX, 85 Broad Street, New York, NY 10004, USA.
2. Mychand Limited, 24 Bedford Row, London WC1R 4HA.
3. Trillium Investments GP Limited, Bastion House, 140 London Wall, London EC2Y 5DN

The assistance will take the form of:

See Schedule 1 attached.

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

*Delete as
appropriate

See Schedule 2 attached.

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

See Schedule 3 attached.

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is not in excess of £6.3 million.

The amount of cash to be transferred to the second person assisted is not in excess of £1.3 million.

The value of any asset to be transferred to the third person assisted is up to £6.3 million. Cag 155(6)(b)-2/3

Please do not
write in
this margin

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

The date on which the assistance is to be given is within eight weeks of the date hereof

~~1~~/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)

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

- (a) ~~1~~/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 1/ we 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 ~~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

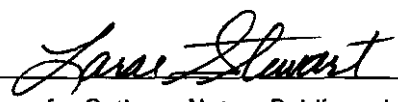
Declarants to sign below

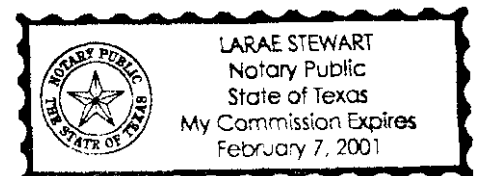
Day Month Year
on

0	3	11	20	00
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James L. Lozier, Jr.,
Director

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.



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

SCHEDULES

Financial Assistance Declaration

Form 155(6)(b)

Trillium Investments GP Limited (the *Company*)
(Company Number 03487308)

This document contains "Schedule 1", "Schedule 2" and "Schedule 3" referred to in the attached statutory declaration.

SCHEDULE 1

The assistance will take the form of:

The financial assistance to be given by the Company's subsidiary, Mychand Central LP Limited (the *Subsidiary*) for the purposes of the acquisition of the Subsidiary's shares by the Company and for the purposes of the acquisition of shares in the Subsidiary's holding company, the Company (by, except in relation to 3. below, Wind Drift Limited, Archon/PPM LLC, Mychand Limited, W9/PPM LLC, Shaftesbury Real Estate Management Limited and by, in respect of 1., 2. and 3. below, Land Securities Plc) will take the form of the Subsidiary:

1. entering into a Pledge and Security Agreement, a Securities Account Control Agreement and a Guaranty Agreement (each governed by New York law) with the Old Partners (Wind Drift Limited, Archon/PPM LLC, Mychand Limited, W9/PPM LLC and Shaftesbury Real Estate Management Limited), Mychand Central LP Limited and Whitehall Real Estate Limited Partnership IX (*Whitehall*).
2. entering a into a loan agreement between itself and Mychand Limited (the *Intercompany Loan Agreement*) pursuant to which the Subsidiary will be required to make a loan to its economic parent, Mychand Limited.
3. entering into an agreement with the Company pursuant to which the Subsidiary will transfer its partnership interest in Trillium Investment Limited Partnership (*TILP*) to the Company.

SCHEDULE 2

The person who will acquire the shares is:

The person who will acquire the shares is:

1. Mychand Limited
24 Bedford Row
London WC1R 4HA.
2. W9/PPM LLC,
The Corporation Trust Company
1209 Orange Street
Wilmington
New Castle County
Delaware 19801
USA.
3. Shaftesbury Real Estate Management Limited
PO Box 124
Langtry House
La Motte Street
St. Helier
Jersey
Channel Islands.
4. Wind Drift Limited
TrustNet Chambers
PO Box 3444
Road Town
Tortola
British Virgin Islands.
5. Archon/PPM LLC
The Corporation Trust Company
1209 Orange Street
Wilmington
Newcastle County
Delaware 19801
USA.
6. Land Securities Plc
5 Strand
London
WC2N 5AF

SCHEDULE 3

The principal terms on which the assistance will be given:

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

1. (a) Pledge and Security Agreement/Securities Account Control Agreement

Pursuant to the Pledge and Security Agreement and the Securities Account Control Agreement, the Subsidiary will grant security in favour of Whitehall over the accounts to be opened with the Goldman Sachs brokerage in New York in the name of the Company and all cash, properties and rights transferred to or deposited in the accounts and all earnings, investments and securities held in the accounts as security for the due and punctual performance of the obligations of TILP (acting through the Company as general partner of TILP) pursuant to the Promissory Demand to repay the amount of the loan advanced by Whitehall to TILP (acting through the Company as general partner of TILP) including the payment of all principal and interest and premium owed thereunder.

(b) Guaranty Agreements

Pursuant to the Guaranty Agreement, the Subsidiary will guarantee in favour of Whitehall the due and punctual performance of the obligations of TILP (acting through the Company as general partner of TILP) pursuant to the Promissory Demand to repay the amount of the loan advanced by Whitehall to TILP (acting through the Company as general partner of TILP) including the payment of all principal and interest and premium owed thereunder.

2. Intercompany Loan Agreement

By making a loan to Mychand Limited pursuant to the Intercompany Loan Agreement, the Subsidiary will:

- (a) make a loan to Mychand Limited for an amount of up to;
- (b) the loan will bear no interest; and
- (c) the loan will be repayable by Mychand Limited on demand.

3. Transfer of partnership interest in TILP

By entering into an agreement with the Company to transfer its partnership interest in TILP to the Company, the Subsidiary will:

- (a) assume an obligation to transfer its partnership interest in TILP either for nominal consideration at book value or for larger consideration nearer to or

at market value which will or may result in a material reduction of net assets (based on a market value test);

(b) the consideration payable by the Company to the Subsidiary will or may be left outstanding on intercompany loan account;

(c) to the extent that the consideration payable is left outstanding on intercompany loan account, it will not or may not bear interest; and

(d) to the extent that the consideration payable is left outstanding on intercompany loan account, it will not or may not be payable on demand.

PricewaterhouseCoopers
1 Embankment Place
London WC2N 6RH
Telephone +44 (0) 20 7583 5000
+44 (0) 20 7939 3000
Facsimile +44 (0) 20 7822 4652

The Directors
Trillium Investments GP Limited
Bastion House
140 London Wall
London Wall
EC2Y 6DN

3 November 2000

Dear Sirs

Auditors' report to the directors of Trillium Investments GP Limited pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of Trillium Investments GP Limited ('the Company') dated 3 November 2000 in connection with the proposal that the Company's subsidiary undertaking, Mychand Central LP Limited, should give financial assistance for the acquisition of shares of the Company.

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

PricewaterhouseCoopers
Chartered Accountants and Registered Auditors

**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

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03487308

Name of company

*Insert full name
of company

* Trillium Investments GP Limited

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

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

~~We~~† Archon Group LP, of 85 Broad Street, New York NY10004 USA
Causeway International Limited, Columbus Centre Building, Wickhams Cay, Road Town, Tortola P.O. Box
3444 British Virgin Islands.
Lord Brian Griffiths of 19 Chester Square, London SW1 9HS
James Lozier, of 3512 Crescent Avenue, Dallas, Texas 75205 USA
Mychand Limited, of 24 Bedford Row, London WC1R 4HA
Edward Michael Siskind of 61 Ledbury Road, Notting Hill, London W11 2AA
Tiger Finance Corporation, of P.O. Box 124, Langtry House, La Motte Street, St Helier, Jersey, Channel Islands
Barry Stuart Volpert, of 7 Stanley Crescent, London W11 2NB
Gavin Edward Reid Wilson, of 38 Upper Cheyne Row, London SW3 5JJ
James Robert Garman, of Flat 5, 56 Lexham Gardens, London W8 5JA

§Delete as
appropriate

~~the sole director~~§[all the directors] §of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

The business of this 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 ‡

This company is ~~the~~§[a] holding company of* Mychand Central LP Limited

which is

proposing to give financial assistance in connection with the acquisition of shares
in [this company]§

~~the holding company of this company~~§

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

Freshfields Bruckhaus Deringer
65 Fleet Street
London EC4Y 1HS
DX 23 LONDON/CHANCERY LANE

KB1556B

For official use
General Section

Post room

The assistance is for the purpose of ~~(that acquisition)~~ reducing or discharging a liability incurred for the purpose of that acquisition).* (note 1)

Please do not write in this margin

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

The number and class of the shares acquired or to be acquired is: 1 "A" Preference Share of £1, 1 "B" Preference Share of £1, 1 "C" Preference Share of £1, 1 "D" Preference Share of £1, 1 Ordinary Share of £1

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

Trillium Investments GP Limited
Bastion House
140 London Wall
London EC2Y 5DN

The assistance will take the form of:

See Schedule 1 attached.

The person who ~~(has acquired)~~ ~~will acquire~~* the shares is:

*Delete as appropriate

See Schedule 2 attached.

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

See Schedule 3 attached.

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is not in excess of £6.3 million

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 £ up to £6.3 million

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

The date on which the assistance is to be given is within eight weeks of the date hereof

~~†~~/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 †/we 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 ~~†~~/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

Declarants to sign below

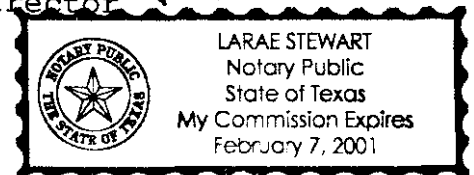
Day Month Year
on

03	11	2000
----	----	------

before me

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

James L. Lozier, Jr.
James L. Lozier, Jr,
Director



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

SCHEDULES

Financial Assistance Declaration

Form 155(6)(b)

Trillium Investments GP Limited (the *Company*)
(Company Number 03487308)

This document contains "Schedule 1", "Schedule 2" and "Schedule 3" referred to in the attached statutory declaration.

