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.

ADAXCUOP 0678
COMPANIES HOUSE 17/11/00

For and on behalf of Causeway International Limited
Date:
Madella
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
Name: J.R. GARMAN Title: VICE PREJAMENT NOUMBER 2000
Archon Group, L.P.
By: Archon Gen-Par Inc., General Partner
By: Name: Title:

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: DE GARMAN Title: VICE PREIIDENT 3 November Chow
Archon Group, L.P.
By: Archon Gen-Par Inc., General Partner
By: Name:

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Page 2

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:
Voltage
For and on behalf of Tiger Finance Corporation
Date: Q3.44.2000
Whitehall Street Real Estate Limited Partnership IX
By: WH Advisors, L.L.C. IX, General Partner
D
Ву:
Name:
Title:
Archon Group, L.P.
By: Archon Gen-Par Inc., General Partner
Ву:
Name:
Title:

1. Rosell
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:

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Page 2

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: James Lozier, Jr Title: President Authorized Standard

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: Far M A Name: Title:
Archon Group, L.P.
By: Archon Gen-Par Inc., General Partner
By: Name: Title:

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.

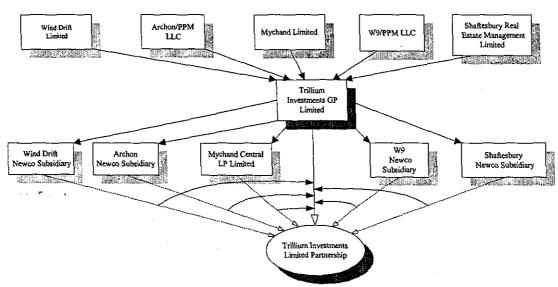
The Company becomes a creditor of TILP for the amount of the original loan.

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*)



COMPANIES FORM No. 155(6)b

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



Please do not
write in
this margin

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

*insert full name of company

Name of company

* Trillium Investments GP Limited

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.

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

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

Spelete as appropriate

[the solve 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 lesson is each bank plice as a skin stitution of within the meaning of the Banking Act 1939: ‡

(b) that of a verson authorised under section 3 xon took too become a sampanies Act 1982 to carry some anece 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][

streamos entracynamos printing companys &

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

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

For official use

Post room

AR100

Cog 155(6)(b)-1/3

ŧ

The assistance is for the purpose of [that acquisition][reducing@xxdischargingxadiabilitycincurred fartherpurpose:ofthatcacquisition].* (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)

 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: See Schedule 2 attached.	*Delete as appropriate
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 $\pounds 6.3$ 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. Cog 155(6)(b)-2/3

Please do not write in this margin The date on which the assistance is to be given is within eight weeks of the date hereof

Please complete legibly, preferably in black type, or bold block lettering #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) N/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 sintended to a commence the winding supposed his a superior within \$2500 and \$1500 an

And \(\frac{1}{2}\) 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

on 0|3 /|1 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. PART OF STREET

Director

LARAE STEWART
Notary Public
State of Texas

My Commission Expires
February 7, 2001

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.

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SCHEDULE 2

The person who will acquire the shares is:

The person who will acquire the shares is:

- Mychand Limited
 24 Bedford Row
 London WC1R 4HA.
- 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

LX003773.351/13+ Page 3

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.

LX003773.351/13+ Page 4



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

Pricewellerhouse Coupers.

Chartered Accountants and Registered Auditors



COMPANIES FORM No. 155(6)b

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



write in this margin	Pursuant to section 155(6) of the Companie	s Act 1985		
	To the Registrar of Companies	For official use	Company number	
Please complete legibly, preferably	(Address overleaf - Note 5)		03487308	
in black type, or bold block lettering	Name of company	'''		
*insert full name of company	* Trillium Investments GP Limited			
Note				
Please read the notes on page 3	*We [†] Archon Group I.P. of 85 Broad Street	Na Vd- NIV10004 I IS A		
before completing	*We! Archon Group LP, of 85 Broad Street, New York NY10004 USA Causeway International Limited, Columbus Centre Building, Wickhams Cay, Road Town, Tortola P.C			
this form	Catalona International Elimited, Columbus Centr	c Dunding, wickhairs Cay, IC	oad Town, Tollola I.	

