

G

CHFP025

Please do not
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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

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2506007

Note

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

Name of company

* United Biscuits (UK) Limited

* insert full name
of company

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

Girton Samer *141*
*/We ~~a~~ (a) Graham Keniston-Cooper of 17 ~~Lincoln Street~~, London SW3 ~~2PP~~, and
Manjit Dale of 84 Highgate, West Hill, N6 6LU; and (b) Bertrand
Meunier of 40 Chemin des Vallieres, 92410 Ville d'avray, France, and
Robert A. Schiffner Jr. of 23 Chesterfield Drive, Chester, New Jersey
07930 USA (who sign this statutory declaration in counter-part, the
originals of which are attached hereto)

† delete as
appropriate

§ delete whichever
is inappropriate

~~the sole director~~ [all the directors]† of the above company do solemnly and sincerely declare that:

The business of the company is:

~~(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: 476,624,348 Ordinary
fully paid shares of 29p each

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

Norton Rose
Kempson House
Camomile Street
London
EC3A 7AN
85 London
MPP/86/AA03882/smcform3.

For official Use
General Section

Post room



LD2
COMPANIES HOUSE

LB1Q2SG3

0278
24/07/00

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

See Schedule 1 attached

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:

The execution by United Biscuits (UK) Limited ("UK") of a (UK Loan) Intra-Group Funding Agreement ("Loan") between UK and United Biscuits (Holdings) Limited ("Holdings") pursuant to which UK will, at Holdings' request reduce an intra-company balance due by UB Investments plc ("Investments") and thereby create a loan between Holdings as Borrower and UK as Lender. The reduction of such debt (and therefore the Loan) allows Holdings to become the owner of the share capital of UB Foods US Limited ("US") pursuant to a Share Purchase Agreement between Holdings and Investments dated on or about the date hereof.

The transfer of the shares of US to Holdings will allow US to subsequently give financial assistance for the purpose of reducing or discharging debts incurred for the purpose of the acquisition of shares in Holdings. Accordingly, it is thought that the Loan provides indirect financial assistance in connection with the acquisition of shares in Holdings.

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:

Interest shall accrue on the Loan at a rate agreed between the parties.
The Loan is repayable on demand.

The amount of cash to be transferred to the person assisted is £ 169,400,000

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 25.8.2000

Please do not
write in this
margin

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

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

~~*/~~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) ~~*/~~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 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 ~~I/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 Norton Rose
Kempson House
Camden Street London.

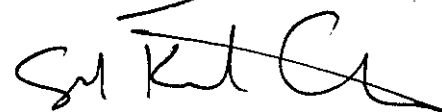
Declarants to sign below

Day Month Year
on

1	4	0	7	2	0	0	0
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before me PAULA DOYLE 

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

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.

Dreadstar 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.

COMPANIES FORM No. 155(6)a

Declaration in relation to assistance for the acquisition of shares

155(6)a

CHFP025

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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

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

2506007

Name of company

* United Biscuits (UK) Limited

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

* insert full name of company

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

ORRINGTON SQUARE 1/LH
* /We * (a) Graham Keniston-Cooper of 17 ~~Lincoln Street~~, London SW3 2PP, and
Manjit Dale of 84 Highgate, West Hill, N6 6LU; and (b) Bertrand
Meunier of 40 Chemin des Vallieres, 92410 Ville d'avray, France, and
Robert A. Schiffner Jr. of 23 Chesterfield Drive, Chester, New Jersey
07930 USA (who sign this statutory declaration in counter-part, the
originals of which are attached hereto)

† delete as appropriate

§ delete whichever is inappropriate

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

The business of the company is:

~~(a) that of a recognised bank (licensee institution) within the meaning of the Banking Act 1979~~

~~(b) that of a person authorised under section 8 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: 476,624,348 Ordinary
fully paid shares of 29p each

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

Norton Rose
Kempson House
Camomile Street
London
EC3A 7AN
85 London
MPP/86/AA03882/smcform3.

For official Use

General Section

Post room

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

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The assistance will take the form of:

The execution by United Biscuits (UK) Limited ("UK") of a (UK Loan) Intra-Group Funding Agreement ("Loan") between UK and United Biscuits (Holdings) Limited ("Holdings") pursuant to which UK will, at Holdings' request reduce an intra-company balance due by UB Investments plc ("Investments") and thereby create a loan between Holdings as Borrower and UK as Lender. The reduction of such debt (and therefore the Loan) allows Holdings to become the owner of the share capital of UB Foods US Limited ("US") pursuant to a Share Purchase Agreement between Holdings and Investments dated on or about the date hereof.

The transfer of the shares of US to Holdings will allow US to subsequently give financial assistance for the purpose of reducing or discharging debts incurred for the purpose of the acquisition of shares in Holdings. Accordingly, it is thought that the Loan provides indirect financial assistance in connection with the acquisition of shares in Holdings.

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

† delete as
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Finalrealm Limited (Company No. 3877932)

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

Interest shall accrue on the Loan at a rate agreed between the parties.
The Loan is repayable on demand.

The amount of cash to be transferred to the person assisted is £ 169,400,000

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 25.8.2000

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

~~*/~~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) ~~*/~~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 ~~*/~~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 7 Campus Drive
Parsippany, N.J. USA 07054

Declarants to sign below

Robert A. Schiffer, Jr.

on

MONTH	DAY	Year
07	14	2010

before me Diane K. Pazden

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

DIANE K. PAZDEN
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES MAR. 28, 2005

NOTES

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G**COMPANIES FORM No. 155(6)a****Declaration in relation to
assistance for the acquisition
of shares****155(6)a****CHFP025**Please do not
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Company number

[] [] [] []

2506007

Name of company

Note
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on page 3 before
completing this form.

* United Biscuits (UK) Limited

OXINGTON SQUARE

11th

* insert full name
of companyx/We * (a) Graham Keniston-Cooper of 17 ~~Lincoln Street~~, London SW3 2TP, and* insert name(s) and
address(es) of all
the directors

Manjit Dale of 84 Highgate, West Hill, N6 6LU; and (b) Bertrand

Meunier of 40 Chemin des Vallieres, 92410 Ville d'avray, France, and

Robert A. Schiffner Jr. of 23 Chesterfield Drive, Chester, New Jersey

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originals of which are attached hereto)

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appropriate

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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‡

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[company] [company's holding company United Biscuits (Holdings)

Limited]†

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For official Use

General Section

Post room

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Page 2

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(b) as appropriate

~~1/~~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)

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(b) ~~It is intended to commence the winding-up of the company within 12 months of that date, and 1/ 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 ~~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 40 chemin des Vallières
92410 ville d'array, France

Declarants to sign below

B17

Day Month Year
on

1	4	0	7	2	0	0	0
---	---	---	---	---	---	---	---

before me Gene Poff

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

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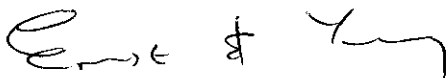
United Biscuits (UK) Limited
Church Road
West Drayton
Middlesex
UB7 7PR

Auditors' report to the directors of United Biscuits (UK) Limited pursuant to section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of United Biscuits (UK) Limited ("the Company") dated 14 July 2000 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
14 July 2000