SCHEDULE 1

The assistance will take the form of:

The financial assistance to be given by the Company's subsidiary, Mychand Central LP Limited (the *Subsidiary*) for the purposes of reducing or discharging a liability incurred for the purposes of the acquisition of shares in the Subsidiary's holding company, the Company (by Wind Drift Limited, Archon/PPM LLC, Mychand Limited, W9/PPM LLC and Shaftesbury Real Estate Management Limited) will take the form of the Subsidiary entering into an agreement with the Company pursuant to which the Subsidiary will transfer its partnership interest in Trillium Investment Limited Partnership (*TILP*) to the Company.

SCHEDULE 2

The person who has acquired the shares is:

The person who has acquired the shares is:

1. Mychand Limited
24 Bedford Row
London WC1R 4HA.
2. W9/PPM LLC,
The Corporation Trust Company
1209 Orange Street
Wilmington
New Castle County
Delaware 19801
USA.
3. Shaftesbury Real Estate Management Limited
PO Box 124
Langtry House
La Motte Street
St. Helier
Jersey
Channel Islands.
4. Wind Drift Limited
TrustNet Chambers
PO Box 3444
Road Town
Tortola
British Virgin Islands.
5. Archon/PPM LLC
The Corporation Trust Company
1209 Orange Street
Wilmington
Newcastle County
Delaware 19801
USA.

SCHEDULE 3

The principal terms on which the assistance will be given:

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

1. Transfer of partnership interest in TILP

By entering into an agreement with the Company to transfer its partnership interest in TILP to the Company, the Subsidiary will:

- (a) assume an obligation to transfer its partnership interest in TILP either for nominal consideration at book value or for larger consideration nearer to or at market value which will or may result in a material reduction of net assets (based on a market value test);
- (b) the consideration payable by the Company to the Subsidiary will or may be left outstanding on intercompany loan account;
- (c) to the extent that the consideration payable is left outstanding on intercompany loan account, it will not or may not bear interest; and
- (d) to the extent that the consideration payable is left outstanding on intercompany loan account, it will not or may not be payable on demand.

PricewaterhouseCoopers
1 Embankment Place
London WC2N 6RH
Telephone +44 (0) 20 7583 5000
+44 (0) 20 7939 3000
Facsimile +44 (0) 20 7822 4652

The Directors
Trillium Investments GP Limited
Bastion House
140 London Wall
London Wall
EC2Y 6DN

3 November 2000

Dear Sirs

Auditors' report to the directors of Trillium Investments GP Limited pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of Trillium Investments GP Limited ('the Company') dated 3 November 2000 in connection with the proposal that the Company's subsidiary undertaking, Mychand Central LP Limited, should give financial assistance for the acquisition of shares of the Company.

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

PricewaterhouseCoopers
Chartered Accountants and Registered Auditors

**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

For official use

03487308

Name of company

*Insert full name
of company

* Trillium Investments GP Limited

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

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

†We† Archon Group LP, of 85 Broad Street, New York NY10004 USA
Causeway International Limited, Columbus Centre Building, Wickhams Cay, Road Town, Tortola P.O. Box 3444
British Virgin Islands.
Lord Brian Griffiths of 19 Chester Square, London SW1 9HS
James Lozier, of 3512 Crescent Avenue, Dallas, Texas 75205 USA
Mychand Limited, of 24 Bedford Row, London WC1R 4HA
Edward Michael Siskind of 61 Ledbury Road, Notting Hill, London W11 2AA
Tiger Finance Corporation, of P.O. Box 124, Langtry House, La Motte Street, St Helier, Jersey, Channel Islands
Barry Stuart Volpert, of 7 Stanley Crescent, London W11 2NB
Gavin Edward Reid Wilson, of 38 Upper Cheyne Row, London SW3 5JJ
James Robert Garman, of Flat 5, 56 Lexham Gardens, London W8 5JA

§Delete as
appropriate

~~the sole director~~ [all the directors]§ of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

The business of this 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 ‡

This company is [the] (a) holding company of* Mychand Central LP Limited

which is

proposing to give financial assistance in connection with the acquisition of shares
in [this company][

~~the holding company of this company~~ ‡§

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

Freshfields Bruckhaus Deringer
65 Fleet Street
London EC4Y 1HS
DX 23 LONDON/CHANCERY LANE

AR100

For official use
General Section

The assistance is for the purpose of [that acquisition][~~reducing or discharging a liability incurred for the purpose of that acquisition~~].* (note 1)

Please do not
write in
this margin

The number and class of the shares acquired or to be acquired is: 1 "A" Preference Share of £1
1 "B" Preference Share of £1, 1 "C" Preference Share of £1, 1 "D" Preference Share of £1, 1 Ordinary Share of £1

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

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

1. Whitehall Street Real Estate Limited Partnership IX, 85 Broad Street, New York, NY 10004, USA.
2. Mychand Limited, 24 Bedford Row, London WC1R 4HA.
3. Trillium Investments GP Limited, Bastion House, 140 London Wall, London EC2Y 5DN

The assistance will take the form of:

See Schedule 1 attached.

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

*Delete as
appropriate

See Schedule 2 attached.

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

See Schedule 3 attached.

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is not in excess of £6.3 million.

The amount of cash to be transferred to the second person assisted is not in excess of £1.3 million.

The value of any asset to be transferred to the third person assisted is up to £6.3 million.

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

The date on which the assistance is to be given is within eight weeks of the date hereof

~~†~~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 ~~†~~we 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 ~~†~~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 Freshfields Bruckhaus Deringer
11/F Two Exchange Square
Hong Kong

Day Month Year
on

0	3	1	1	2	0	0	0
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Declarants to sign below

I. R. Harell
on behalf of Caneway
International Limited

before me

Eleanor Fong

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

Eleanor Fong
Solicitor
Freshfields Bruckhaus Deringer
Hong Kong SAR

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

1. The first step is to identify the problem or goal. This involves understanding the current situation and what needs to be achieved.

SCHEDULES

Financial Assistance Declaration

Form 155(6)(b)

Trillium Investments GP Limited (the *Company*)
(Company Number 03487308)

This document contains "Schedule 1", "Schedule 2" and "Schedule 3" referred to in the attached statutory declaration.

SCHEDULE 1

The assistance will take the form of:

The financial assistance to be given by the Company's subsidiary, Mychand Central LP Limited (the *Subsidiary*) for the purposes of the acquisition of the Subsidiary's shares by the Company and for the purposes of the acquisition of shares in the Subsidiary's holding company, the Company (by, except in relation to 3. below, Wind Drift Limited, Archon/PPM LLC, Mychand Limited, W9/PPM LLC, Shaftesbury Real Estate Management Limited and by, in respect of 1., 2. and 3. below, Land Securities Plc) will take the form of the Subsidiary:

1. entering into a Pledge and Security Agreement, a Securities Account Control Agreement and a Guaranty Agreement (each governed by New York law) with the Old Partners (Wind Drift Limited, Archon/PPM LLC, Mychand Limited, W9/PPM LLC and Shaftesbury Real Estate Management Limited), Mychand Central LP Limited and Whitehall Real Estate Limited Partnership IX (*Whitehall*).
2. entering a into a loan agreement between itself and Mychand Limited (the *Intercompany Loan Agreement*) pursuant to which the Subsidiary will be required to make a loan to its economic parent, Mychand Limited.
3. entering into an agreement with the Company pursuant to which the Subsidiary will transfer its partnership interest in Trillium Investment Limited Partnership (*TILP*) to the Company.

SCHEDULE 2

The person who will acquire the shares is:

The person who will acquire the shares is:

1. Mychand Limited
24 Bedford Row
London WC1R 4HA.
2. W9/PPM LLC,
The Corporation Trust Company
1209 Orange Street
Wilmington
New Castle County
Delaware 19801
USA.
3. Shaftesbury Real Estate Management Limited
PO Box 124
Langtry House
La Motte Street
St. Helier
Jersey
Channel Islands.
4. Wind Drift Limited
TrustNet Chambers
PO Box 3444
Road Town
Tortola
British Virgin Islands.
5. Archon/PPM LLC
The Corporation Trust Company
1209 Orange Street
Wilmington
Newcastle County
Delaware 19801
USA.
6. Land Securities Plc
5 Strand
London
WC2N 5AF

SCHEDULE 3

The principal terms on which the assistance will be given:

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

1. (a) Pledge and Security Agreement/Securities Account Control Agreement

Pursuant to the Pledge and Security Agreement and the Securities Account Control Agreement, the Subsidiary will grant security in favour of Whitehall over the accounts to be opened with the Goldman Sachs brokerage in New York in the name of the Company and all cash, properties and rights transferred to or deposited in the accounts and all earnings, investments and securities held in the accounts as security for the due and punctual performance of the obligations of TILP (acting through the Company as general partner of TILP) pursuant to the Promissory Demand to repay the amount of the loan advanced by Whitehall to TILP (acting through the Company as general partner of TILP) including the payment of all principal and interest and premium owed thereunder.

(b) Guaranty Agreements

Pursuant to the Guaranty Agreement, the Subsidiary will guarantee in favour of Whitehall the due and punctual performance of the obligations of TILP (acting through the Company as general partner of TILP) pursuant to the Promissory Demand to repay the amount of the loan advanced by Whitehall to TILP (acting through the Company as general partner of TILP) including the payment of all principal and interest and premium owed thereunder.

2. Intercompany Loan Agreement

By making a loan to Mychand Limited pursuant to the Intercompany Loan Agreement, the Subsidiary will:

- (a) make a loan to Mychand Limited for an amount of up to;
- (b) the loan will bear no interest; and
- (c) the loan will be repayable by Mychand Limited on demand.

3. Transfer of partnership interest in TILP

By entering into an agreement with the Company to transfer its partnership interest in TILP to the Company, the Subsidiary will:

- (a) assume an obligation to transfer its partnership interest in TILP either for nominal consideration at book value or for larger consideration nearer to or

at market value which will or may result in a material reduction of net assets (based on a market value test);

(b) the consideration payable by the Company to the Subsidiary will or may be left outstanding on intercompany loan account;

(c) to the extent that the consideration payable is left outstanding on intercompany loan account, it will not or may not bear interest; and

(d) to the extent that the consideration payable is left outstanding on intercompany loan account, it will not or may not be payable on demand.