Tortola P.O. Box 3444 British Virgin Islands.

address(es) of all the directors

Tinsert name(s) and 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 5]A

Spelete 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)xthatefre(recognised:bank){tissmaed:institution;\dividenthin:the:meaning:arkthe:Banking:Actxl979x‡ (b) that of accessors authorise shunders sestion: 3:xxx Avaft hechourance a Compenies (Act x 1982) to carry. on insurance business in the United Kingdom!

For official use

General Section

(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 15

Presentor's name address and

Freshfields Bruckhaus Deringer 65 Fleet Street London EC4Y 1HS

reference (if any):

DX 23 LONDON/CHANCERY LANE

KB1556B

Poet room

Cog 155(6)(b)-1/3

The assistance is for the purpose of {tbateacquisition;}{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
1110	assistative	AAIII TOVO	THE IOILI	UI.

See Schedule 1 attached.		

The person who [has acquired]{wilkacquire}* the shares is:

See Schedule 2 attached.

*Delete as appropriate

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 $\pounds 6.3$ 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

Cog 155(6)(b)-2/3

Please do not write in this margin

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

Please complete legibly, preferably in black type, or bold block lettering #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) [i]/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) [this intended to commence the owinding supposithis company within 12 manths as that date; and 1/200 have formed the opinion that this company with be able to pay its debte in subtwinting 12 months as the commencement of the owinding supplier (note 3)

And \(\frac{1}{2}\) 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

0|3 /|/ 2|0|0|0

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.

Direct

LARAE STEWART
Notary Public
State of Texas
My Commission Expires
February 7, 2001

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.

LX003779.511/2+ JM

SCHEDULE 2

The person who has acquired the shares is:

The person who has acquired the shares is:

- 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

Pricewaterhouse Coupers.

Chartered Accountants and Registered Auditors

PricewaterhouseCoopers is the successor partnership to the UK firms of Price Waterhouse and Coopers & Lybrand. The principal place of business of PricewaterhouseCoopers and its associate partnerships, and of Coopers & Lybrand, is 1 Embankment Place, London WC2N 6RH. The principal place of business of Price Waterhouse is Southwark Towers, 32 London Bridge Street, London SE1 9SY. Lists of the partners' names are available for inspection at those places.



COMPANIES FORM No. 155(6)b

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



Please do not write in this margin

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

Please complete legibly, preferably in black type, or

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

For official use Company number 03487308

*Insert full name

Name of company bold block lettering Trillium Investments GP Limited

of company

Note Please read the notes on page 3 before completing

this form

Tinsert 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

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 5]] James Robert Garman, of Flat 5, 56 Lexham Gardens, London W8 5/A

SDelete 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

\$\$\tanking&ctx1979x\$\tanking&c (b) that of expersor authorised undersection \$xxxx4x64 the thousand some parties Act (1982 to carry an 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][

styragerosseidtstervegerosseride date

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

AR100

The assistance is for the purpose of [that acquisition][reducing/condischarging/andiability/incurred | Please do not fartheamposeofthat 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 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

Ine	assistanc	e Will	take	tne	torm	ot:
-----	-----------	--------	------	-----	------	-----

See Schedule 1 attached.		
		I

The person who [than 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.

Cog 155(6)(b)-2/3 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

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

Please complete legibly, preferably in black type, or **bold block lettering** #/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) I/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) https://intended.to.commence.the.windingeup.of.chis.compenycarithin:12.com/ths.of.chat.date, and t/we have formed the opinion that this company with be able to pay its debts in full within #2mounths/afethe/commancement/afethe/winding-upc/ † (note 3)

And \(\frac{1}{2}\)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

Month Day

Year

01010

Declarants to sign below

on behalf of Cameway International Limited

before me

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers denferred 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**

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Scheins
Leabhilds Brakesse b
Loop Kory Sall

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.

LX003773,351/l3+ JM

SCHEDULE 2

The person who will acquire the shares is:

The person who will acquire the shares is:

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.
- 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:

7

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

LX003773.351/13+ Page 3

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

Price westerhouse Coopers.

Chartered Accountants and Registered Auditors



COMPANIES FORM No. 155(6)b

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



Please do not write in this margin

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

*Insert full name of company

* Trillium Investments GP Limited

Name of company

Note

Please read the notes on page 3 before completing

this form

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

_t/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 5]] James Robert Garman, of Flat 5, 56 Lexham Gardens, London W8 5JA

SDelete as appropriate [the sole directors] [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

te).thatesfaqrecognised.bankl(liseased.institution;k@vithin:thexneaning.afsthe:@anking:Actx1979x7 that of a comparation of the transmission of t on insurance business in the United Kingdom‡

(c) something other than the above ‡

This company is [the][2] holding company of* Mychand Central LP Limited

which is

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

xthe holding company of this company 18

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

Cog 155(6)(b)-1/3

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

Т	he	assistance	will	take	the	form	of
	110	aggigtation	A4 111	Lunc	1110	101111	VI.

