

G

CHFP025

COMPANIES FORM No. 155(6)b

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

155(6)b

Please do not  
write in this  
margin

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

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

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

For official use

Company number

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

4066200

Name of company

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

• CARP (UK) 3 LIMITED

\* insert full name  
of company

~~See Appendix A~~

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

† delete as  
appropriate

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

§ delete whichever  
is inappropriate

The business of this company is:

- (a) ~~that of a recognised bank licensed institution within the meaning of the Banking Act 1979~~  
(b) ~~that of a person authorised under section 31 of the Companies Act 1985 to carry on business in the United Kingdom~~  
(c) something other than the above§

This company is ~~the~~ [a] holding company of\* Center Parcs Longleat Limited  
(Co. No. 3920523)

which is

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

in ~~this company~~ Carp (UK) 1 Limited (Co. No. 4007584)

~~the holding company of this company~~

Presenter's name address and  
reference (if any) :  
Allen & Overy  
One New Change  
London EC4M 9QQ  
DX 73 London  
Ref: LC/ELAC/CO:885218.1

For official Use  
General Section

Post room



LD2  
COMPANIES HOUSE

0385  
25/10/01

Please do not  
write in this  
margin

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

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

See Appendix C

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

† delete as appropriate

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

See Appendix E

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

(a) ~~W~~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)

[illegible]

Declared ~~at~~ by

~~Declarants to sign below~~

by Styl Ball at 1 HERFORD HOUSE, 13 LAURENCE ROAD,  
LONDON, SW 19 ~~111~~

Day Month Year

on 1 9 1 0 2 0 0 1

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.~~

Bernard Leighton Pausier  
Aclelaide House  
London Bridge  
London ECHR 9MA

## 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  
Companies House  
37 Castle Terrace  
Edinburgh  
EH1 2EB

**APPENDIX A**  
**(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. 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.

sl 19/10/01.

**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)b)**

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) - 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 Center Parcs Longleat Limited of an inter-company loan agreement ("**UK3 Loan**") pursuant to which the Center Parcs Longleat Limited 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 Center Parcs Longleat Limited of the UK3 Loan pursuant to which the Center Parcs Longleat Limited 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)b - 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 Limited

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 Center Parcs Longleat Limited. The UK3 Loan will accrue interest at such a rate as may be agreed from time to time by UK3 and Center Parcs Longleat Limited and any such interest will be payable by UK3 on written demand.



**APPENDIX E**

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

**G**

CHFP025

COMPANIES FORM No. 155(6)b

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

**155(6)b**

Please do not  
write in this  
margin

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

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

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

For official use

Company number

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

4066200

Name of company

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

\* CARP (UK) 3 LIMITED

\* insert full name  
of company

X/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 (hereinafter called 'this company') do  
solemnly and sincerely declare that:

§ delete whichever  
is inappropriate

The business of this company is:

- (a) ~~that of a recognised bank licensed institution within the meaning of the Banking Act 1979~~  
(b) ~~that of a company authorised under section 5 of the Companies Act 1985 to carry on business as a company~~  
(c) something other than the above§

This company is ~~the~~ [a] holding company of\* Center Parcs Longleat Limited

(Co. No. 3920523)

which is

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

in ~~this company~~ Carp (UK) 1 Limited (Co. No. 4007584)

~~XXXXXX~~

Presentor's name address and  
reference (if any) :  
Allen & Overy  
One New Change  
London EC4M 9QQ  
DX 73 London  
Ref: LC/ELAC/CO:885218.1

For official Use  
General Section

Post room

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

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

See Appendix A(i)

The assistance will take the form of:

See Appendix C

The person who ~~has acquired~~ [will acquire]<sup>†</sup> the shares is:

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

<sup>†</sup> 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

See Appendix E

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

(a) ~~R~~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)

[illegible]

Declared at

Center Parcel Longleaf Forest  
in the County of North Carolina

Day      Month      Year

on 19 10 2001

before me

J. Willcox

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.L. Widdison

Declarants to sign below

Manjiv

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The Registrar of Companies  
Companies House  
37 Castle Terrace  
Edinburgh  
EH1 2EB

**APPENDIX A**  
**(to Statutory Declaration Form 155(6)b)**

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1. Manjit Dale of 84 Highgate West Hill, London N6 6LU;
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3. ~~Stephen Robertson of 1 Hereford House, 13 Lauriston Road, London SW19 4JL.~~

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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 Center Parcs Longleat Limited of an inter-company loan agreement ("**UK3 Loan**") pursuant to which the Center Parcs Longleat Limited 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.

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**APPENDIX D**  
**(to Statutory Declaration Form 155(6)b - 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 Limited

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 Center Parcs Longleat Limited. The UK3 Loan will accrue interest at such a rate as may be agreed from time to time by UK3 and Center Parcs Longleat Limited and any such interest will be payable by UK3 on written demand.

**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) 3 Limited  
Kirklington Road  
Eakring  
Newark  
Nottinghamshire NG22 0DZ

19 October 2001

Dear Sirs

**Auditors' report to the directors of Carp (UK) 3 Limited pursuant to Section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors of Carp (UK) 3 Limited ('the Company') dated 19 October 2001 in connection with the proposal that the Company 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.

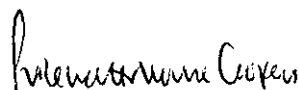
**Basis of opinion**

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*