PricewaterhouseCoopers
1 Embankment Place
London WC2N 6RH
Telephone +44 (0) 20 7583 5000
+44 (0) 20 7939 3000
Facsimile +44 (0) 20 7822 4652

The Directors
Trillium Investments GP Limited
Bastion House
140 London Wall
London Wall
EC2Y 6DN

3 November 2000

Dear Sirs

Auditors' report to the directors of Trillium Investments GP Limited pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of Trillium Investments GP Limited ('the Company') dated 3 November 2000 in connection with the proposal that the Company should give financial assistance for the acquisition of shares of the Company.

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

PricewaterhouseCoopers
Chartered Accountants and Registered Auditors

Oyez

CHFP041

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

--	--	--	--	--	--

03487308

Name of company

*Insert full name
of company

* Trillium Investments GP Limited

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

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

~~†We†~~ Archon Group LP, of 85 Broad Street, New York NY10004 USA
Causeway International Limited, Columbus Centre Building, Wickhams Cay, Road Town, Tortola P.O. Box
3444 British Virgin Islands.
Lord Brian Griffiths of 19 Chester Square, London SW1 9HS
James Lozier, of 3512 Crescent Avenue, Dallas, Texas 75205 USA
Mychand Limited, of 24 Bedford Row, London WC1R 4HA
Edward Michael Siskind of 61 Ledbury Road, Notting Hill, London W11 2AA
Tiger Finance Corporation, of P.O. Box 124, Langtry House, La Motte Street, St Helier, Jersey, Channel Islands
Barry Stuart Volpert, of 7 Stanley Crescent, London W11 2NB
Gavin Edward Reid Wilson, of 38 Upper Cheyne Row, London SW3 5JJ
James Robert Garman, of Flat 5, 56 Lexham Gardens, London W8 5JA

§Delete as
appropriate

~~the sole director~~ [all the directors] §of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

The business of this 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 ‡

This company is [the] [a] holding company of* Mychand Central LP Limited

which is

proposing to give financial assistance in connection with the acquisition of shares

in [this company] [

~~the holding company of this company~~ ‡

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

Freshfields Bruckhaus Deringer
65 Fleet Street
London EC4Y 1HS
DX 23 LONDON/CHANCERY LANE

KB1556B

For official use
General Section

Post room

The assistance is for the purpose of ~~(that acquisition)~~ reducing or discharging a liability incurred for the purpose of that acquisition].* (note 1)

Please do not write in this margin

The number and class of the shares acquired or to be acquired is: 1 "A" Preference Share of £1, 1 "B" Preference Share of £1, 1 "C" Preference Share of £1, 1 "D" Preference Share of £1, 1 Ordinary Share of £1

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

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

Trillium Investments GP Limited
Bastion House
140 London Wall
London EC2Y 5DN

The assistance will take the form of:

See Schedule 1 attached.

The person who ~~(has acquired)~~ ~~(will acquire)~~* the shares is:

*Delete as appropriate

See Schedule 2 attached.

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

See Schedule 3 attached.

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is not in excess of £6.3 million

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 £ up to £6.3 million

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

The date on which the assistance is to be given is within eight weeks of the date hereof

~~†~~ 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 ~~†~~ we 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 ~~†~~ 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 Freshfields Bruckhaus Deringer
11/F Two Exchange Square
Central Hong Kong

Day Month Year
on

0	1	3	1	1	1	2	0	0	1	0
---	---	---	---	---	---	---	---	---	---	---

Declarants to sign below

I. K. Basell
on behalf of Causeway
International Limited

before me

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

Eleanor Fong
Solicitor
Freshfields Bruckhaus Deringer
Hong Kong SAR

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

Hong Kong 2014
Friedrichs Institute
Solomon
Finnish 100

SCHEDULES

Financial Assistance Declaration

Form 155(6)(b)

Trillium Investments GP Limited (the *Company*)
(Company Number 03487308)

This document contains "Schedule 1", "Schedule 2" and "Schedule 3" referred to in the attached statutory declaration.

SCHEDULE 1

The assistance will take the form of:

The financial assistance to be given by the Company's subsidiary, Mychand Central LP Limited (the *Subsidiary*) for the purposes of reducing or discharging a liability incurred for the purposes of the acquisition of shares in the Subsidiary's holding company, the Company (by Wind Drift Limited, Archon/PPM LLC, Mychand Limited, W9/PPM LLC and Shaftesbury Real Estate Management Limited) will take the form of the Subsidiary entering into an agreement with the Company pursuant to which the Subsidiary will transfer its partnership interest in Trillium Investment Limited Partnership (*TILP*) to the Company.

SCHEDULE 2

The person who has acquired the shares is:

The person who has acquired the shares is:

1. Mychand Limited
24 Bedford Row
London WC1R 4HA.
2. W9/PPM LLC,
The Corporation Trust Company
1209 Orange Street
Wilmington
New Castle County
Delaware 19801
USA.
3. Shaftesbury Real Estate Management Limited
PO Box 124
Langtry House
La Motte Street
St. Helier
Jersey
Channel Islands.
4. Wind Drift Limited
TrustNet Chambers
PO Box 3444
Road Town
Tortola
British Virgin Islands.
5. Archon/PPM LLC
The Corporation Trust Company
1209 Orange Street
Wilmington
Newcastle County
Delaware 19801
USA.

SCHEDULE 3

The principal terms on which the assistance will be given:

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

1. Transfer of partnership interest in TILP

By entering into an agreement with the Company to transfer its partnership interest in TILP to the Company, the Subsidiary will:

- (a) assume an obligation to transfer its partnership interest in TILP either for nominal consideration at book value or for larger consideration nearer to or at market value which will or may result in a material reduction of net assets (based on a market value test);
- (b) the consideration payable by the Company to the Subsidiary will or may be left outstanding on intercompany loan account;
- (c) to the extent that the consideration payable is left outstanding on intercompany loan account, it will not or may not bear interest; and
- (d) to the extent that the consideration payable is left outstanding on intercompany loan account, it will not or may not be payable on demand.

PricewaterhouseCoopers

1 Embankment Place

London WC2N 6RH

Telephone +44 (0) 20 7583 5000

+44 (0) 20 7939 3000

Facsimile +44 (0) 20 7822 4652

The Directors
Trillium Investments GP Limited
Bastion House
140 London Wall
London Wall
EC2Y 6DN

3 November 2000

Dear Sirs

**Auditors' report to the directors of Trillium Investments GP Limited pursuant to
Section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors of Trillium Investments GP Limited ('the Company') dated 3 November 2000 in connection with the proposal that the Company's subsidiary undertaking, Mychand Central LP Limited, should give financial assistance for the acquisition of shares of the Company.

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

**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

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

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

--	--	--	--

03487308

Name of company

* Trillium Investments GP Limited

Insert full name
of company

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

~~We†~~ Archon Group LP, of 85 Broad Street, New York NY10004 USA
Causeway International Limited, Columbus Centre Building, Wickhams Cay, Road Town, Tortola P.O. Box 3444
British Virgin Islands.
Lord Brian Griffiths of 19 Chester Square, London SW1 9HS
James Lozier, of 3512 Crescent Avenue, Dallas, Texas 75205 USA
Mychand Limited, of 24 Bedford Row, London WC1R 4HA
Edward Michael Siskind of 61 Ledbury Road, Notting Hill, London W11 2AA
Tiger Finance Corporation, of P.O. Box 124, Langtry House, La Motte Street, St Helier, Jersey, Channel Islands
Barry Stuart Volpert, of 7 Stanley Crescent, London W11 2NB
Gavin Edward Reid Wilson, of 38 Upper Cheyne Row, London SW3 5JJ
James Robert Garman, of Flat 5, 56 Lexham Gardens, London W8 5JA

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

~~the sole director~~ [all the directors]§ of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

The business of this company is:

- (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;†

This company is [the]§a holding company of* Mychand Central LP Limited

which is

proposing to give financial assistance in connection with the acquisition of shares
in [this company]§

~~the holding company of this company is~~

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

Freshfields Bruckhaus Deringer
65 Fleet Street
London EC4Y 1HS
DX 23 LONDON/CHANCERY LANE

For official use
General Section

Post room

AR 100

the assistance is for the purpose of ~~(that acquisition)~~ ~~the purpose of that acquisition~~.* (note 1)

write in
this margin

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

the number and class of the shares acquired or to be acquired is: 1 "A" Preference Share of £1
"B" Preference Share of £1, 1 "C" Preference Share of £1, 1 "D" Preference Share of £1, 1 Ordinary Share of £1

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

- Whitehall Street Real Estate Limited Partnership IX, 85 Broad Street, New York, NY 10004, USA.
- Mychand Limited, 24 Bedford Row, London WC1R 4HA.
- Trillium Investments GP Limited, Bastion House, 140 London Wall, London EC2Y 5DN

The assistance will take the form of:

See Schedule 1 attached.

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

*Delete as
appropriate

See Schedule 2 attached.

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

See Schedule 3 attached.

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is not in excess of £6.3 million.

The amount of cash to be transferred to the second person assisted is not in excess of £1.3 million.

The value of any asset to be transferred to the third person assisted is up to £6.3 million.

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

The date on which the assistance is to be given is within eight weeks of the date hereof

~~1/~~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) ~~1/~~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) ~~1/~~It is intended to commence the winding up of this company within 12 months of that date, and ~~1/~~we 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 ~~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 **ST. HELIER,
ISLAND OF JERSEY,
CHANNEL ISLANDS.**

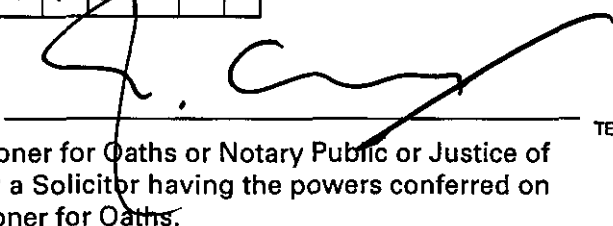
Declarants to sign below

on

Day	Month	Year
03	11	2000


JOHN PIERCE.
ON BEHALF OF
TIGER FINANCE CORP.

