

CHFP025

Declaration in relation to assistance for the acquisition of shares

155(6)a

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

4091902

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

Name of company

* LIGHTWATER VALLEY ATTRACTIONS LIMITED

* insert full name
of company

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

XWe ø PETER TREHERNE of 112 School Lane, Woolton, Liverpool L25 7WD and PETER CUSHION of 286 Waterloo Quay, Waterloo Road, Liverpool L3 0BS

† 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

[illegible]

(c) something other than the above §

The company is proposing to give financial assistance in connection with the acquisition of shares in the [company] ~~XXXXXXXXXXXXXXXXXXXX~~

The assistance is for the purpose of [that acquisition] ~~(including a disclosure or other activity related to the purchase of the securities)~~. †

The number and class of the shares acquired or to be acquired is: 4,750,002 ordinary shares of
£1.00

Presenter's name address and
reference (if any) :
Richard Saleh & Co
Didsbury House, 748
Wilmslow Road, Didsbury,
Manchester, M20 2DW

For official Use
General Section

Post room



A23
COMPANIES HOUSE

509
11/11/2005

DX 23155 DIDSbury
RIS/H2075

The assistance is to be given to: (note 2) Ball Investments Limited
(Registered in Jersey No.75769) whose registered office is at La Motte Chambers,
La Motte Street, St. Helier, Jersey JE1 1BJ ("the Purchaser")

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:

- 1 Legal Charge over leasehold property known as Lightwater Valley Country Park, North
Stainley, Ripon, North Yorkshire registered at the Land Registry under Title No.
NYK212664 ("the Property");
 - 2 Unlimited guarantee for the obligations of the Purchaser
- both in favour of Barclays Private Clients International Limited ("the Bank").

The person who ~~XXXXXXXXXX~~ [will acquire] A the shares is:

Adelete as
appropriate

Ball Investments Limited

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

See attached.

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 hereto

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

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

(a) ~~X~~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) ~~XXXXXXended to commence the winding up of XXXXXcompany with XXXXXdate of XXXXX~~
~~have been paid up in full and the company will be able to pay its debts in full within 12 months of the~~
~~winding up of the winding up.~~ (note 3)

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

Declarants to sign below

on

Day	Month	Year
03	11	2005

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.

R. W. W. W.
 P. W. W. W.

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 2ER

STATUTORY DECLARATION DETAILS
LIGHTWATER VALLEY ATTRACTIONS LIMITED

Principal terms on which assistance will be given

1. The principal terms of the Guarantee are:-
 - 1.1 the Guarantee is given to the Bank;
 - 1.2 the Guarantee is unlimited;
 - 1.3 under the Guarantee the Company guarantees to discharge on demand the liabilities of the Purchaser to the Bank of any kind (whether present or future actual or contingent and whether incurred alone or jointly with another) including interest, banking charges and commission;
 - 1.4 under the Guarantee any amount not recoverable on the basis of a guarantee is nevertheless recoverable from the Company as principal debtor by way of indemnity;
 - 1.5 the Guarantee is a continuing security;
 - 1.6 under the Guarantee the Company agrees that it shall not be entitled to take the benefit of any security held by the Bank in respect of the Purchaser's obligations and not to prove against the Purchaser in competition with the Bank
- 2 Under the Bank's Legal Charge the Company charges the Property with full guarantee to the Bank by way of security for all obligations and liabilities of the Company to the Bank from time to time. The said Legal Charge contains restrictions on the Company's ability to deal with the Property and obligations on the Company for preservation of the security.
- 3 The Bank's Legal Charge gives the Bank power to appoint a Receiver.

**INDEPENDENT AUDITORS' REPORT TO THE DIRECTORS OF LIGHTWATER
VALLEY ATTRACTIONS LIMITED PURSUANT TO SECTION 156(4) OF THE
COMPANIES ACT 1985**

We have examined the attached statutory declaration of the directors dated 3 November 2005, prepared in accordance with applicable United Kingdom law, in connection with the proposal that the company should give financial assistance for the purchase of 4,750,002 of the company's ordinary shares.


This report is made solely to the directors in accordance with Section 156(4) of the Companies Act 1985. Our work has been undertaken so that we might state to the directors those matters we are required to state to them in an auditors' report under section 156(4) and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the directors, for our audit work, for this report, or for the opinions we have formed.

Basis of opinion

We have enquired into the state of affairs of the company so far as necessary 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.



Ernst & Young LLP

Registered Auditor

Liverpool

Date 3/11/05