See Schedule 1 attached.		
	·	

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

See Schedule 2 attached.

*Delete as appropriate

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 $_{not\ in\ excess\ of\ \mathcal{L}6.3\ million}$

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

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

Please complete legibly, preferably in black type, or bold block lettering */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) [I/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) httiskintendedstoksommenoe the winding suppossiblisksompony withink 12 xmanths as that date; and x/xxx have formed the opinion that this company with be able to pay its debts in subwintink 12 xmanths as the as xmancement of the exinding supplet (note 3)

And \(\frac{1}{2}\) 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 013 111 2101010

Declarants to sign below

on behalf of Causeway International Limited

A Commissioner for Oaths or Notary Public or Justice of

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 Figurer Fore Solvator Freshfields Bruckbays (..... Hong Kong Selek

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.

LX003779.511/2+ JM

The person who has acquired the shares is:

The person who has acquired the shares is:

- 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.

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.

LX003779.511/2+ Page 3



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

Pricewaterhouse Coopers

Chartered Accountants and Registered Auditors



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



'lease do not vrite in his margin

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

lease complete agibly, preferably n black type, or

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

* Trillium Investments GP Limited

For official use Company number 03487308

old block lettering Name of company

Insert full name of company

iote 'lease read the lotes on page 3 efore completing his 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

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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 directors] [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

†x9797t/doAgnidassReadsbaggarinaemeathaidtiwifcaithtechteenseacheaddeaddassagaadaadaadaadaadaadaadaadaadaadaada ymaxott282NtxAxaainaqma@caxnequenkathtocknox8maitoeerabmukeathtocknoeqeqxahukathtakt 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][

xthe 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

he assistance is for the purpose of that acquisition; (note 1)

write in this margin

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

he 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

he 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 thas acquired [will acquire] the shares is: See Schedule 2 attached.	*Delete as appropriate
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 \pounds 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. Cog 155(6)(b)-2/3

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

tease complete
agibly, preferably
black type, or
old block lettering

*/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) [J/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 sintended) to commence the winding supposithis company within 12 manths as that date; and 1/we have formed the opinion that this company with be able to spey its dates in full within 12 manths as the commence ment as the winding supplied (note 3)

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

ST. HELIER, Declarants to sign below Declared at ISLAND OF JERSEY. CHANNEL ISLANDS. JOHN DIERCE. Month Year Dav ON BEHALF OF TIGER FINANCE CORP. GEOFFREY ST. C. CORNWALL NOTARY PUBLIC 3 CHARLES STREET, ST. HEUER. JEBOSEY 132 ASF TEL: 01534 768077 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

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.

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The person who will acquire the shares is:

The person who will acquire the shares is:

- 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

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

LX003773.351/13+ Page 3

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.

LX003773.351/13+ Page 4



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

Price witerhouse Leopers.

Chartered Accountants and Registered Auditors



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



Please do not write in this margin

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

Please complete legibly, preferably	(Address overleaf		
in black type, or bold block lettering	Name of company		

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

* Trillium Investments GP Limited

For official use	Company number
	03487308

*Insert full name

of company

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

Tinsert 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] sof the above company (hereinafter called 'this company') do solemnly and sincerely declare that:

The business of this company is:

‡Delete whichever is inappropriate

falkthatefal[recognised:bank][lisensed:institution]: \$\text{Swithin:thexmeaningxxfthexBanking} \text{Actx1979x}\$

- (b) that of a sperson authorises and a section 3 and 4 section 3 and 4 section 3 and 4 section 4 section 4 section 4 section 5 and 4 section 4 section 5 and 4 section 5 and 4 section 6 s
- (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][

xthe holding company of this company 18

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

KB1556B

Log 100(0)(0)-1/3

he assistance is for the purpose of [totatk@coputsticonty] reducing or discharging a naturity incurred	Flease do not write in
or the purpose of that acquisition].* (note 1)	this margin
he 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 Bastion House 40 London Wall London EC2Y 5DN	
'he assistance will take the form of:	
See Schedule 1 attached.	
The person who [has acquired] wilk acquire !* the shares is: See Schedule 2 attached.	*Delete as appropriate
he 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 $_{not\ in\ excess\ of}$ $\pounds 6.3\ million$