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.

GEOFFREY ST. C. CORNWALL
NOTARY PUBLIC
3 CHARLES STREET,
ST. HELIER, JERSEY JE2 4SF
TEL: 01534 763077 FAX: 01534 750098

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

SCHEDULES

Financial Assistance Declaration

Form 155(6)(b)

Trillium Investments GP Limited (the *Company*)
(Company Number 03487308)

This document contains "Schedule 1", "Schedule 2" and "Schedule 3" referred to in the attached statutory declaration.

SCHEDULE 1

The assistance will take the form of:

The financial assistance to be given by the Company's subsidiary, Mychand Central LP Limited (the *Subsidiary*) for the purposes of the acquisition of the Subsidiary's shares by the Company and for the purposes of the acquisition of shares in the Subsidiary's holding company, the Company (by, except in relation to 3. below, Wind Drift Limited, Archon/PPM LLC, Mychand Limited, W9/PPM LLC, Shaftesbury Real Estate Management Limited and by, in respect of 1., 2. and 3. below, Land Securities Plc) will take the form of the Subsidiary:

1. entering into a Pledge and Security Agreement, a Securities Account Control Agreement and a Guaranty Agreement (each governed by New York law) with the Old Partners (Wind Drift Limited, Archon/PPM LLC, Mychand Limited, W9/PPM LLC and Shaftesbury Real Estate Management Limited), Mychand Central LP Limited and Whitehall Real Estate Limited Partnership IX (*Whitehall*).
2. entering a into a loan agreement between itself and Mychand Limited (the *Intercompany Loan Agreement*) pursuant to which the Subsidiary will be required to make a loan to its economic parent, Mychand Limited.
3. entering into an agreement with the Company pursuant to which the Subsidiary will transfer its partnership interest in Trillium Investment Limited Partnership (*TILP*) to the Company.

SCHEDULE 2

The person who will acquire the shares is:

The person who will acquire the shares is:

1. Mychand Limited
24 Bedford Row
London WC1R 4HA.
2. W9/PPM LLC,
The Corporation Trust Company
1209 Orange Street
Wilmington
New Castle County
Delaware 19801
USA.
3. Shaftesbury Real Estate Management Limited
PO Box 124
Langtry House
La Motte Street
St. Helier
Jersey
Channel Islands.
4. Wind Drift Limited
TrustNet Chambers
PO Box 3444
Road Town
Tortola
British Virgin Islands.
5. Archon/PPM LLC
The Corporation Trust Company
1209 Orange Street
Wilmington
Newcastle County
Delaware 19801
USA.
6. Land Securities Plc
5 Strand
London
WC2N 5AF

SCHEDULE 3

The principal terms on which the assistance will be given:

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

1. (a) Pledge and Security Agreement/Securities Account Control Agreement

Pursuant to the Pledge and Security Agreement and the Securities Account Control Agreement, the Subsidiary will grant security in favour of Whitehall over the accounts to be opened with the Goldman Sachs brokerage in New York in the name of the Company and all cash, properties and rights transferred to or deposited in the accounts and all earnings, investments and securities held in the accounts as security for the due and punctual performance of the obligations of TILP (acting through the Company as general partner of TILP) pursuant to the Promissory Demand to repay the amount of the loan advanced by Whitehall to TILP (acting through the Company as general partner of TILP) including the payment of all principal and interest and premium owed thereunder.

(b) Guaranty Agreements

Pursuant to the Guaranty Agreement, the Subsidiary will guarantee in favour of Whitehall the due and punctual performance of the obligations of TILP (acting through the Company as general partner of TILP) pursuant to the Promissory Demand to repay the amount of the loan advanced by Whitehall to TILP (acting through the Company as general partner of TILP) including the payment of all principal and interest and premium owed thereunder.

2. Intercompany Loan Agreement

By making a loan to Mychand Limited pursuant to the Intercompany Loan Agreement, the Subsidiary will:

- (a) make a loan to Mychand Limited for an amount of up to;
- (b) the loan will bear no interest; and
- (c) the loan will be repayable by Mychand Limited on demand.

3. Transfer of partnership interest in TILP

By entering into an agreement with the Company to transfer its partnership interest in TILP to the Company, the Subsidiary will:

- (a) assume an obligation to transfer its partnership interest in TILP either for nominal consideration at book value or for larger consideration nearer to or

at market value which will or may result in a material reduction of net assets (based on a market value test);

(b) the consideration payable by the Company to the Subsidiary will or may be left outstanding on intercompany loan account;

(c) to the extent that the consideration payable is left outstanding on intercompany loan account, it will not or may not bear interest; and

(d) to the extent that the consideration payable is left outstanding on intercompany loan account, it will not or may not be payable on demand.

PricewaterhouseCoopers
1 Embankment Place
London WC2N 6RH
Telephone +44 (0) 20 7583 5000
+44 (0) 20 7939 3000
Facsimile +44 (0) 20 7822 4652

The Directors
Trillium Investments GP Limited
Bastion House
140 London Wall
London Wall
EC2Y 6DN

3 November 2000

Dear Sirs

Auditors' report to the directors of Trillium Investments GP Limited pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of Trillium Investments GP Limited ('the Company') dated 3 November 2000 in connection with the proposal that the Company should give financial assistance for the acquisition of shares of the Company.

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

PricewaterhouseCoopers
Chartered Accountants and Registered Auditors

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

--	--	--	--	--	--

03487308

Name of company

*Insert full name
of company

* Trillium Investments GP Limited

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

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

Archon Group LP, of 85 Broad Street, New York NY10004 USA
Causeway International Limited, Columbus Centre Building, Wickhams Cay, Road Town, Tortola P.O. Box 3444 British Virgin Islands.
Lord Brian Griffiths of 19 Chester Square, London SW1 9HS
James Lozier, of 3512 Crescent Avenue, Dallas, Texas 75205 USA
Mychand Limited, of 24 Bedford Row, London WC1R 4HA
Edward Michael Siskind of 61 Ledbury Road, Notting Hill, London W11 2AA
Tiger Finance Corporation, of P.O. Box 124, Langtry House, La Motte Street, St Helier, Jersey, Channel Islands
Barry Stuart Volpert, of 7 Stanley Crescent, London W11 2NB
Gavin Edward Reid Wilson, of 38 Upper Cheyne Row, London SW3 5JJ
James Robert Garman, of Flat 5, 56 Lexham Gardens, London W8 5JA

§Delete as
appropriate

~~the sole director~~ [all the directors] § of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

The business of this 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 ‡

This company is [the] [a] holding company of* Mychand Central LP Limited

which is

proposing to give financial assistance in connection with the acquisition of shares
in [this company]

~~the holding company of this company~~ ‡

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

Freshfields Bruckhaus Deringer
65 Fleet Street
London EC4Y 1HS
DX 23 LONDON/CHANCERY LANE

KB1556B

For official use
General Section

the assistance is for the purpose of [that acquisition, reducing or discharging a liability incurred or the purpose of that acquisition].* (note 1)

Please do not
write in
this margin

the number and class of the shares acquired or to be acquired is: 1 "A" Preference Share of £1,
"B" Preference Share of £1, 1 "C" Preference Share of £1, 1 "D" Preference Share of £1, 1 Ordinary Share of £1

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

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

Trillium Investments GP Limited
Lambton House
40 London Wall
London EC2Y 5DN

the assistance will take the form of:

See Schedule 1 attached.

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

*Delete as
appropriate

See Schedule 2 attached.

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

See Schedule 3 attached.

The amount (if any) by which the net assets of the company which is giving the assistance will be
reduced by giving it is not in excess of £6.3 million

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 £ up to £6.3 million

lease do not
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lease complete
igibly, preferably
black type, or
old block lettering

Delete either (a) or
(b) as appropriate

The date on which the assistance is to be given is within eight weeks of the date hereof

~~1/~~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) ~~1/~~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 1/ we 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 ~~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
ST. HELIER,
ISLAND OF JERSEY,
CHANNEL ISLANDS.

Declarants to sign below

on Day Month Year
03 11 2000


JOHN PIERCE.
ON BEHALF OF
TIGER FINANCE CORP.

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.

GEOFFREY ST. C. CORNWALL
NOTARY PUBLIC
3 CHARLES STREET,
ST. HELIER, JERSEY JE2 4SF
TEL: 01534 766077 FAX: 01534 766088

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

SCHEDULES

Financial Assistance Declaration

Form 155(6)(b)

Trillium Investments GP Limited (the *Company*)
(Company Number 03487308)

This document contains "Schedule 1", "Schedule 2" and "Schedule 3" referred to in the attached statutory declaration.

SCHEDULE 1

The assistance will take the form of:

The financial assistance to be given by the Company's subsidiary, Mychand Central LP Limited (the *Subsidiary*) for the purposes of reducing or discharging a liability incurred for the purposes of the acquisition of shares in the Subsidiary's holding company, the Company (by Wind Drift Limited, Archon/PPM LLC, Mychand Limited, W9/PPM LLC and Shaftesbury Real Estate Management Limited) will take the form of the Subsidiary entering into an agreement with the Company pursuant to which the Subsidiary will transfer its partnership interest in Trillium Investment Limited Partnership (*TILP*) to the Company.

SCHEDULE 2

The person who has acquired the shares is:

The person who has acquired the shares is:

1. Mychand Limited
24 Bedford Row
London WC1R 4HA.
2. W9/PPM LLC,
The Corporation Trust Company
1209 Orange Street
Wilmington
New Castle County
Delaware 19801
USA.
3. Shaftesbury Real Estate Management Limited
PO Box 124
Langtry House
La Motte Street
St. Helier
Jersey
Channel Islands.
4. Wind Drift Limited
TrustNet Chambers
PO Box 3444
Road Town
Tortola
British Virgin Islands.
5. Archon/PPM LLC
The Corporation Trust Company
1209 Orange Street
Wilmington
Newcastle County
Delaware 19801
USA.

