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CHFP025

COMPANIES FORM No. 155(6)a

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

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

1679418

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

Name of company

* CAULDRON FOODS LIMITED

* insert full name of company

*/We ~~is~~ SEE SCHEDULE 1

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

† 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 9 or 4 of the Insurance Companies Act 1982 to carry on insurance business in the United Kingdom~~

~~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 RAYNER FOOD GROUP LIMITED (CRN: 3284016)

~~limited~~†

The assistance is for the purpose of [that acquisition] ^{and/or} [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: SEE SCHEDULE 2

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

DLA
3 Noble Street
London
EC2V 7EE

DX: 33866 Finsbury Square
REF: TP

For official Use
General Section

Post room



A06
COMPANIES HOUSE

0337
21/12/01

The assistance is to be given to: (note 2) BROOMCO 2705 LIMITED (CRN: 4317613)

("NEWCO2")

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:

SEE SCHEDULE 3

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

NEWCO2

† delete as
appropriate

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

SEE SCHEDULE 4

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 HEREOF

Please do not write in this margin

~~/~~ 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)

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

(a) ~~/~~ 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)

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

(b) ~~[It is intended to commence the winding-up of the company within 12 months of that date, and I/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 ~~/~~ 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

4, Bull Lane N.18 1Tq.

Declarants to sign below

Day Month Year

on

1	3	1	2	2	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.

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

**Form 155(6)a relating to
CAULDRON FOODS LIMITED
(registered number 1679418)**

Schedule 1

Michael Beard
Boundaries
The Old Cricket Field
Murcott
Bicester
Oxfordshire
OX5 2RE

Andrew Long
Stranger House
Washingpool Hill Road
Tockington South
Gloucestershire
BS32 4NX

**Form 155(6)a relating to
CAULDRON FOODS LIMITED
(registered number 1679418)**

Schedule 2

704,167 'A' Shares of 20p each;

54,166 'B' Shares of 20p each;

285,000 'C' Shares of 20p each;

1 'D' Share of 20p;

1 'E' Share of 20p;

27,950 'F' Shares of 20p each; and

4,395,833 Preference Shares of 75p each.



**Form 155(6)a relating to
CAULDRON FOODS LIMITED
(registered number 1679418)
(the "Company")**

Schedule 3

Form of Financial Assistance

A novation and amendment agreement (the "**Security Document**") to be entered into between Newco2 and certain of its subsidiaries including the Company pursuant to which, amongst other things:

- (a) The Company will guarantee and secure in favour of NIB Capital Bank N.V. as security trustee (the "**Security Trustee**") amongst other things, the obligations of Newco2 and its subsidiaries to the Security Trustee and the Secured Parties (as defined in or by reference to the Security Document) under or in connection with any Finance Documents including pursuant to the Guarantee and to the Hedging Counterparty under the Interest Rate Protection Agreements (all as defined in or by reference to the Security Document);
- (b) The Company will lend money to Newco2 to enable Newco2 to, amongst other things, service interest and repay advances and make other payments due under the Finance Documents.



**Form 155(6)a relating to
CAULDRON FOODS LIMITED
(registered number 1679418)**

Schedule 4

The principal terms in which the financial assistance will be given

1. Pursuant to the Security Document the Company guarantees the punctual performance by Newco2 of all of Newco2's obligations under the Finance Documents and to pay any amount when due under or in connection with any Finance Documents.
2. Pursuant to the Security Document the Company undertakes to pay and discharge all present and future moneys, debts and liabilities due, owing or incurred by it to any Secured Party (as defined in the Security Document) under or in connection with any Finance Document and to secure such obligations by way of first fixed and floating charges over all its undertaking, property and assets whatsoever and wheresoever, present and future including by way of a first legal mortgage of all the Real Property (as defined in the Security Document) under the existing fixed and floating charge entered into by the Company in favour of the Security Trustee dated 12 December 2000.
3. Pursuant to the Security Document the Company undertakes to provide Newco2 with a loan facility of up to the limit of the Facilities Limit (as defined in an intra-group loan agreement originally entered into between, amongst others, the Company and Broomco (2307) Limited (CRN: 4057582) on or about 12 December 2000).





KPMG Transaction Services

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Manchester M2 6DS
United Kingdom

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Telex 668265 PMMMAN G
DX 716522 Manchester 3

Private & Confidential

The Directors
Cauldron Foods Limited
4 Bull Lane
Edmonton
London
N18 1TQ

Your ref

Our ref jc/pc/jc/Ray08

Contact John Costello
0161 838 4000
Ext 4315

13 December 2001

Dear Sir

Auditor's report to the directors of Cauldron Foods Limited ("the Company") pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors dated 13 December 2001 in connection with the proposal that the Company should give financial assistance for the purchase of the entire issued share capital of Rayner Food Group 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.

Yours faithfully

KPMG

Registered Auditors



KPMG, a partnership established under English law, is a member of KPMG International, a Swiss association

KPMG is registered to carry on audit work and authorised to carry on investment business

by the Institute of Chartered Accountants in England and Wales. The principal place of

business is 8 Salisbury Square, London EC4Y 8BB where a list of partners' names is open to inspection