

# G

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

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

00344439

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

Name of company

\* UB INTERNATIONAL SALES LIMITED

\* insert full name  
of company

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

1/We o DOMINIC MURPHY of Wolfden, The Warren, Radlett, W07 7DU; MANJIT DALE of 84 Highgate, West Hill N6 6LU; MARK OLDHAM of 62 Beaumont Road, London W4 5AP; IAN HASLEGRAVE of 134 Bishops Road, London SW6 7AS; MALCOLM RITCHIE of Croft Park, 6 Stratton Road, Beaconsfield, Buckinghamshire HP9 1HS; and BETRAND MEUNIER of 40 Chemin des Vallieres 92410 Ville d'Avray, France.

† 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

~~(a) that of a [recognised bank] [licensed institution] within the meaning of the Banking Act 1979§~~

~~(b) that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 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] UNITED BISCUITS (HOLDINGS)

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: 529,193,033 Ordinary  
fully paid up shares of 29p each

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

Norton Rose  
Kempson House  
Camomile Street  
London  
EC3A 7AN

For official Use  
General Section

Post room



LD6  
COMPANIES HOUSE

\*LN3NSZK9\*

0110  
06/04/01

The assistance is to be given to: (note 2) See Schedule 1

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

The assistance will take the form of:

See Schedule 2

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

† delete as  
appropriate

Finalrealm Limited (Company No. 3877932)

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

See Schedule 2

The amount of cash to be transferred to the person assisted is £ Funding Agreement Advances

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 any date prior to 25 May 2001

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

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

X/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)

- (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) ~~[It is intended to commence the winding-up of the company within 12 months of that date, and we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement 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.

Declared at

Deutsche Bank, 1 Great Winchester Street  
London

Day Month Year  
on 

3	0	0	3	2	0	0	1
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before me

Jon Cornelius

A ~~Commissioner for Oaths or Notary Public or Justice of the Peace or a~~ Solicitor having the powers conferred on a Commissioner for Oaths.

Declarants to sign below

D. Murphy  
Lee Ritchie  
I.P.H. BM  
[Signature]  
[Signature]

## 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

### Schedule 1

Finalrealm Limited (Company No. 3877932) whose registered office is Church Road, West Drayton, Middlesex UB7 7PR.

Regentrealm Limited (Company No. 3885120) whose registered office is Church Road, West Drayton, Middlesex UB7 7PR

Runecorp Limited (Company No. 3876056) whose registered office is Church Road, West Drayton, Middlesex UB7 7PR.

United Biscuits Finance PLC (Company No. 3945313) whose registered office is Church Road, West Drayton, Middlesex UB7 7PR.

Deutsche Bank AG, London as Security Agent on behalf of various banks and financial institutions whose registered office is Winchester House, 1 Great Winchester Street, London EC2N 2DB.

## Schedule 2

The execution by this Company of the following documents:

- (a) an agreement amending a Senior Facilities Agreement dated 14 December 1999 and made between Bladeland Limited as Parent (1), Regentrealm Limited (2), Solvecorp Limited, Runecorp Limited, Finalrealm Limited and others as Guarantors (3), Deutsche Bank AG London, J.P. Morgan plc (formerly Chase Manhattan plc) and DLJ Capital Funding, Inc. as Joint Lead Arrangers (4), Deutsche Bank AG London, The Chase Manhattan Bank and DLJ Capital Funding, Inc. as the Original Lenders (5), Deutsche Bank AG London as Sole Book Runner, Agent and Security Agent (6) and J.P.Morgan plc (formerly Chase Manhattan plc) and DLJ Capital Funding, Inc. as Documentation Agents (7) (as amended and restated on 28 April 2000 and 28 August 2000, the "**Senior Facilities Agreement**") between Bladeland Limited, each company listed therein as an Existing Borrower, each company listed therein as an Existing Guarantor (which such term includes the Company) and Deutsche Bank AG London as agent and security agent under the Senior Facilities Agreement (the "**Security Agent**") pursuant to which (inter alia) each company listed therein as an Existing Guarantor agreed to guarantee unconditionally to each Finance Party all obligations owed by each Obligor under or in connection with the Senior Finance Documents (each defined term having the meaning given to it in the Senior Facilities Agreement) (the "**Facilities Amendment Agreement**"). In addition, by clause 6 of the Facilities Amendment Agreement, each Existing Guarantors' confirms that each of their guarantees extend to all amounts owing in respect of the additional £37,000,000 facility.
- (b) a deed of amendment (the "**IC Deed of Amendment**") to the Intercreditor Deed dated 28 April 2000 (as amended and restated on 28 August 2000) between (inter alios) each company listed therein as an Existing Guarantor (which such term includes the Company) and the Security Agent to take account of the additional £37,000,000 to be made available under the Senior Facilities Agreement which includes (inter alia) a covenant to pay which will apply to all amounts owing in respect of such additional facility.
- (c) an agreement amending the Intra-Group Funding Agreement (the "**Amended Funding Agreement**") between the Borrowers (as defined therein), Finalrealm and the Company and various of its associated companies pursuant to which the Company and various of its associated companies agree to make available to the Borrowers and Finalrealm such advances in such amounts as are from time to time requested by the Borrowers and Finalrealm provided that the Company is not obliged to comply with such request if (i) it is insolvent or subject to an insolvency procedure, (ii) it has insufficient funds available or (iii) at the time of drawdown, it would not properly be able to record in its books of accounts the value of the obligation to repay the advance as being equal to the amount proposed to be drawn down.
- (d) such further documents as are required by the terms of the Facilities Amendment Agreement, the IC Amendment Deed and the Amended Funding Agreement to which the Company is a party including, but not limited to, documents that are required to be executed pursuant to a clause obliging the Company to provide further assurance.

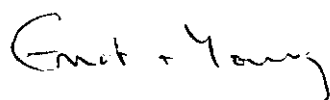
UB International Sales Limited  
Church Road  
West Drayton  
Middlesex  
UB7 7PR

**Auditors' report to the directors of UB International Sales Limited pursuant to section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors of UB International Sales Limited ("the Company") dated 30 March 2001 in connection with the proposal that the Company should give financial assistance for the purpose of reducing or discharging the liability incurred for the purpose of the acquisition of the whole of the issued share capital of United Biscuits (Holdings) Limited.

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

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  
Registered Auditor  
London  
30 March 2001