SCHEDULE 3

The principal terms on which the assistance will be given:

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

1. Transfer of partnership interest in TILP

By entering into an agreement with the Company to transfer its partnership interest in TILP to the Company, the Subsidiary will:

- (a) assume an obligation to transfer its partnership interest in TILP either for nominal consideration at book value or for larger consideration nearer to or at market value which will or may result in a material reduction of net assets (based on a market value test);
- (b) the consideration payable by the Company to the Subsidiary will or may be left outstanding on intercompany loan account;
- (c) to the extent that the consideration payable is left outstanding on intercompany loan account, it will not or may not bear interest; and
- (d) to the extent that the consideration payable is left outstanding on intercompany loan account, it will not or may not be payable on demand.

PricewaterhouseCoopers
1 Embankment Place
London WC2N 6RH
Telephone +44 (0) 20 7583 5000
+44 (0) 20 7939 3000
Facsimile +44 (0) 20 7822 4652

The Directors
Trillium Investments GP Limited
Bastion House
140 London Wall
London Wall
EC2Y 6DN

3 November 2000

Dear Sirs

Auditors' report to the directors of Trillium Investments GP Limited pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of Trillium Investments GP Limited ('the Company') dated 3 November 2000 in connection with the proposal that the Company should give financial assistance for the acquisition of shares of the Company.

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

PricewaterhouseCoopers
Chartered Accountants and Registered Auditors

**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

--	--	--	--

03487308

Name of company

*Insert full name
of company

* Trillium Investments GP Limited

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

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

~~We†~~ Archon Group LP, of 85 Broad Street, New York NY10004 USA
Causeway International Limited, Columbus Centre Building, Wickhams Cay, Road Town, Tortola P.O. Box
3444 British Virgin Islands.
Lord Brian Griffiths of 19 Chester Square, London SW1 9HS
James Lozier, of 3512 Crescent Avenue, Dallas, Texas 75205 USA
Mychand Limited, of 24 Bedford Row, London WC1R 4HA
Edward Michael Siskind of 61 Ledbury Road, Notting Hill, London W11 2AA
Tiger Finance Corporation, of P.O. Box 124, Langtry House, La Motte Street, St Helier, Jersey, Channel Islands
Barry Stuart Volpert, of 7 Stanley Crescent, London W11 2NB
Gavin Edward Reid Wilson, of 38 Upper Cheyne Row, London SW3 5JJ
James Robert Garman, of Flat 5, 56 Lexham Gardens, London W8 5JA

§Delete as
appropriate

~~the sole director~~ [all the directors] §of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

The business of this 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 ‡

This company is [the] [a] holding company of* Mychand Central LP Limited

which is

proposing to give financial assistance in connection with the acquisition of shares
in [this company]

~~the holding company of this company~~ ‡

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

Freshfields Bruckhaus Deringer
65 Fleet Street
London EC4Y 1HS
DX 23 LONDON/CHANCERY LANE

KB1556B

For official use
General Section

The assistance is for the purpose of ~~[that acquisition]~~ (reducing or discharging a liability incurred for the purpose of that acquisition).* (note 1)

Please do not write in this margin

The number and class of the shares acquired or to be acquired is: 1 "A" Preference Share of £1, 1 "B" Preference Share of £1, 1 "C" Preference Share of £1, 1 "D" Preference Share of £1, 1 Ordinary Share of £1

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

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

Trillium Investments GP Limited
Bastion House
140 London Wall
London EC2Y 5DN

The assistance will take the form of:

See Schedule 1 attached.

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

*Delete as appropriate

See Schedule 2 attached.

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

See Schedule 3 attached.

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is not in excess of £6.3 million

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 £ up to £6.3 million

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

The date on which the assistance is to be given is within eight weeks of the date hereof

~~1/~~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) ~~1/~~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)

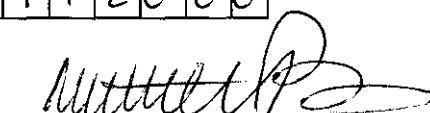
(b) ~~It is intended to commence the winding up of this company within 12 months of that date, and 1/ we have formed the opinion that this company will be able to pay its debts in full within 12 months of the commencement of the winding up.] † (note 3)~~

And ~~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.

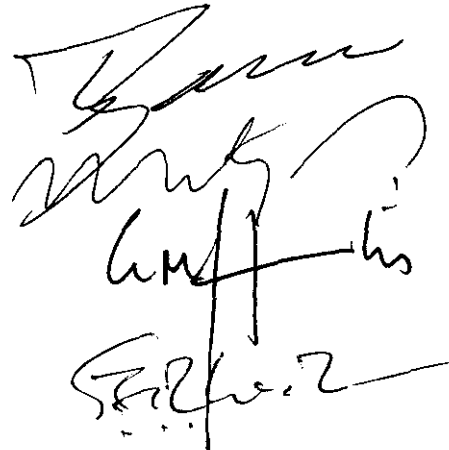
Declared at 65 FLEET STREET, LONDON
EC4Y 1HS

Day Month Year
on 03 11 2000

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.

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.
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- 4 The auditors' report required by section 156(4) of the Companies Act 1985 must be annexed to this form.
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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

SCHEDULES

Financial Assistance Declaration

Form 155(6)(b)

Trillium Investments GP Limited (the *Company*)
(Company Number 03487308)

This document contains "Schedule 1", "Schedule 2" and "Schedule 3" referred to in the attached statutory declaration.

SCHEDULE 1

The assistance will take the form of:

The financial assistance to be given by the Company's subsidiary, Mychand Central LP Limited (the *Subsidiary*) for the purposes of reducing or discharging a liability incurred for the purposes of the acquisition of shares in the Subsidiary's holding company, the Company (by Wind Drift Limited, Archon/PPM LLC, Mychand Limited, W9/PPM LLC and Shaftesbury Real Estate Management Limited) will take the form of the Subsidiary entering into an agreement with the Company pursuant to which the Subsidiary will transfer its partnership interest in Trillium Investment Limited Partnership (*TILP*) to the Company.

SCHEDULE 2

The person who has acquired the shares is:

The person who has acquired the shares is:

1. Mychand Limited
24 Bedford Row
London WC1R 4HA.
2. W9/PPM LLC,
The Corporation Trust Company
1209 Orange Street
Wilmington
New Castle County
Delaware 19801
USA.
3. Shaftesbury Real Estate Management Limited
PO Box 124
Langtry House
La Motte Street
St. Helier
Jersey
Channel Islands.
4. Wind Drift Limited
TrustNet Chambers
PO Box 3444
Road Town
Tortola
British Virgin Islands.
5. Archon/PPM LLC
The Corporation Trust Company
1209 Orange Street
Wilmington
Newcastle County
Delaware 19801
USA.

SCHEDULE 3

The principal terms on which the assistance will be given:

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

1. Transfer of partnership interest in TILP

By entering into an agreement with the Company to transfer its partnership interest in TILP to the Company, the Subsidiary will:

- (a) assume an obligation to transfer its partnership interest in TILP either for nominal consideration at book value or for larger consideration nearer to or at market value which will or may result in a material reduction of net assets (based on a market value test);
- (b) the consideration payable by the Company to the Subsidiary will or may be left outstanding on intercompany loan account;
- (c) to the extent that the consideration payable is left outstanding on intercompany loan account, it will not or may not bear interest; and
- (d) to the extent that the consideration payable is left outstanding on intercompany loan account, it will not or may not be payable on demand.

PricewaterhouseCoopers

1 Embankment Place
London WC2N 6RH
Telephone +44 (0) 20 7583 5000
+44 (0) 20 7939 3000
Facsimile +44 (0) 20 7822 4652

The Directors
Trillium Investments GP Limited
Bastion House
140 London Wall
London Wall
EC2Y 6DN

3 November 2000

Dear Sirs

**Auditors' report to the directors of Trillium Investments GP Limited pursuant to
Section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors of Trillium Investments GP Limited ('the Company') dated 3 November 2000 in connection with the proposal that the Company should give financial assistance for the acquisition of shares of the Company.

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

**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

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

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

--	--	--	--

03487308

Name of company

*Insert full name
of company

* Trillium Investments GP Limited

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

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

†We† Archon Group LP, of 85 Broad Street, New York NY10004 USA
Causeway International Limited, Columbus Centre Building, Wickhams Cay, Road Town, Tortola P.O. Box 3444
British Virgin Islands.
Lord Brian Griffiths of 19 Chester Square, London SW1 9HS
James Lozier, of 3512 Crescent Avenue, Dallas, Texas 75205 USA
Mychand Limited, of 24 Bedford Row, London WC1R 4HA
Edward Michael Siskind of 61 Ledbury Road, Notting Hill, London W11 2AA
Tiger Finance Corporation, of P.O. Box 124, Langtry House, La Motte Street, St Helier, Jersey, Channel Islands
Barry Stuart Volpert, of 7 Stanley Crescent, London W11 2NB
Gavin Edward Reid Wilson, of 38 Upper Cheyne Row, London SW3 5JJ
James Robert Garman, of Flat 5, 56 Lexham Gardens, London W8 5JA

§Delete as
appropriate

~~the sole director~~ [all the directors]§ of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

The business of this 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 ‡

This company is [the]a holding company of* Mychand Central LP Limited

which is

proposing to give financial assistance in connection with the acquisition of shares
in [this company][

~~the holding company of this company~~§

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

Freshfields Bruckhaus Deringer
65 Fleet Street
London EC4Y 1HS
DX 23 LONDON/CHANCERY LANE

AR100

For official use
General Section

The assistance is for the purpose of [that acquisition][~~reducing or discharging a liability incurred for the purpose of that acquisition~~].* (note 1)

Please do not
write in
this margin

The number and class of the shares acquired or to be acquired is: 1 "A" Preference Share of £1
1 "B" Preference Share of £1, 1 "C" Preference Share of £1, 1 "D" Preference Share of £1, 1 Ordinary Share of £1

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

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

1. Whitehall Street Real Estate Limited Partnership IX, 85 Broad Street, New York, NY 10004, USA.
2. Mychand Limited, 24 Bedford Row, London WC1R 4HA.
3. Trillium Investments GP Limited, Bastion House, 140 London Wall, London EC2Y 5DN

The assistance will take the form of:

See Schedule 1 attached.