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 rite in iis margin

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

lease complete igibly, preferably ı black type, or old block lettering #/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) I/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) (dissintended to commence the winding up to follow a menor within \$2 months a fit hat date; axida/www.have-formed-the-opinion-that-this-company-with-be-abte-to-pay-its-debts-in-fell-writhin-\$2 months af the common encement of the winding eupo † (note 3)

And \(\frac{1}{2}\)/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

``Day Month Year ON BEHALF OF

TIGER FINDUCE 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 Saths.

GEOFFREY ST. C. CORNWALL NOTARY PUBLIC 3 CHARLES STREET, ST. HELIER, JEPSEY JE2 4SF TEL: 01534 769077 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**

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.

LX003779.511/2+ JM

The person who has acquired the shares is:

The person who has acquired the shares is:

- 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.

LX003779.511/2+ Page 2

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.

LX003779,511/2+ Page 3



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

Pricewelterhause Ceopers.

Chartered Accountants and Registered Auditors

Pricewaterhouse Coopers is the successor partnership to the UK firms of Price Waterhouse and Coopers & Lybrand. The principal place of business of Price Waterhouse Coopers and its associate partnerships, and of Coopers & Lybrand, is 1 Embankment Place, London WC2N 6RH. The principal place of business of Price Waterhouse is Southwark Towers, 32 London Bridge Street, London SEI 9SY. Lists of the partners' names are available for inspection at those places.



COMPANIES FORM No. 155(6)b

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



Please do not
write in
this margin

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

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

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

ror official use	Company number	
	03487308	

*Insert full name of company

Note Please read the notes on page 3

before completing this form

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

Name of company * Trillium Investments GP Limited

₃l/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 5]A

§Delete as appropriate [the sole slice to x][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

 4×197 (b) that of a yearsom authorised under sections a conduct the drawn are excorpanies Act 1982 to search 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][

xthe 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

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For official use General Section

COMPANIES MUUSE

1//11/00

The assistance is for the purpose of [that acquisition | reducing or discharging a liability incurred Please do not for 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, 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.	-	
		Ī
L	 	

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

See Schedule 2 attached.

*Delete as appropriate

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

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

Please complete legibly, preferably in black type, or bold block lettering #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) [J/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) (this intended to commence the winding suppositions company with inx12 months ask that date; and t/we have formed the opinion that this company with be able to pay its debts in full within 12 months ask the acommence members the winding sup (note 3)

And \(\forall \) 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 ECAY 145

on 0 3 1 1 2 10 10 10

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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or, for companies registered in Scotland:-

The Registrar of Companies 37 Castle Terrace Edinburgh EH1 2EB

Financial Assistance Declaration

Form 155(6)(b)

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

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The person who has acquired the shares is:

The person who has acquired the shares is:

- 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.

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.

LX003779.511/2+ Page 3



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

Pricewaterhouse Cogness.

Chartered Accountants and Registered Auditors



COMPANIES FORM No. 155(6)b

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



For official use Company number

which is

xthe holding company of this company &

JITT BILLEY LIVEY.

Please do not write in this margin

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

To the Registrar of Companies

Please complete (Address overleaf - Note 5) 03487308 legibly, preferably in black type, or bold block lettering Name of company *Insert full name Trillium Investments GP Limited of company Note Please read the l/We[†] notes on page 3 Archon Group LP, of 85 Broad Street, New York NY10004 USA before completing Causeway International Limited, Columbus Centre Building, Wickhams Cay, Road Town, Tortola P.O. Box 3444 this form British Virgin Islands. finsert name(s) and Lord Brian Griffiths of 19 Chester Square, London SW1 9HS address(es) of all James Lozier, of 3512 Crescent Avenue, Dallas, Texas 75205 USA the directors 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 https://solexdirector/][all the directors]§ of the above company (hereinafter called 'this company') do 3Delete as appropriate solemnly and sincerely declare that: The business of this company is: falcthat of a kneeponise skip ankillicense skin stitution is within the ameaning of the Banking Act 1979. ‡Delete whichever is inappropriate (b) that of a person equivarised undersection 8 xox 4 xox 4 the line unequescent equivalent 4982 xox 2 array (b) that of a person equivalent 4982 xox 2 array (b) that of a person equivalent 4982 xox 2 array (c) that of a person equiv 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

