

**Solvency statement under section 643 of the Companies Act 2006 ("2006 Act")
made for the purposes of section 642 of the 2006 Act**

Company number: 04089741

Company name : 3D Education and Adventure Limited

Proposal for reduction of share capital

3D Education and Adventure Limited ("the Company") is proposing to reduce its share capital by cancelling and extinguishing 84,406,209 ordinary shares of £0.10 each. As a result of that reduction the Company's share capital will be 1 ordinary share of £0 10.

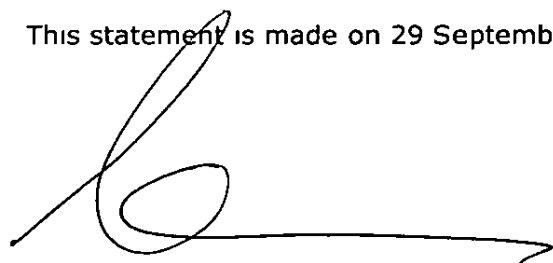
Director's statement

We, the directors named below being all the directors of the Company have formed the opinion for the purposes of section 642 of the Companies Act 2006 that

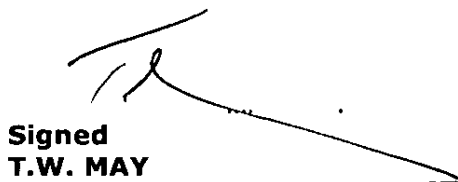
- (a) as regards the Company's situation at the date of this statement there is no ground on which the Company could be found to be unable to pay (or otherwise discharge) its debts, and
- (b) It is intended to commence the winding up of the Company within twelve months of the date of this statement and the Company will be able to pay (or otherwise discharge) its debts in full within twelve months of the commencement of the winding up. Should the winding up not be commenced within twelve months of the date of this statement, the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of this statement.

In forming the above opinions we have taken into account all of the Company's liabilities (including any contingent or prospective liabilities).

This statement is made on 29 September 2010



Signed
R.G. BADDELEY



Signed
T.W. MAY

Dated: 29 September 2010

Dated: 29 September 2010