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

*Delete as
appropriate

See Schedule 2 attached.

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

See Schedule 3 attached.

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is not in excess of £6.3 million.

The amount of cash to be transferred to the second person assisted is not in excess of £1.3 million.

The value of any asset to be transferred to the third person assisted is up to £6.3 million.

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

The date on which the assistance is to be given is within eight weeks of the date hereof

~~1/~~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) ~~1/~~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 1/we 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 ~~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 65 Fleet Street, London

EC4Y 1HS

Day Month Year

on 03 11 2000

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.

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.

- 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

SCHEDULES

Financial Assistance Declaration

Form 155(6)(b)

Trillium Investments GP Limited (the *Company*)
(Company Number 03487308)

This document contains "Schedule 1", "Schedule 2" and "Schedule 3" referred to in the attached statutory declaration.

SCHEDULE 1

The assistance will take the form of:

The financial assistance to be given by the Company's subsidiary, Mychand Central LP Limited (the *Subsidiary*) for the purposes of the acquisition of the Subsidiary's shares by the Company and for the purposes of the acquisition of shares in the Subsidiary's holding company, the Company (by, except in relation to 3. below, Wind Drift Limited, Archon/PPM LLC, Mychand Limited, W9/PPM LLC, Shaftesbury Real Estate Management Limited and by, in respect of 1., 2. and 3. below, Land Securities Plc) will take the form of the Subsidiary:

1. entering into a Pledge and Security Agreement, a Securities Account Control Agreement and a Guaranty Agreement (each governed by New York law) with the Old Partners (Wind Drift Limited, Archon/PPM LLC, Mychand Limited, W9/PPM LLC and Shaftesbury Real Estate Management Limited), Mychand Central LP Limited and Whitehall Real Estate Limited Partnership IX (*Whitehall*).
2. entering a into a loan agreement between itself and Mychand Limited (the *Intercompany Loan Agreement*) pursuant to which the Subsidiary will be required to make a loan to its economic parent, Mychand Limited.
3. entering into an agreement with the Company pursuant to which the Subsidiary will transfer its partnership interest in Trillium Investment Limited Partnership (*TILP*) to the Company.

SCHEDULE 2

The person who will acquire the shares is:

The person who will acquire the shares is:

1. Mychand Limited
24 Bedford Row
London WC1R 4HA.
2. W9/PPM LLC,
The Corporation Trust Company
1209 Orange Street
Wilmington
New Castle County
Delaware 19801
USA.
3. Shaftesbury Real Estate Management Limited
PO Box 124
Langtry House
La Motte Street
St. Helier
Jersey
Channel Islands.
4. Wind Drift Limited
TrustNet Chambers
PO Box 3444
Road Town
Tortola
British Virgin Islands.
5. Archon/PPM LLC
The Corporation Trust Company
1209 Orange Street
Wilmington
Newcastle County
Delaware 19801
USA.
6. Land Securities Plc
5 Strand
London
WC2N 5AF

at market value which will or may result in a material reduction of net assets (based on a market value test);

(b) the consideration payable by the Company to the Subsidiary will or may be left outstanding on intercompany loan account;

(c) to the extent that the consideration payable is left outstanding on intercompany loan account, it will not or may not bear interest; and

(d) to the extent that the consideration payable is left outstanding on intercompany loan account, it will not or may not be payable on demand.

SCHEDULE 3

The principal terms on which the assistance will be given:

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

1. (a) Pledge and Security Agreement/Securities Account Control Agreement

Pursuant to the Pledge and Security Agreement and the Securities Account Control Agreement, the Subsidiary will grant security in favour of Whitehall over the accounts to be opened with the Goldman Sachs brokerage in New York in the name of the Company and all cash, properties and rights transferred to or deposited in the accounts and all earnings, investments and securities held in the accounts as security for the due and punctual performance of the obligations of TILP (acting through the Company as general partner of TILP) pursuant to the Promissory Demand to repay the amount of the loan advanced by Whitehall to TILP (acting through the Company as general partner of TILP) including the payment of all principal and interest and premium owed thereunder.

(b) Guaranty Agreements

Pursuant to the Guaranty Agreement, the Subsidiary will guarantee in favour of Whitehall the due and punctual performance of the obligations of TILP (acting through the Company as general partner of TILP) pursuant to the Promissory Demand to repay the amount of the loan advanced by Whitehall to TILP (acting through the Company as general partner of TILP) including the payment of all principal and interest and premium owed thereunder.

2. Intercompany Loan Agreement

By making a loan to Mychand Limited pursuant to the Intercompany Loan Agreement, the Subsidiary will:

- (a) make a loan to Mychand Limited for an amount of up to;
- (b) the loan will bear no interest; and
- (c) the loan will be repayable by Mychand Limited on demand.

3. Transfer of partnership interest in TILP

By entering into an agreement with the Company to transfer its partnership interest in TILP to the Company, the Subsidiary will:

- (a) assume an obligation to transfer its partnership interest in TILP either for nominal consideration at book value or for larger consideration nearer to or

PricewaterhouseCoopers

1 Embankment Place

London WC2N 6RH

Telephone +44 (0) 20 7583 5000

+44 (0) 20 7939 3000

Facsimile +44 (0) 20 7822 4652

The Directors
Trillium Investments GP Limited
Bastion House
140 London Wall
London Wall
EC2Y 6DN

3 November 2000

Dear Sirs

**Auditors' report to the directors of Trillium Investments GP Limited pursuant to
Section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors of Trillium Investments GP Limited ('the Company') dated 3 November 2000 in connection with the proposal that the Company's subsidiary undertaking, Mychand Central LP Limited, should give financial assistance for the acquisition of shares of the Company.

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

PricewaterhouseCoopers
Chartered Accountants and Registered Auditors

**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

--	--	--	--	--	--

03487308

Name of company

*Insert full name
of company

* Trillium Investments GP Limited

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

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

†We† Archon Group LP, of 85 Broad Street, New York NY10004 USA
Causeway International Limited, Columbus Centre Building, Wickhams Cay, Road Town, Tortola P.O. Box
3444 British Virgin Islands.
Lord Brian Griffiths of 19 Chester Square, London SW1 9HS
James Lozier, of 3512 Crescent Avenue, Dallas, Texas 75205 USA
Mychand Limited, of 24 Bedford Row, London WC1R 4HA
Edward Michael Siskind of 61 Ledbury Road, Notting Hill, London W11 2AA
Tiger Finance Corporation, of P.O. Box 124, Langtry House, La Motte Street, St Helier, Jersey, Channel Islands
Barry Stuart Volpert, of 7 Stanley Crescent, London W11 2NB
Gavin Edward Reid Wilson, of 38 Upper Cheyne Row, London SW3 5JJ
James Robert Garman, of Flat 5, 56 Lexham Gardens, London W8 5JA

§Delete as
appropriate

~~the sole director~~ [all the directors] § of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

The business of this 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 †

This company is (the) [a] holding company of* Mychand Central LP Limited

which is

proposing to give financial assistance in connection with the acquisition of shares
in [this company][

~~the holding company of this company~~ †

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

Freshfields Bruckhaus Deringer
65 Fleet Street
London EC4Y 1HS
DX 23 LONDON/CHANCERY LANE

KB1556B

For official use
General Section

Post room

The assistance is for the purpose of ~~[that acquisition]~~ (reducing or discharging a liability incurred for the purpose of that acquisition). * (note 1)

Please do not
write in
this margin

The number and class of the shares acquired or to be acquired is: 1 "A" Preference Share of £1,
1 "B" Preference Share of £1, 1 "C" Preference Share of £1, 1 "D" Preference Share of £1, 1 Ordinary Share of £1

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

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

Trillium Investments GP Limited
Bastion House
140 London Wall
London EC2Y 5DN

The assistance will take the form of:

See Schedule 1 attached.

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

* Delete as
appropriate

See Schedule 2 attached.

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

See Schedule 3 attached.

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is not in excess of £6.3 million

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 £ up to £6.3 million

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

The date on which the assistance is to be given is within eight weeks of the date hereof

~~1/~~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)

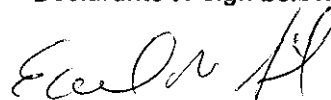
(a) ~~1/~~We have formed the opinion that this company will be able to pay its debts as they fall due during the year immediately following that date] † (note 3)

(b) ~~[It is intended to commence the winding up of this company within 12 months of that date, and 1/we 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 ~~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 PARIS

Declarants to sign below



on

Day	Month	Year
08	11	2010

before me YVES DAHOT de la QUERANTONNAIS NOTAIRE

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

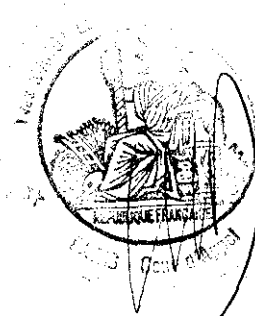
Notes

- 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



SCHEDULES

Financial Assistance Declaration

Form 155(6)(b)

Trillium Investments GP Limited (the *Company*)
(Company Number 03487308)

This document contains "Schedule 1", "Schedule 2" and "Schedule 3" referred to in the attached statutory declaration.

