

155(6)b

Please do not
write in this
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Pursuant to section 155(6) of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

2669979

Name of company

WHITLENGE ACQUISITION LIMITED
("the Company")

1/We & Donald Darrell Holmes and Richard Cogswell Osborne each of 775 Corporate Woods Parkway, Vernon Hills, Illinois 60061, USA and Graham Frederick Cook and Michael John de St. Paer each of Chancel Way, Halesowen Industrial Park, West Midlands B62 8SE

(by signing this or a duplicate form)

~~THE DIRECTORS~~ (all the directors)† of the above company (hereinafter called 'this company') do solemnly and sincerely declare that:

The business of this company is:

#KXKGO DZGOTPE DZHTICHTHSSTPCK OYDHTENKEDICHTON OYKINZGZGZ
 #KXKGPESKJHTISCKHINZAGLCKG DZPONTHTNPKGOTHTKONHTKXKXKX
 #HNSHPEOONKSOTHTKXKXKXKX

(c) something other than the above :

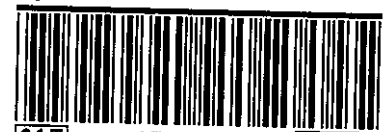
This company is [the] ~~an~~ holding company of * Whitlens Drink Equipment Limited
 ("Whitlens")

"Whirlenge") _____ which is
proposing to give financial assistance in connection with the acquisition of shares in [this company]

For official Use
General Section

Post room

Wragge & Co
55 Colmore Row
Birmingham
B3 2AS
Ref : 1132601/JC



A15 *APAWSU3U* 204
COMPANIES HOUSE 18/03/97

The assistance is for the purpose of ~~the acquisition~~ (reducing or discharging a liability incurred for the purpose of that acquisition). (note 1)

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The number and class of the shares acquired or to be acquired is: 150,000 "A" Ordinary Shares of £1 each, 775,000 "B" Ordinary Shares of £1 each, 75,000 "C" Ordinary Shares of £1 each and 20,000 Preferred Shares of £100 each

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

The assistance is to be given to: (note 2) Scotsman Drink Limited ("Scotsman Drink") whose registered office is situate at Chancel Way, Halesowen Industrial Park, West Midlands, B62 8SE

The assistance will take the form of:

Attachment 1

The person who [has acquired] ~~the shares~~† the shares is:
Scotsman Drink

† delete as appropriate

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

Attachment 2

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

delete
either (a) or (b)
as appropriate

The date on which the assistance is to be given is falling within 8 weeks of the date 19
hereof

~~We~~ 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) ~~We~~ 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) ~~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)~~

And ~~we~~ 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 775 Corporate Woods Parkway
Vernon Hills, Illinois 60061

Declarants to sign below

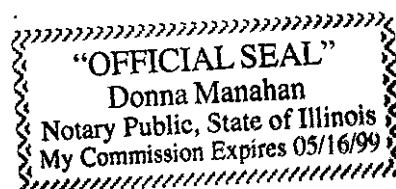
Edward C. Gswell

the 11th day of March
one thousand nine hundred and ninety-seven

Donald J. Smith

before me DONNA MANAHAN
Donna Manahan

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(2) 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 158(3) of the Companies Act 1985.
- 4 The auditors report required by section 155(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
CF4 3UZ

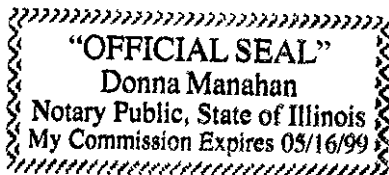
or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

ATTACHMENT 1

- (i) A guarantee (the "Guaranty") to be entered into by Whitlence in favour of the Agent and the Lenders (in both cases as defined below) relating to a credit agreement (the "Credit Agreement") to be entered into between (1) the Borrowers including Borrowers being Foreign Subsidiaries (in each case as defined therein) (the "Foreign Borrowers") and in particular Scotsman Drink, (2) the lenders named therein ("the Lenders") and (3) The First National Bank of Chicago as agent for the Lenders (the "Agent") pursuant to which the Lenders will make financial accommodation to the Borrowers in the aggregate principal amount of \$415,000,000 (the "Facilities") (including facilities in the aggregate principal amount of \$70,000,000 made available to the Foreign Borrowers) (the aggregate of all borrowings of each type (the "Loans") being evidenced by promissory notes (each a "Note" and together the "Notes")) to be used, as to part, to refinance borrowings incurred for the purposes of or in connection with the share acquisition agreement dated 11 January 1994 relating to the acquisition of the whole of the issued share capital of WAL, the holding company of the Company, by Scotsman Drink (the "Acquisition"); and
- (ii) the Credit Agreement.

Donna Manahan, Notary
March 11, 1997



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ATTACHMENT 2

(i) Under the Guaranty Whitlodge guarantees, in favour of the Agent and the Lenders, prompt, full and complete payment when due, whether at stated maturity, upon acceleration or otherwise, of:

(a) the principal of and interest on the Loans made by the Lenders to, and the Notes held by each Lender of, the Foreign Borrowers, including Scotsman Drink; and

(b) all other amounts from time to time owing to the Lenders by the Foreign Borrowers, including Scotsman Drink, under the Credit Agreement, the Notes and the other documents contemplated by and connected with the Credit Agreement;

including, but not limited to, liabilities of Scotsman Drink to the Lenders incurred in connection with the Acquisition.

(ii) Under the Credit Agreement Whitlodge enters into certain indemnity obligations in favour of the Agent and the Lenders in relation to costs and expenses (and similar matters) and set off arrangements in relation to liabilities of the Borrowers including but not limited to liabilities of Scotsman Drink to the Lenders incurred in connection with the Acquisition.

Donna Manahan, Notary
March 11, 1997

~~~~~  
"OFFICIAL SEAL"  
Donna Manahan  
Notary Public, State of Illinois  
My Commission Expires 05/16/99  
~~~~~

RECEIVED 11 MAR 1997 14:51

TOTAL P.44

No. 8967 P. 43/43

Mar. 11. 1997 1:03PM

ARTHUR ANDERSEN

Birmingham

Auditors' report to the directors of Whitlenge Acquisition Limited ("the Company") pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors dated ¹¹March 1997 in connection with the proposed financial assistance to be given by Whitlenge Drink Equipment Limited, a wholly owned subsidiary of the Company in connection with the purchase of 150,000 'A' Ordinary Shares of £1 each, 775,000 'B' Ordinary Shares of £1 each, 75,000 'C' Ordinary Shares of £1 each and 20,000 Preferred Shares of £100 each in the Company.

Respective responsibilities of directors and auditors

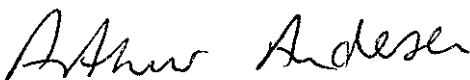
The Company's directors are responsible for the statutory declaration. It is our responsibility to review the bases for the declaration, based on our enquiries into the state of the Company's affairs, and to provide a report to the directors.

Basis of opinion

We have enquired into the state of the Company's affairs so far as necessary for us 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.



Arthur Andersen
Chartered Accountants and Registered Auditors

¹¹ March 1997

