

G**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

03163230

NotePlease read the
notes on page 3
before completing
this form* insert full name
of companyp insert name(s)
and address(es)
of all the
directors† delete as
appropriate§ delete whichever
is inappropriate

g

Name of company

• GREENVALE AP LIMITED

*We

See Appendix 1

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

The business of this 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 §

This company is the holding company of

Greenvale Foods Limited

which is

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

[Greenvale Holdings Limited

the holding company of this company] †

Presenter's name address and
reference (if any)Howes Percival LLP (FDB)
252 Upper Third Street
Grafton Gate East
Central Milton Keynes
MK9 1DZ

For official Use (02/06)

General Section

Post room

SATURDAY



A53

ASLERR1X

07/07/2007

COMPANIES HOUSE

440

.td

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

Please do not
write in this
margin

The number and class of the shares acquired or to be acquired is 1,248,527

Ordinary Shares of £1

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

The assistance is to be given to (note 2) Produce Investments Limited (Company Number 5624995)
of 35 Park Lane, London, W1K 1RB

The assistance will take the form of

See Appendix 2

The person who has acquired the shares is [†]

Produce Investments Limited (Company Number 5624995) of 35 Park Lane, London, W1K 1RB

[†] delete as
appropriate

The principal terms on which the assistance will be given are

See Appendix 3

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is none

The amount of cash to be transferred to the person assisted is £ 0 00

The value of any asset to be transferred to the person assisted is £ 0 00

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

~~4~~ 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 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)

And ~~4~~ 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 Hues Pociual
Milton Keynes

Day Month Year
on 03 07 2007

before me [Signature]
ROSEMARY SHELTON
STODOLNICKS

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

[Signature]
[Signature]
[Signature]
[Signature]
[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
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Companies House
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Cardiff
CF14 3UZ
DX 33050
Cardiff

or, for companies registered in Scotland -

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB
DX 235
Edinburgh

GREENVALE AP LIMITED

APPENDIX 1

Angus Stuart Walton Armstrong of Ardene, Inch Park, Kelso, Roxburghshire, TD5 7EQ,
Anthony William James Bambridge of Park Farm, Moorgate, Blickling, Norwich, Norfolk, NR11 6PU,
Andrew Behagg of 138 London Road, Chatteris, Cambridgeshire, PE16 6SG,
Alan Henry Owens of The Vines, 13 Severn Bank, Shrewsbury, Shropshire, SY1 2JD,
Paul Michael Coleman of Bramley House, Blackdyke, Tydd St Giles, Wisbech, Cambridgeshire,
PE13 5LW, and
Trevor Stuart Dear of 5 Brook Close, March, Cambridgeshire, PE15 9UR,

together with David Baxter of Holly House, Chester Road, Hinstock, Market Drayton, Shropshire,
TF9 2TE,
John Tucholski of 31 The Ridgeway, Cuffley, Hertfordshire, EN6 4BB, and
Ronald Barrie Clapham of Flat 812, 112 Lancefield Quay, Glasgow, Lanarkshire, G3 8HR being

GREENVALE AP LIMITED
FORM 155(6)(b) Greenvale Foods Limited

APPENDIX 2

Greenvale Foods Limited ("**Greenvale Foods**") is proposing to give financial assistance in connection with the acquisition made by Produce Investments Limited (Company No 05624995) ("**Produce Investments**") of the entire issued share capital of Greenvale Holdings Limited ("**Greenvale Holdings**"), a holding company of Greenvale Foods

The financial assistance will take the form of the execution, delivery and performance by Greenvale Foods of an amendment and restatement agreement dated on or around the date hereof (the "**Restated Facility Agreement**"), which restates the facility agreement dated 17 March 2006 between Clydesdale Bank plc (in various capacities) (the "**Bank**") and Produce Investments (among others). The Restated Facility Agreement, among other things, increases the facilities thereunder by £9,500,000, and as a consequence, the obligations under the Transaction Security Documents (as defined in the Restated Facility Agreement) previously provided by Greenvale Foods to the Bank have increased.