SCHEDULE 1

The assistance will take the form of:

The financial assistance to be given by the Company's subsidiary, Mychand Central LP Limited (the *Subsidiary*) for the purposes of the acquisition of the Subsidiary's shares by the Company and for the purposes of the acquisition of shares in the Subsidiary's holding company, the Company (by, except in relation to 3. below, Wind Drift Limited, Archon/PPM LLC, Mychand Limited, W9/PPM LLC, Shaftesbury Real Estate Management Limited and by, in respect of 1., 2. and 3. below, Land Securities Plc) will take the form of the Subsidiary:

1. entering into a Pledge and Security Agreement, a Securities Account Control Agreement and a Guaranty Agreement (each governed by New York law) with the Old Partners (Wind Drift Limited, Archon/PPM LLC, Mychand Limited, W9/PPM LLC and Shaftesbury Real Estate Management Limited), Mychand Central LP Limited and Whitehall Real Estate Limited Partnership IX (*Whitehall*).
2. entering into a loan agreement between itself and Mychand Limited (the *Intercompany Loan Agreement*) pursuant to which the Subsidiary will be required to make a loan to its economic parent, Mychand Limited.
3. entering into an agreement with the Company pursuant to which the Subsidiary will transfer its partnership interest in Trillium Investment Limited Partnership (*TILP*) to the Company.

SCHEDULE 2

The person who will acquire the shares is:

The person who will acquire the shares is:

1. Mychand Limited
24 Bedford Row
London WC1R 4HA.
2. W9/PPM LLC,
The Corporation Trust Company
1209 Orange Street
Wilmington
New Castle County
Delaware 19801
USA.
3. Shaftesbury Real Estate Management Limited
PO Box 124
Langtry House
La Motte Street
St. Helier
Jersey
Channel Islands.
4. Wind Drift Limited
TrustNet Chambers
PO Box 3444
Road Town
Tortola
British Virgin Islands.
5. Archon/PPM LLC
The Corporation Trust Company
1209 Orange Street
Wilmington
Newcastle County
Delaware 19801
USA.
6. Land Securities Plc
5 Strand
London
WC2N 5AF

SCHEDULE 3

The principal terms on which the assistance will be given:

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

1. (a) Pledge and Security Agreement/Securities Account Control Agreement

Pursuant to the Pledge and Security Agreement and the Securities Account Control Agreement, the Subsidiary will grant security in favour of Whitehall over the accounts to be opened with the Goldman Sachs brokerage in New York in the name of the Company and all cash, properties and rights transferred to or deposited in the accounts and all earnings, investments and securities held in the accounts as security for the due and punctual performance of the obligations of TILP (acting through the Company as general partner of TILP) pursuant to the Promissory Demand to repay the amount of the loan advanced by Whitehall to TILP (acting through the Company as general partner of TILP) including the payment of all principal and interest and premium owed thereunder.

(b) Guaranty Agreements

Pursuant to the Guaranty Agreement, the Subsidiary will guarantee in favour of Whitehall the due and punctual performance of the obligations of TILP (acting through the Company as general partner of TILP) pursuant to the Promissory Demand to repay the amount of the loan advanced by Whitehall to TILP (acting through the Company as general partner of TILP) including the payment of all principal and interest and premium owed thereunder.

2. Intercompany Loan Agreement

By making a loan to Mychand Limited pursuant to the Intercompany Loan Agreement, the Subsidiary will:

- (a) make a loan to Mychand Limited for an amount of up to;
- (b) the loan will bear no interest; and
- (c) the loan will be repayable by Mychand Limited on demand.

3. Transfer of partnership interest in TILP

By entering into an agreement with the Company to transfer its partnership interest in TILP to the Company, the Subsidiary will:

- (a) assume an obligation to transfer its partnership interest in TILP either for nominal consideration at book value or for larger consideration nearer to or

at market value which will or may result in a material reduction of net assets (based on a market value test);

(b) the consideration payable by the Company to the Subsidiary will or may be left outstanding on intercompany loan account;

(c) to the extent that the consideration payable is left outstanding on intercompany loan account, it will not or may not bear interest; and

(d) to the extent that the consideration payable is left outstanding on intercompany loan account, it will not or may not be payable on demand.

PricewaterhouseCoopers

1 Embankment Place

London WC2N 6RH

Telephone +44 (0) 20 7583 5000

+44 (0) 20 7939 3000

Facsimile +44 (0) 20 7822 4652

The Directors
Trillium Investments GP Limited
Bastion House
140 London Wall
London Wall
EC2Y 6DN

3 November 2000

Dear Sirs

**Auditors' report to the directors of Trillium Investments GP Limited pursuant to
Section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors of Trillium Investments GP Limited ('the Company') dated 3 November 2000 in connection with the proposal that the Company's subsidiary undertaking, Mychand Central LP Limited, should give financial assistance for the acquisition of shares of the Company.

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

PricewaterhouseCoopers
Chartered Accountants and Registered Auditors

**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

--	--	--	--

03487308

Name of company

*Insert full name
of company

* Trillium Investments GP Limited

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

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

†We† Archon Group LP, of 85 Broad Street, New York NY10004 USA
Causeway International Limited, Columbus Centre Building, Wickhams Cay, Road Town, Tortola P.O. Box 3444
British Virgin Islands.
Lord Brian Griffiths of 19 Chester Square, London SW1 9HS
James Lozier, of 3512 Crescent Avenue, Dallas, Texas 75205 USA
Mychand Limited, of 24 Bedford Row, London WC1R 4HA
Edward Michael Siskind of 61 Ledbury Road, Notting Hill, London W11 2AA
Tiger Finance Corporation, of P.O. Box 124, Langtry House, La Motte Street, St Helier, Jersey, Channel Islands
Barry Stuart Volpert, of 7 Stanley Crescent, London W11 2NB
Gavin Edward Reid Wilson, of 38 Upper Cheyne Row, London SW3 5JJ
James Robert Garman, of Flat 5, 56 Lexham Gardens, London W8 5JA

§Delete as
appropriate

~~the sole director~~ [all the directors]§ of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

The business of this 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 ‡

This company is [the]a holding company of* Mychand Central LP Limited

which is

proposing to give financial assistance in connection with the acquisition of shares
in [this company]‡

~~the holding company of this company~~ ‡

Presentor's name address and
reference (if any):
Freshfields Bruckhaus Deringer
65 Fleet Street
London EC4Y 1HS
DX 23 LONDON/CHANCERY LANE

AR100

For official use
General Section

The assistance is for the purpose of [that acquisition]~~reducing or discharging a liability incurred for the purpose of that acquisition~~. * (note 1)

Please do not
write in
this margin

The number and class of the shares acquired or to be acquired is: 1 "A" Preference Share of £1
1 "B" Preference Share of £1, 1 "C" Preference Share of £1, 1 "D" Preference Share of £1, 1 Ordinary Share of £1

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

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

1. Whitehall Street Real Estate Limited Partnership IX, 85 Broad Street, New York, NY 10004, USA.
2. Mychand Limited, 24 Bedford Row, London WC1R 4HA.
3. Trillium Investments GP Limited, Bastion House, 140 London Wall, London EC2Y 5DN

The assistance will take the form of:

See Schedule 1 attached.

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

*Delete as
appropriate

See Schedule 2 attached.

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

See Schedule 3 attached.

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is not in excess of £6.3 million.

The amount of cash to be transferred to the second person assisted is not in excess of £1.3 million.

The value of any asset to be transferred to the third person assisted is up to £6.3 million.

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

The date on which the assistance is to be given is within eight weeks of the date hereof

~~1/~~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) ~~1/~~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 1/we 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 ~~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 PARIS

Declarants to sign below



on

Day	Month	Year
03	11	2000

before me YVES MAHOT c/o G. QUARANTIN

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths. ^{NOTAIRE}



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

SCHEDULES

Financial Assistance Declaration

Form 155(6)(a)

Trillium Investments GP Limited (the *Company*)

(Company Number 03487308)

This is the document "Schedule 1", "Schedule 2" and "Schedule 3" referred to in the attached statutory declaration.

SCHEDULE 1

The assistance will take the form of:

The financial assistance to be given by the Company for the purposes of the acquisition of shares in the Company (by Wind Drift Limited, by Archon/PPM LLC, by Mychand Limited, by W9/PPM LLC, by Shaftesbury Real Estate Management Limited and by Land Securities Plc) will take the form of the Company:

1. (a) entering into a Promissory Demand, a Pledge and Security Agreement, a Securities Account Control Agreement and a Guaranty Agreement (each governed by New York law) with Whitehall Street Real Estate Limited Partnership IX (*Whitehall*); and

(b) entering into a Pledge and Security Agreement, a Securities Account Control Agreement and a Guaranty Agreement (each governed by New York law) with the Old Partners (Wind Drift Limited, Archon/PPM LLC, Mychand Limited, W9/PPM LLC and Shaftesbury Real Estate Management Limited), Mychand Central LP Limited and Whitehall.
2. repaying the loan to Whitehall on behalf of Trillium Investments Limited Partnership (*TILP*) in a personal capacity and not as general partner of TILP, thereby becoming a creditor of TILP and making a loan to TILP in an amount equal to the amount repaid to Whitehall.

SCHEDULE 2

The person who will acquire the shares is:

The person who will acquire the shares is:

1. Mychand Limited
24 Bedford Row
London WC1R 4HA.
2. W9/PPM LLC,
The Corporation Trust Company
1209 Orange Street
Wilmington
Newcastle County
Delaware 19801
USA.
3. Shaftesbury Real Estate Management Limited
PO Box 124
Langtry House
La Motte Street
St. Helier
Jersey
Channel Islands.
4. Wind Drift Limited
TrustNet Chambers
PO Box 3444
Road Town
Tortola
British Virgin Islands.
5. Archon/PPM LLC
The Corporation Trust Company
1209 Orange Street
Wilmington
Newcastle County
Delaware 19801
USA.
6. Land Securities Plc
5 Strand
London
WC2N 5AF

SCHEDULE 3

The principal terms on which the assistance will be given

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

1. (a) Pledge and Security Agreements/Securities Account Control Agreements

Pursuant to the Pledge and Security Agreements and the Securities Account Control Agreements, the Company will grant security in favour of Whitehall over the accounts to be opened with the Goldman Sachs brokerage in New York in the name of the Company and all cash, properties and rights transferred to or deposited in the accounts and all earnings, investments and securities held in the accounts as security for the due and punctual performance of the obligations of TILP (acting through the Company as general partner of TILP) pursuant to the Promissory Demand to repay the amount of the loan advanced by Whitehall to TILP (acting through the Company as general partner of TILP) including the payment of all principal and interest and premium owed thereunder.

