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CHFP025

Please do not
write in this
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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

[] [] [] [] [] []

4066196

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

Name of company

* CARP (UK) 2 LIMITED

* insert full name
of company

X We \emptyset See Appendix A

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

† delete as
appropriate

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

The business of the company is:

§ delete whichever
is inappropriate

~~the company is authorised under section 8 of the Companies Act 1985 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] CARP (UK) 1 LIMITED (Co.No. 4007584) whose registered
office is Kirklington Road, Eakring, Newark, Nottinghamshire NG22 6DZ Limited]†

The assistance is for the purpose of [that acquisition] ~~reducing or discharging a liability incurred by the company~~

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

LYCXW570

0366
25/10/01

The assistance is for the purpose of [that acquisition] ~~reducing or discharging a liability incurred by the company~~ (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: See Appendix B

The assistance is to be given to: (note 2) Center Parcs (UK) Holdings Limited
(Co. No. 4246719), Carp (UK) 2B Limited (Co. No. 4246739) and Carp (UK) 1 Limited (Co. No. 4007584) whose registered offices are all Kirklington Road, Eakring, Newark, Notts NG22 0DZ

The assistance will take the form of:

See Appendix C

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

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

[†] delete as appropriate

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

See Appendix D

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is Nil

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

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

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

(a) ~~We~~ 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)

[illegible]

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.

Declared at

Declarants to sign below

center Parcel Longleaf Forest
in the County of Wilcox

on

Day	Month	Year
19	10	2001

before me A. Holliman

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

~~Accepted~~
Mar 10/18

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

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

1. Manjit Dale of 84 Highgate West Hill, London N6 6LU;
2. Christian Purslow of 59 Drax Avenue, London SW20 0EZ; and
- ~~3. Stephen Robertson of 1 Hereford House, 13 Lauriston Road, London SW19 4JJ.~~

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

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

1. 9,430,000 "A Ordinary" shares of £0.01 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.

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

1. 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 intercompany loan ("**UK2 Loan**") pursuant to which the Company will make an advance to its holding company, Carp (UK) 1 Limited ("**UK1**"), which will enable UK1 to make an intercompany loan to its holding company, Carp (UK) 2B Limited which will enable Carp (UK) 2B Limited to make payment to Center Parcs (UK) Holdings Limited of the consideration due by it in connection with its acquisition of shares, which consideration has been outstanding on intercompany account, which will enable Center Parcs (UK) Holdings Limited to repay wholly or partly the loan notes issued to DBCP Europe GP (Jersey) Limited in consideration for Center Parcs (UK) Holdings Limited's acquisition.

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

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

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

The amount of the UK2 Loan will be £13.3 million. The UK2 Loan or any part of it will be repayable by Carp (UK) 1 Limited on written demand. The UK2 Loan will accrue interest at such rate as may be agreed from time to time by Carp (UK) 1 Limited and the Company and any such interest will be payable by Carp (UK) 1 Limited 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
Carp (UK) 2 Limited
Kirklington Road
Eakring
Newark
Nottinghamshire NG22 0DZ

19 October 2001

Dear Sirs

Auditors' report to the directors of Carp (UK) 2 Limited pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of Carp (UK) 2 Limited ('the Company') dated 19 October 2001 in connection with the proposal that the Company's subsidiary undertaking, Center Parcs Longleat Limited, should give financial assistance 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.

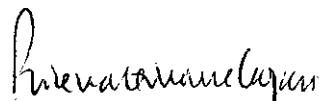
Basis of opinion

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