GREENVALE AP LIMITED

FORM 155(6)(b) Greenvale Foods Limited

APPENDIX 3

The principal terms on which the assistance will be given are

Under the Restated Facility Agreement (as defined in Appendix 2) Greenvale Foods agrees to various amendments to the facilities agreement dated 17 March 2006 between the Bank and Produce Investments (among others) including, without limitation, the increase of the facilities to be provided by the Bank in the form of an additional Facility C (as defined in the Restated Facility Agreement) of £7,500,000 and an additional Facility D (as defined in the Restated Facility Agreement) of £2,000,000

As a consequence of the increase in the facilities being provided under the Restated Facility Agreement, the obligations under the Transaction Security Documents (as defined in the Restated Facility Agreement) previously provided by Greenvale Foods to the Bank have increased



Auditors report to accompany statutory declaration 155 (6) b

AUDITORS' REPORT TO THE DIRECTORS OF GREENVALE AP LIMITED ("THE COMPANY") PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

It is our responsibility to make a report to the Company in accordance with Section 156(4) of The Companies Act 1985. Our work has been undertaken so that we might state to the Company those matters we are required to state in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone for any other purpose for our work, for this report or for the opinions we have formed.

We have examined the attached statutory declaration of the directors dated 3 July 2007 in connection with the proposed financial assistance to be given by Greenvale Foods Limited of which the Company is a holding company, in connection with reducing or discharging a liability incurred for the purpose of the purchase of the shares of the Company's holding company, Greenvale Holdings Limited, by Produce Investments Limited.

Basis of opinion

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

Baker Tilly UK Audit LLP
BAKER TILLY UK AUDIT LLP

Registered Auditor
Chartered Accountants
76-80 High Street
Old Fletton
Peterborough
PE2 8ST

3 July 2007

G

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

155(6)b

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To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

03163230

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* insert full name
of company

Name of company

• GREENVALE AP LIMITED

We

See Appendix 1

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

† delete as
appropriate

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

§ delete whichever
is inappropriate

The business of this 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 20(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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proposing to give financial assistance in connection with the acquisition of shares in

[Greenvale Holdings Limited

the holding company of this company] †

Presenter's name address and
reference (if any)

Howes Percival LLP (FDB)
252 Upper Third Street
Grafton Gate East
Central Milton Keynes
MK9 1DZ

For official Use (02/06)
General Section

Best man

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The number and class of the shares acquired or to be acquired is 1,248,527

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bold block lettering*

Ordinary Shares of £1

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of 35 Park Lane, London, W1K 1RB

The assistance will take the form of

See Appendix 2

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The amount of cash to be transferred to the person assisted is £ 0 00

The value of any asset to be transferred to the person assisted is £ 0 00

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Please complete
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* 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
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)

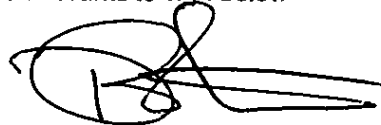
(a) We have formed the opinion that this company will be able to pay its debts as they fall due during the year immediately following that date] * (note 3)

(b)

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 18 HIGH STREET
BIDARTON AUN
LIARIS

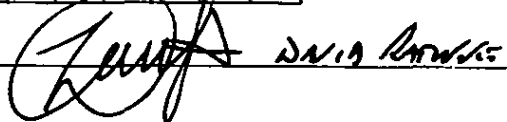
Declarants to sign below



Day Month Year
on

0	3	0	7	2	0	0	7
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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

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or, for companies registered in Scotland -

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37 Castle Terrace
Edinburgh
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DX 235
Edinburgh

GREENVALE AP LIMITED

APPENDIX 1

David Baxter
Holly House
Chester Road
Hinstock
Market Drayton
Shropshire
TF9 2TD

Together with Angus Stuart Walton Armstrong of Ardene, Inch Park, Kelso, Roxboughshire, TD5 7EQ,

Anthony William James Bambridge of Park Farm, Mooregate, Blickling, Norwich, Norfolk, NR11 6PU,

Andrew Behagg of 138 London Road, Chatteris, Cambridgeshire, PE16 6SG,

Alan Henry Owens of The Vines, 13 Severn Bank, Shrewsbury, Shropshire, SY1 2JD,

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Trevor Stuart Dear of 5 Brook Close, March, Cambridgeshire, PE15 9UR,

