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CHFP025

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COMPANIES FORM No. 155(6)a

Declaration in relation to assistance for the acquisition of shares

155(6)a

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

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

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

For official use

Company number

[] [] [] []

3920523

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

Name of company

* CENTER PARCS LONGLEAT LIMITED

* insert full name
of company

☒ We ☐ See Appendix A

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

† delete as
appropriate

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

The business of the company is:

§ delete whichever
is inappropriate

~~XXXXXX~~ authorised by the Bank of England
~~XXXXXX~~ authorised under section 8 of the Insurance Companies Act 1982
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] ~~XXXXXX~~ and Carp (UK) 1 Limited (Company Number 4007584)

whose registered office is Kirklington Road, Eakring, Newark, Notts NG22 6DZ

~~limited~~

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

The number and class of the shares acquired or to be acquired is: _____

See Appendix B

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

Allen & Overy
One New Change
London EC4M 9QQ
DX 73 London
Ref: LC/CT/JST

For official Use
General Section

Post room



LD2
COMPANIES HOUSE

LYCXJ57N

0379
25/10/01

The assistance is to be given to: (note 2) See Appendix A(i)

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 Appendix C

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

[†] delete as
appropriate

Carp (UK) 3 Limited, Carp (UK) 2B Limited and Center Parcs (UK) Holdings
Limited

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

See Appendix D

The amount of cash to be transferred to the person assisted is £ £13.3 million

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 See Appendix E

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

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)

(b) [REDACTED] (note 3)

Declared at

Declarants to sign below

Center Piece Longleaf Forest in the
County of Wiltshire

on

Day	Month	Year
14	10	2001

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.

- 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

APPENDIX A
(to Statutory Declaration Form 155(6)a)

1. Martin Peter Dalby of 4 Parker Gardens, Stapleford, NG9 8QG; and
2. Anthony Martin Robinson of 5 Gorse Corner, St Albans, AL3 5SH.

APPENDIX A(i)
(to Statutory Declaration Form 155(6)a)

- (1) Carp (UK) 3 Limited (Company Number 4066200);
- (2) Center Parcs (UK) Holdings Limited (Company Number 4246719);
- (3) Carp (UK) 2B Limited (Company Number 4246739);
- (4) Carp (UK) 2 Limited (Company Number 4066196); and
- (5) Carp (UK) 1 Limited (Company Number 4007584) whose registered offices are all Kirklington Road, Eakring, Newark, Nottinghamshire NG22 6DZ.

APPENDIX B
(to Statutory Declaration Form 155(6)a)

In respect of the acquisitions by Center Parcs (UK) Holdings Limited and Carp (UK) 2B Limited of the entire issued share capital of Carp (UK) 1 Limited

1. 9,430,000 "A Ordinary" shares of £0.01 each in Carp (UK) 1 Limited;
2. 480,000 "B Ordinary" shares of £1 in Carp (UK) 1 Limited; and
3. 90,000 "C Ordinary" shares of £0.01 in Carp (UK) 1 Limited.

In respect of the acquisition by Carp (UK) 3 Limited of the entire issued share capital of the Company on 7th March 2001

1. 5,642,220 preference shares of £1 each in Center Parcs Longleat Limited; and
2. 100 Ordinary Shares of £1 each in Center Parcs Longleat Limited.

APPENDIX C
(to Statutory Declaration Form 155(6)a - box 1 on page 2)

In respect of the acquisitions by Center Parcs (UK) Holdings Limited and Carp (UK) 2B Limited of the entire issued share capital of Carp (UK) 1 Limited

The assistance will take the form of the execution, delivery and performance by the Company of an inter-company loan agreement ("**UK3 Loan**") pursuant to which the Company will loan an amount to its holding company, Carp (UK) 3 Limited ("**UK3**"), which will enable UK3 to lend all or part of that amount to its holding company, Carp (UK) 2 Limited which in turn will enable Carp (UK) 2 Limited to lend that amount to its holding company, Carp (UK) 1 Limited, which in turn will enable Carp (UK) 1 Limited to advance a loan to its holding company, Carp (UK) 2B Limited, which will enable it to fulfil in whole or in the part its obligations to its holding company, Center Parcs (UK) Holdings Limited, in respect of the payment of the consideration left outstanding on intercompany loan account upon the purchase of Carp (UK) 1 Limited shares which in turn will enable Center Parcs (UK) Holdings Limited to repay in whole or in part the loan notes issued to DBCP GP Europe (Jersey) Limited in consideration for the acquisition of the entire issued share capital of Carp (UK) 1 Limited.

In respect of the acquisition by UK3 of the entire issued share capital of the Company on 7th March 2001

The assistance will take the form of the execution, delivery and performance by the Company of the UK3 Loan pursuant to which the Company will loan an amount to its holding company, UK3, which will, in turn, enable UK3 to lend all or part of that amount to its holding company, Carp (UK) 2 Limited, which in turn will enable Carp (UK) 2 Limited to redeem in whole or in part the loan notes issued by it to finance the acquisition by UK3 of the entire issued share capital of the Company.

APPENDIX D
(to Statutory Declaration Form 155(6)a - box 2 on page 2)

In respect of the acquisitions by Center Parcs (UK) Holdings Limited and Carp (UK) 2B Limited of the entire issued share capital of Carp (UK)1 and the acquisition by UK3 of the entire issued share capital of the Company

The amount of the UK3 Loan will be £13.3m. The UK3 Loan or any part of it will be repayable by UK3 on written demand by the Company. The UK3 Loan will accrue interest at such a rate as may be agreed from time to time by UK3 and the Company and any such interest will be payable by UK3 on written demand (unless otherwise agreed with the Company).

APPENDIX E

On 19th October, 2001 (or a later date not being more than 8 weeks from the date of this Statutory Declaration).

PricewaterhouseCoopers
1 Embankment Place
London WC2N 6RH
Telephone +44 (0) 20 7583 5000
Facsimile +44 (0) 20 7822 4652
Direct Fax +44 (0) 20 7804 4907

The Directors
Center Parcs Longleat Limited
Kirklington Road
Eakring
Newark
Nottinghamshire NG22 0DZ

19 October 2001

Dear Sirs

Auditors' report to the directors of Center Parcs Longleat Limited pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of Center Parcs Longleat Limited ('the Company') dated 19 October 2001 in connection with the proposal that the Company should give financial assistance to reduce a liability incurred upon the purchase of 100 of the Ordinary shares and 5,642,220 of the Preference shares of the Company by Carp (UK) 3 Limited on 7 March 2001, and for the purchase of 9,430,000 of the "A Ordinary" shares, 480,000 of the "B Ordinary" shares and 90,000 of the "C Ordinary" shares of Carp (UK) 1 Limited.

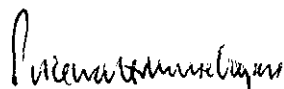
Basis of opinion

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

Opinion

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in Section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully



PricewaterhouseCoopers
Chartered Accountants and Registered Auditors

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