(b) Guaranty Agreements

Pursuant to the Guaranty Agreements, the Company will guarantee in favour of Whitehall the due and punctual performance of the obligations of TILP (acting through the Company as general partner of TILP) pursuant to the Promissory Demand to repay the amount of the loan advanced by Whitehall to TILP (acting through the Company as general partner of TILP) including the payment of all principal and interest and premium owed thereunder.

2. Repayment of loan

By repaying the loan to Whitehall, becoming a creditor of TILP and thereby making a loan to TILP, the Company will

- (a) make a loan to TILP for an amount of up to £125 million (depending on the exact amount which it repays to Whitehall on behalf of TILP);
- (b) the loan from the Company, acting in a personal capacity, to TILP will bear no interest; and
- (c) the loan from the Company, acting in a personal capacity, to TILP will be repayable by TILP on demand.

PricewaterhouseCoopers

1 Embankment Place

London WC2N 6RH

Telephone +44 (0) 20 7583 5000

+44 (0) 20 7939 3000

Facsimile +44 (0) 20 7822 4652

The Directors
Trillium Investments GP Limited
Bastion House
140 London Wall
London Wall
EC2Y 6DN

3 November 2000

Dear Sirs

**Auditors' report to the directors of Trillium Investments GP Limited pursuant to
Section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors of Trillium Investments GP Limited ('the Company') dated 3 November 2000 in connection with the proposal that the Company should give financial assistance for the acquisition of shares of the Company.

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

**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

For official use

03487308

Name of company

*Insert full name
of company

* Trillium Investments GP Limited

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

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

~~I/We~~† Archon Group LP, of 85 Broad Street, New York NY10004 USA
Causeway International Limited, Columbus Centre Building, Wickhams Cay, Road Town, Tortola P.O. Box 3444
British Virgin Islands.
Lord Brian Griffiths of 19 Chester Square, London SW1 9HS
James Lozier, of 3512 Crescent Avenue, Dallas, Texas 75205 USA
Mychand Limited, of 24 Bedford Row, London WC1R 4HA
Edward Michael Siskind of 61 Ledbury Road, Notting Hill, London W11 2AA
Tiger Finance Corporation, of P.O. Box 124, Langtry House, La Motte Street, St Helier, Jersey, Channel Islands
Barry Stuart Volpert, of 7 Stanley Crescent, London W11 2NB
Gavin Edward Reid Wilson, of 38 Upper Cheyne Row, London SW3 5JJ
James Robert Garman, of Flat 5, 56 Lexham Gardens, London W8 5JA

§Delete as
appropriate

~~[the sole director]~~§ [all the directors]§ of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

The business of this 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 ‡

This company is [the]‡a holding company of* Mychand Central LP Limited

which is

proposing to give financial assistance in connection with the acquisition of shares
in [this company]‡

~~the holding company of this company~~‡§

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

Freshfields Bruckhaus Deringer
65 Fleet Street
London EC4Y 1HS
DX 23 LONDON/CHANCERY LANE

AR100

For official use
General Section

The assistance is for the purpose of [that acquisition][~~reducing or discharging a liability incurred for the purpose of that acquisition~~].* (note 1)

Please do not
write in
this margin

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

The number and class of the shares acquired or to be acquired is: 1 "A" Preference Share of £1
1 "B" Preference Share of £1, 1 "C" Preference Share of £1, 1 "D" Preference Share of £1, 1 Ordinary Share of £1

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

1. Whitehall Street Real Estate Limited Partnership IX, 85 Broad Street, New York, NY 10004, USA.
2. Mychand Limited, 24 Bedford Row, London WC1R 4HA.
3. Trillium Investments GP Limited, Bastion House, 140 London Wall, London EC2Y 5DN

The assistance will take the form of:

See Schedule 1 attached.

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

*Delete as
appropriate

See Schedule 2 attached.

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

See Schedule 3 attached.

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is not in excess of £6.3 million.

The amount of cash to be transferred to the second person assisted is not in excess of £1.3 million.

The value of any asset to be transferred to the third person assisted is up to £6.3 million.

Please do not
write in
this margin

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

The date on which the assistance is to be given is within eight weeks of the date hereof

~~1/~~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)

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

(a) ~~1/~~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) ~~1/~~ It is intended to commence the winding up of this company within 12 months of that date, and ~~1/~~ we 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 ~~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

Goldman Sachs
66/F Cheung Kong Center
Hong Kong
Day Month Year

on

0	3	1	1	2	0	0	0
---	---	---	---	---	---	---	---

Eleanor Fong
Solicitor

Freshfields Bruckhaus Deringer
Hong Kong SAR

Declarants to sign below

before me

Eleanor Fong

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

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

SCHEDULES

Financial Assistance Declaration

Form 155(6)(b)

Trillium Investments GP Limited (the *Company*)
(Company Number 03487308)

This document contains "Schedule 1", "Schedule 2" and "Schedule 3" referred to in the attached statutory declaration.

SCHEDULE 1

The assistance will take the form of:

The financial assistance to be given by the Company's subsidiary, Mychand Central LP Limited (the *Subsidiary*) for the purposes of the acquisition of the Subsidiary's shares by the Company and for the purposes of the acquisition of shares in the Subsidiary's holding company, the Company (by, except in relation to 3. below, Wind Drift Limited, Archon/PPM LLC, Mychand Limited, W9/PPM LLC, Shaftesbury Real Estate Management Limited and by, in respect of 1., 2. and 3. below, Land Securities Plc) will take the form of the Subsidiary:

1. entering into a Pledge and Security Agreement, a Securities Account Control Agreement and a Guaranty Agreement (each governed by New York law) with the Old Partners (Wind Drift Limited, Archon/PPM LLC, Mychand Limited, W9/PPM LLC and Shaftesbury Real Estate Management Limited), Mychand Central LP Limited and Whitehall Real Estate Limited Partnership IX (*Whitehall*).
2. entering a into a loan agreement between itself and Mychand Limited (the *Intercompany Loan Agreement*) pursuant to which the Subsidiary will be required to make a loan to its economic parent, Mychand Limited.
3. entering into an agreement with the Company pursuant to which the Subsidiary will transfer its partnership interest in Trillium Investment Limited Partnership (*TILP*) to the Company.

SCHEDULE 2

The person who will acquire the shares is:

The person who will acquire the shares is:

1. Mychand Limited
24 Bedford Row
London WC1R 4HA.
2. W9/PPM LLC,
The Corporation Trust Company
1209 Orange Street
Wilmington
New Castle County
Delaware 19801
USA.
3. Shaftesbury Real Estate Management Limited
PO Box 124
Langtry House
La Motte Street
St. Helier
Jersey
Channel Islands.
4. Wind Drift Limited
TrustNet Chambers
PO Box 3444
Road Town
Tortola
British Virgin Islands.
5. Archon/PPM LLC
The Corporation Trust Company
1209 Orange Street
Wilmington
Newcastle County
Delaware 19801
USA.
6. Land Securities Plc
5 Strand
London
WC2N 5AF

SCHEDULE 3

The principal terms on which the assistance will be given:

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

1. (a) Pledge and Security Agreement/Securities Account Control Agreement

Pursuant to the Pledge and Security Agreement and the Securities Account Control Agreement, the Subsidiary will grant security in favour of Whitehall over the accounts to be opened with the Goldman Sachs brokerage in New York in the name of the Company and all cash, properties and rights transferred to or deposited in the accounts and all earnings, investments and securities held in the accounts as security for the due and punctual performance of the obligations of TILP (acting through the Company as general partner of TILP) pursuant to the Promissory Demand to repay the amount of the loan advanced by Whitehall to TILP (acting through the Company as general partner of TILP) including the payment of all principal and interest and premium owed thereunder.

(b) Guaranty Agreements

Pursuant to the Guaranty Agreement, the Subsidiary will guarantee in favour of Whitehall the due and punctual performance of the obligations of TILP (acting through the Company as general partner of TILP) pursuant to the Promissory Demand to repay the amount of the loan advanced by Whitehall to TILP (acting through the Company as general partner of TILP) including the payment of all principal and interest and premium owed thereunder.

2. Intercompany Loan Agreement

By making a loan to Mychand Limited pursuant to the Intercompany Loan Agreement, the Subsidiary will:

- (a) make a loan to Mychand Limited for an amount of up to;
- (b) the loan will bear no interest; and
- (c) the loan will be repayable by Mychand Limited on demand.

3. Transfer of partnership interest in TILP

By entering into an agreement with the Company to transfer its partnership interest in TILP to the Company, the Subsidiary will:

- (a) assume an obligation to transfer its partnership interest in TILP either for nominal consideration at book value or for larger consideration nearer to or

at market value which will or may result in a material reduction of net assets (based on a market value test);

(b) the consideration payable by the Company to the Subsidiary will or may be left outstanding on intercompany loan account;

(c) to the extent that the consideration payable is left outstanding on intercompany loan account, it will not or may not bear interest; and

(d) to the extent that the consideration payable is left outstanding on intercompany loan account, it will not or may not be payable on demand.

PricewaterhouseCoopers
1 Embankment Place
London WC2N 6RH
Telephone +44 (0) 20 7583 5000
+44 (0) 20 7939 3000
Facsimile +44 (0) 20 7822 4652

The Directors
Trillium Investments GP Limited
Bastion House
140 London Wall
London Wall
EC2Y 6DN

3 November 2000

Dear Sirs

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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

PricewaterhouseCoopers
Chartered Accountants and Registered Auditors