John Tucholski of 31 The Ridgeway, Cuffley, Hertfordshire, EN6 4BB, and

Ronald Barrie Clapham of Flat 812, 112 Lancefield Quay, Glasgow, Lanarkshire, G3 8HR being

GREENVALE AP LIMITED
FORM 155(6)(b) Greenvale Foods Limited

APPENDIX 2

Greenvale Foods Limited ("**Greenvale Foods**") is proposing to give financial assistance in connection with the acquisition made by Produce Investments Limited (Company No 05624995) ("**Produce Investments**") of the entire issued share capital of Greenvale Holdings Limited ("**Greenvale Holdings**"), a holding company of Greenvale Foods

The financial assistance will take the form of the execution, delivery and performance by Greenvale Foods of an amendment and restatement agreement dated on or around the date hereof (the "**Restated Facility Agreement**"), which restates the facility agreement dated 17 March 2006 between Clydesdale Bank plc (in various capacities) (the "**Bank**") and Produce Investments (among others). The Restated Facility Agreement, among other things, increases the facilities thereunder by £9,500,000, and as a consequence, the obligations under the Transaction Security Documents (as defined in the Restated Facility Agreement) previously provided by Greenvale Foods to the Bank have increased.

GREENVALE AP LIMITED

FORM 155(6)(b) Greenvale Foods Limited

APPENDIX 3

The principal terms on which the assistance will be given are

Under the Restated Facility Agreement (as defined in Appendix 2) Greenvale Foods agrees to various amendments to the facilities agreement dated 17 March 2006 between the Bank and Produce Investments (among others) including, without limitation, the increase of the facilities to be provided by the Bank in the form of an additional Facility C (as defined in the Restated Facility Agreement) of £7,500,000 and an additional Facility D (as defined in the Restated Facility Agreement) of £2,000,000

As a consequence of the increase in the facilities being provided under the Restated Facility Agreement, the obligations under the Transaction Security Documents (as defined in the Restated Facility Agreement) previously provided by Greenvale Foods to the Bank have increased



Auditors report to accompany statutory declaration 155 (6) b

AUDITORS' REPORT TO THE DIRECTORS OF GREENVALE AP LIMITED ("THE COMPANY") PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

It is our responsibility to make a report to the Company in accordance with Section 156(4) of The Companies Act 1985. Our work has been undertaken so that we might state to the Company those matters we are required to state in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone for any other purpose for our work, for this report or for the opinions we have formed.

We have examined the attached statutory declaration of the directors dated 3 July 2007 in connection with the proposed financial assistance to be given by Greenvale Foods Limited of which the Company is a holding company, in connection with reducing or discharging a liability incurred for the purpose of the purchase of the shares of the Company's holding company, Greenvale Holdings Limited, by Produce Investments Limited.

Basis of opinion

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

Baker Tilly UK Audit LLP
BAKER TILLY UK AUDIT LLP

Registered Auditor
Chartered Accountants
76-80 High Street
Old Fletton
Peterborough
PE2 8ST

3 July 2007

G**Declaration by the directors
of a holding company in
relation to assistance for the
acquisition of shares****155(6)b**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

--	--	--

03163230

Note
Please read the
notes on page 3
before completing
this form* insert full name
of company

Name of company

- GREENVALE AP LIMITED

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

We

See Appendix 1

1 delete as
appropriate~~the sole director~~ [all the directors] of the above company (hereinafter called 'this company') do solemnly
and sincerely declare that§ delete whichever
is inappropriate

The business of this 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 200A of the Insurance Companies Act 1982 to carry on~~
~~insurance business in the United Kingdom~~

g

§

(c) something other than the above §

This company is the holding company of Greenvale Foods Limited

which is

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

[Greenvale Holdings Limited

the holding company of this company] †

Presenter's name address and
reference (if any)Howes Percival LLP (FDB)
252 Upper Third Street
Grafton Gate East
Central Milton Keynes
MK9 1DZ

For official Use (02/06)

General Section

Post room

The assistance is for the purpose of reducing or discharging a liability incurred for the purpose of that acquisition

Please do not
write in this
margin

The number and class of the shares acquired or to be acquired is 1,248,527

Ordinary Shares of £1

*Please complete
legibly, preferably
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bold block lettering*

The assistance is to be given to (note 2) Produce Investments Limited (Company Number 5624995)
of 35 Park Lane, London, W1K 1RB

