

Oyez
CHFP041

COMPANIES FORM No. 155(6)b

155(6)b

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

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

0740635

Name of company

*
STONEGATE FARMERS LIMITED

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

*Insert full name
of company

†We

MICHAEL RICHARD JOHN KENT OF THE RECTORY, BRADDOCK, LOSTWITHIEL, CORNWALL
PL22 0RN

§Insert name(s) and
address(es) of all
the directors

NICHOLAS ROGERS OF TREMERRYIN, LAKE LANE, LISKEARD, CORNWALL PL14 3DE; AND
ROGER SWAFFIELD OF 23 KIMBERS DRIVE, NEWBURY, BERKSHIRE RG14 1RQ

†Delete as
appropriate

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

The business of the company is:

§ Delete whichever
is inappropriate

~~(a) that of a person or bank licensed or authorised within the meaning of the Banking Act 1985~~

~~(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 ~~the~~ [a] holding company of *STONEGATE FOOD INGREDIENTS LIMITED
("SUBSIDIARY")

which is

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

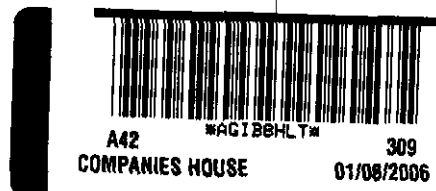
in ~~this company~~ CLIFFORD KENT HOLDINGS LIMITED

the holding company of this company.†

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

For official Use (10/03)
General Section

Post room



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

75,000 ORDINARY SHARES OF £0.01 EACH IN THE CAPITAL OF CLIFFORD KENT HOLDINGS LIMITED

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

NOBLE FOODS LIMITED (COMPANY NO 5836545) WHOSE REGISTERED OFFICE IS AT BRIDGEWAY HOUSE, UPPER ICKNIELD WAY, TRING HP23 4JX ("NOBLE")

The assistance will take the form of:

The Subsidiary will give financial assistance by the execution, delivery and compliance with and the satisfaction of and performance (as the case may be) by the Subsidiary of:

1. a letter of accession from the Subsidiary to GE Commercial Finance Limited ("the Lender") acceding to a credit agreement dated 21 January 2000 entered into between the Lender (then known as GE Commercial Finance Limited) and Deans Food Group Limited ("DFG") as amended and restated by an amendment and restatement agreement dated 23 June 2006 between amongst others DFG, Clifford Kent Holdings Limited ("CKH"), Noble Foods Limited ("Noble"), the Subsidiary and the Lender ("Credit Agreement"); and
2. an unsecured and subordinated intra-company loan agreement with amongst others the Subsidiary and Noble ("Intra-Group Loan Agreement") (as the same may be amended, varied, supplemented or substituted from time to time); and
3. the Subsidiary complying with and fulfilling its obligations thereunder.

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

† Delete as
appropriate

NOBLE FOODS LIMITED

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

SEE APPENDIX 1

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 £ NIL

The value of any asset to be transferred to the person assisted is £ NIL

Please do not
write in
this margin

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

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

The date on which the assistance is to be given is WITHIN 8 WEEKS OF THE DATE HEREOF

~~1/~~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) ~~1/~~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)

(b) ~~This is intended to commence the winding-up of this company within 12 months of that date and we have formed the opinion that this company will be able to pay its debts in full within 12 months of the commencement of the winding-up.]* (note 3)~~

And ~~1/~~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 ~~THE~~ STONEGATE FARMERS LTD.
THE OLD S.D.INGS, CORSHAM RD.
LACOCK, WITS.

Declarants to sign below

Day Month Year
on 2 7 07 20 06

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.~~

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 auditor's 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

DX 33050 Cardiff

or, for companies registered in Scotland:-

The Registrar of Companies
37 Castle Terrace
Edinburgh
EH1 2EB

DX 235 Edinburgh
or LP-4 Edinburgh 2

STONEGATE FARMERS LIMITED

APPENDIX 1 TO FORM 155(6)b

The principal terms on which the financial assistance will be given

1. **Letter of Accession**

Pursuant to the terms of the Letter of Accession, the Subsidiary shall become a Guarantor under the Credit Agreement and the Subsidiary shall guarantee to the Lender to pay all monies and discharge all obligations and liabilities due, owing or incurred to the Lender by it and each of the Obligors (as defined in the Credit Agreement), under or pursuant to the Finance Documents (as defined in the Credit Agreement) and guarantees to the Lender all the liabilities and obligations from time to time of the Charging Companies (as defined in the all assets debenture dated 23 June 2006) to the Lender.

2. **Intra Group Loan Agreement**

Pursuant to the terms of the Intra Group Loan Agreement, the Subsidiary undertakes to make funds available to Noble to enable Noble to discharge all sums of capital or interest due under the Credit Agreement and any other Finance Document and to enable Noble to discharge all costs, fee and commissions incurred in connection with its acquisition of shares in CKH ("**Acquisition**").

3. In executing, delivering and performing the Letter of Accession, and the Intra Group Loan Agreement, the Subsidiary is entering into obligations, assuming liabilities, waiving rights and giving security in connection with the Acquisition and may in the future be called upon pursuant to any of the documents referred to in this statutory declaration to discharge obligations and/or liabilities, to waive rights and to give effect to security arising in connection with the Acquisition.

Our Ref: IC/091028

AG
ALBERT
GOODMAN

PRIVATE AND CONFIDENTIAL

The Directors
Stonegate Farmers Limited
Whiteoaks Farm
The Old Sidings
Corsham
Lacock
Wiltshire
SN15 2LZ

Mary Street House
Mary Street
Taunton
Somerset
TA1 3NW

Tel: 01823 286096
Fax: 01823 257319

INDEPENDENT AUDITORS' REPORT TO THE DIRECTORS OF STONEGATE FARMERS LIMITED ("THE COMPANY") PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

We have examined the attached statutory declaration of the directors dated 27th July 2006 in connection with the proposal that the Company's subsidiary, Stonegate Food Ingredients Limited, should give financial assistance for the purchase of 75,000 ordinary shares in its holding company, Clifford Kent Holdings Limited.

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

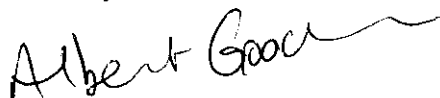
Basis of opinion

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



Albert Goodman – Registered Auditors

Date: 27th July 2006