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CHFP014

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COMPANIES FORM No. 155(6)(a)

Declaration in relation to assistance for the acquisition of shares

155(6)(a)

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

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

For official use

Company number

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

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01605709

Name of company

* SCOTTSDALE GOLF (UK) LIMITED

Note
Please read the notes
on page 3 before
completing this form.I/we ☒ LEE DUFF of 21 The Square, Lymm, Cheshire WA13 0HX and
NICOLA DUFF of 21 The Square, Lymm, Cheshire WA13 0HX☐ insert name(s) and
address(es) of all
the directors† delete as
appropriate

[XXXXXXXXXX] [all the directors]† of the above company do solemnly and sincerely declare that:

The business of the company is:

§ delete whichever
is inappropriate(a) ~~XXXXXX [recognised bank] [licensed insurance]† within the meaning of the Banking Act 1979~~§(b) ~~that of a person authorised under section 304A of the Insurance Companies Act 1982 to carry on
insurance business in the United Kingdom~~§

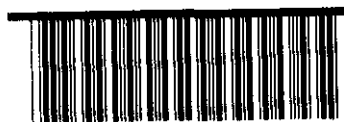
(c) something other than the above§

The company is proposing to give financial assistance in connection with the acquisition of shares in
the [company] ~~[company's holding company]~~ ~~XXXXXXXXXXXX~~

XXXX Limited†

The assistance is for the purpose of [that acquisition] ~~[reducing or discharging liability incurred for the
purpose of the acquisition]~~†The number and class of the shares acquired or to be acquired is: 70 ordinary shares of £1 eachPresentor's name address and
reference (if any):Neil Myerson Solicitors
The Cottages, Regent Road
Altrincham
Cheshire

JAB.24426

For official
General SecA65
COMPANIES HOUSE0116
24/09/05A47
COMPANIES HOUSE0663
06/09/05

The assistance is to be given to: (note 2) **TIGER SPORTS (UK) LIMITED**

(Company No: 04618621)

Bridgewater House, Century Park, Caspian Road, Altrincham, Cheshire WA14 5HH

Please do not
write in
this margin

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

The assistance will take the form of:

See Annexure 1

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

TIGER SPORTS (UK) LIMITED (Company No: 04618621)

Bridgewater House, Century Park, Caspian Road, Altrincham, Cheshire WA14 5HH

† delete as
appropriate

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

See Annexure 2

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

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

The date on which the assistance is to be given is within 8 weeks of the date hereof

*please complete
legibly, preferably
in black type, or
bold block lettering*

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

~~X~~ We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

- (a) ~~XXXXXX~~ We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date)* (note 3)
- (b) ~~XXXXXX~~ We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date)* (note 3)

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

Declared at Mere House Market
Street Aldrincham
Cheshire WA14 1RX

Declarants to sign below

on

Day	Month	Year
01	09	2005

before me Helen Catherine Brown HELEN CATHERINE BROWN
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

SCOTTSDALE GOLF (UK) LIMITED

ANNEXURES TO FORM 155(6)(a)

In this Form 155(6)(a) and all its annexures, the following terms shall have the following meanings:

- "Acquisition" means the acquisition of 70% of the issued share capital of the Company from the Seller by the Purchaser pursuant to a sale and purchase agreement between the Seller (1) and the Purchaser (2) dated today;
- "Company" has the meaning ascribed to it on page 1 of this form 155(6)(a);
- "NatWest" means National Westminster Bank plc whose registered office is situate at 135 Bishopsgate, London EC2M 3UR;
- "NatWest Documents" means:
- (a) the debenture between NatWest (1) and the Company (2) dated today and pursuant to which the Company grants to NatWest fixed and floating charges over its goodwill, undertaking, property and assets;
 - (b) the deed of guarantee and indemnity between the Company (1) and NatWest (2) dated today and pursuant to which the Company guarantees and agrees to pay to NatWest all obligations owed and sums due to NatWest from the Company and from the Purchaser, howsoever arising, and agrees to indemnify NatWest against a failure by the Company and the Purchaser to observe their obligations to NatWest;
- "Purchaser" means Tiger Sports (UK) Limited (Company Number: 4618621);
- "Seller" means Christopher Paul Fisher Denham and Jo-Y-Jo Limited (Company number: 921225).

ANNEXURE 1

Form of assistance

The assistance will take the form of entering into and/or the execution by the Company of the NatWest Documents to which the Company is to be a party (as the same may be amended, varied, supplemented or substituted from time to time) and the Company complying with and fulfilling its obligations thereunder.

ANNEXURE 2

Terms on which assistance given

The principal terms on which the assistance is given are as follows:

The NatWest Documents

The Purchaser will be granted facilities from NatWest, which may be used by the Purchaser to fund the Acquisition. The Company will grant and enter into obligations pursuant to the NatWest Documents to secure those facilities.

In entering into the various documents and arrangements referred to above the Company is entering into obligations and assuming liabilities and giving security in connection with the Acquisition and may in the future be called upon pursuant to any of the documents and arrangements referred to in this declaration to discharge obligations and/or liabilities arising in connection with the Acquisition.

PRIVATE & CONFIDENTIAL

The Directors
Scottsdale Golf (UK) Limited
(Company Number: 01605709)
Third Floor
Fourways House
57 Hilton Street
Manchester
M1 2FN

Our Ref: MDM/LMP

Your Ref:

Date: 1 September 2005

Dear Sirs

Auditors' Statutory Report to the directors of Scottsdale Golf (UK) Limited (the "Company") pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of the Company dated today in connection with the proposal that the Company should give financial assistance for the acquisition of 70% of the issued share capital of the Company.

Basis of Opinion

We have inquired into the state of the Company's affairs in order to review the basis for the statutory declaration.

Opinion

We are not aware of anything to indicate that the opinion expressed by the directors in the attached statutory 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

**MATRAVERS & CO**