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

in [this company][

Freshfields Bruckhaus Deringer 65 Fleet Street London EC4Y 1HS DX 23 LONDON/CHANCERY LANE For official use General Section

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

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The assistance is for the purpose of [that acquisition][reducingcoodisohargingcaniabilitycincurred for the purpose continuation].* (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. 3.	Mychand Limited, 24 Bedford Row, London WC1R 4HA. Trillium Investments GP Limited, Bastion House, 140 London Wall, London EC2Y 5DN	
T!	ne assistance will take the form of:	
	See Schedule 1 attached.	
l		
l		
L		
	he person who [has:acquired][will acquire]* the shares is:	*Delete as appropriate
	See Schedule 2 attached.	
7	he principal terms on which the assistance will be given are:	
1	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 $_{not\ in\ excess\ of\ \pounds 6.3\ million}$.

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. Cog 155(6)(b)-2/3

Please do not write in this margin

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

Please complete legibly, preferably in black type, or bold block lettering #/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) [4]/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) litrisxintended/toxeommenoexthe/windingeup:of/this/company/withinx12/months/of/that/date; and//www.have-formed-the-opinionxthat/this/company/with/be-abte-toxpay/its/debts/inxfull-withinx 12/months/of/the/opinionxthat/this/company/with/be-abte-toxpay/its/debts/inxfull-withinx 12/months/of/this/company/with/be-abte-toxpay/its/debts/inxfull-withinx 12/months/of/this/company/with/be-abte-toxpay/its/debts/inxfull-withinx 12/months/of/this/company/with/be-abte-toxpay/its/debts/inxfull-withinx 12/months/of/this/company/with/be-abte-toxpay/its/debts/inxfull-withinx 12/months/of/this/company/with/be-abte-toxpay/its/debts/inxfull-withinx 12/months/of/this/company/with/be-abte-toxpay/its/debts/inxfull-withinx 12/months/inxfull-withinx 12/months/of/this/company/with/be-abte-toxpay/its/debts/inxfull-withinx 12/months/inxfull-withinx 12/months/inxfull-withinx 12/months/inxfull-withinx 12/months/inxfull-withinx 12/months/inxfull-withinx 12/months/inxfull-withinx 12/months/inxfull-withinx 12/months/inxfull-withinx 12/months/inxfull-withinx 12/months/inxfull-withi

And ½we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declarants to sign below

Declared at 65 FLEET STREET, LONDON

EC4Y 1HS

Day Month Year

on 0,31,12,0,0

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

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.

LX003773.351/13+

The person who will acquire the shares is:

The person who will acquire the shares is:

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

LX003773.351/13+ Page 2

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.

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 Facsinile +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

Pricewaterhouse Coopers.

Chartered Accountants and Registered Auditors



COMPANIES FORM No. 155(6)b

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



Please do not write in this margin 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)

Name of company

For official use Company number

03487308

*Insert full name of company

Note Please read the notes on page 3 before completing

this form
Tinsert name(s) and address(es) of all

the directors

* Trillium Investments GP Limited

*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 lames 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] for 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 person authorises and exception 3 corotes the descriptions of the Banking Act (1979x † (b)) that of a person authorises tender sestion 3 corotes the description and person authorises tender sestion 3 corotes the description and the Banking Act (1982) to sarry 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][

xthe helding 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

KB1556B

Cog 166(6)(b)-1/3

· ne assistance is for the purpose of [that:acquisition] reducing or discharging a liability incuri	red
r 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][wilkacquire]* the shares is:

See Schedule 2 attached.

*Delete as appropriate

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 $\pounds 6.3$ 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 The date on which the assistance is to be given is within eight weeks of the date hereof

Please complete legibly, preferably in black type, or bold block lettering */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) N/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) [this intended to commence the winding up of this company with inclean anthroping that date; and the winding the opinion that this company with be able to pay its debte including the second and the contract the company with beautiful to pay its debte including the second second

And \(\frac{1}{2}\) 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

Day Month Year

before me YVES MAHOT dela QUERANTONNAIS

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

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.

LX003773,351/l3+ JM

The person who will acquire the shares is:

The person who will acquire the shares is:

- 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.
- 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 Plc5 StrandLondonWC2N 5AF

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

Price water house Coupers

Chartered Accountants and Registered Auditors



COMPANIES FORM No. 155(6)b

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



Please do not write in this margin

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)

Company number

*Insert full name of company

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

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

Name of company

* Trillium Investments GP Limited

₩e[†] 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.

For official use

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

Spelete 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 treagaised bankiji licenses kinstitution iš within the xneaning x of the Banking Act x 1979 x ‡
(b) that of ax person authorised under section 3 xxx x 4 x 4 that of a meaning Act x 1982 x 10 x 2 x x y
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][

she holding company of this company 18

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

AR100

Cog 155(6)(b)-1/3

The assistance is for the purpose of [that acquisition] [reducing condisonarging and ability incurved 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 ta	ike the	form	of
----------------	---------	---------	------	----

See Schedule 1 attached.		

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

See Schedule 2 attached.

*Delete as appropriate

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. Cog 155(6)(b)-2/3

Please do not write in ' this margin

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

Please complete legibly, preferably in black type, or bold block lettering */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) N/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! T (note 3)
- (b) (it is intended to commence the winding up of this company with beable to pay its debts in full within \$2 months af the april on that this company with beable to pay its debts in full within \$2 months af the april on that the winding up) † (note 3)

And \(\frac{1}{2}\)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

Day Month Year

before me YVES MAHOT CICLA QUERANTUNNAN

A Commissioner for Oaths or Notary Public or Justice of NotArRt 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

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.

LX003777.975/6+

The person who will acquire the shares is:

The person who will acquire the shares is:

Mychand Limited
 24 Bedford Row
 London WC1R 4HA.

USA.

W9/PPM LLC,
 The Corporation Trust Company 1209 Orange Street
 Wilmington
 Newcastle County
 Delaware 19801

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.

Land Securities Plc
 Strand
 London
 WC2N 5AF

LX003777.975/6+ Page 2

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.

LX003777.975/6+ Page 3



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

Prienderhouseloupers

Chartered Accountants and Registered Auditors

PricewaterhouseCoopers is the successor partnership to the UK firms of Price Waterhouse and Coopers & Lybrand. The principal place of business of PricewaterhouseCoopers and its associate partnerships, and of Coopers & Lybrand, is 1 Embankment Place, London WC2N 6RH. The principal place of business of Price Waterhouse is Southwark Towers, 32 London Bridge Street, London SE1 9SY. Lists of the partners' names are available for inspection at those places.



COMPANIES FORM No. 155(6)b

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



Please do not write in this margin

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

	to the Registrar of
Please complete	(Address overleaf
legibly, preferably in black type, or	
bold block lettering	Name of company

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

Trillium Investments GP Limited

For official use	Company number
	03487308

*Insert full name of company

Note Please read the notes on page 3 before completing

this form Tinsert name(s) and

address(es) of all the directors

1/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

SDelete 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

‡x£c£ctoAvgnishasEcethocynniceoncethraidtiwaEpocitutiteoideenseidflehasbassiageentropolitical kii kiikatookaxpereomeentemised madamaankatookaox8xoox4oofdaalaanaaneengamaanieexActx1982xtoczaxxx an 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][

Alexagmossidthecynogmosspaibled adt.

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

AR 100

Cog 155(6)(b)-1/3

The assistance is for the purpose of [that acquisition][reducing/condischarging/axliability-incurred Please do not fartheapurposeofatakeoquisition(.* (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 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.	
<u></u>	
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. $^{\text{Cog 155(6)(b)-2/3}}$

Please do not write in this margin

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

Please complete legibly, preferably in black type, or bold block lettering #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) [J/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] T (note 3)
- (b) (It is intended to commence the winding out of this company with inc12 manths of that date; and t/we have formed the opinion that this company will be able to spey its debts in full within \$2 manths of the assumence ment at the winding out of (note 3)

And \(\forall \) 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
On 0/3/1/1/2/0/0

Declarants to sign below

Freshfields Bruckhaus Deringer Hong Kong SAR

Eleanor Fong

Solicitor

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

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.

LX003773.351/13+ JM

The person who will acquire the shares is:

The person who will acquire the shares is:

- 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 Plc5 StrandLondonWC2N 5AF

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.

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Yours faithfully

PricewaterhouseCoopers

Pricewaterhauseloopers.

Chartered Accountants and Registered Auditors