The assistance will take the form of

See Appendix 2

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[†] delete as
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The amount of cash to be transferred to the person assisted is £ 0 00

The value of any asset to be transferred to the person assisted is £ 0 00

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Please complete
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* 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

~~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)

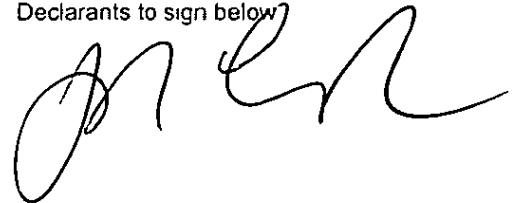
(a) We have formed the opinion that this company will be able to pay its debts as they fall due during the year immediately following that date] * (note 3)

(b)

And ~~I/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 35, Park Lane
LONDON W1K 1RB

Declarants to sign below



Day Month Year
on

0	3	0	7	2	0	0	7
---	---	---	---	---	---	---	---

before me MT Chubb

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

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GREENVALE AP LIMITED

APPENDIX 1

John Tucholski
31 The Ridgeway
Cuffley
Hertfordshire
EN6 4BB

Together with Angus Stuart Walton Armstrong of Ardene, Inch Park, Kelso, Roxboughshire, TD5 7EQ,

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GREENVALE AP LIMITED

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Auditors report to accompany statutory declaration 155 (6) b

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Registered Auditor
Chartered Accountants
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Declaration by the directors of a holding company in relation to assistance for the acquisition of shares

155(6)b

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GREENVALE AP LIMITED

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See Appendix 1

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appropriate

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[Greenvale Holdings Limited

the holding company of this company] 1

Presenter's name address and
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252 Upper Third Street
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MK9 1DZ

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General Section

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See Appendix 3

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is none

The amount of cash to be transferred to the person assisted is £ 0.00

The value of any asset to be transferred to the person assisted is £ 0.00

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

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

~~4~~ 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 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)

And ~~have~~ 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 Glasgow

Declarants to sign below

on

Day	Month	Year
03	07	2007

before me Helen Macleod
Helen Macleod

(Solicitor &
Notary Public)

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
DX 33050
Cardiff

or, for companies registered in Scotland -

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB
DX 235
Edinburgh

GREENVALE AP LIMITED

APPENDIX 1

Ronald Barne Clapham
Flat 812
112 Lancefield Quay
Glasgow
Lanarkshire
G3 8HR

Together with Angus Stuart Walton Armstrong of Ardene, Inch Park, Kelso, Roxboughshire, TD5 7EQ,

Anthony William James Bambridge of Park Farm, Mooregate, Blickling, Norwich, Norfolk, NR11 6PU,

Andrew Behagg of 138 London Road, Chatteris, Cambridgeshire, PE16 6SG,

Alan Henry Owens of The Vines, 13 Severn Bank, Shrewsbury, Shropshire, SY1 2JD;

David Baxter of Holly House, Chester Road, Hinstock, Market Drayton, Shropshire, TF9 2TD,

Paul Michael Coleman of Bramley House, Blackdyke, Tydd St Giles, Wisbech, Cambridgeshire, PE13 5LW;

Trevor Stuart Dear of 5 Brook Close, March Cambridgeshire, PE15 9UR; and

John Tucholski of 31 The Ridgeway, Cuffley, Hertfordshire, EN6 4BB being

Company Number: 03163230

GREENVALE AP LIMITED
FORM 155(6)(b) Greenvale Foods Limited

APPENDIX 2

Greenvale Foods Limited ("**Greenvale Foods**") is proposing to give financial assistance in connection with the acquisition made by Produce Investments Limited (Company No 05624995) ("**Produce Investments**") of the entire issued share capital of Greenvale Holdings Limited ("**Greenvale Holdings**"), a holding company of Greenvale Foods

The financial assistance will take the form of the execution, delivery and performance by Greenvale Foods of an amendment and restatement agreement dated on or around the date hereof (the "**Restated Facility Agreement**"), which restates the facility agreement dated 17 March 2006 between Clydesdale Bank plc (in various capacities) (the "**Bank**") and Produce Investments (among others). The Restated Facility Agreement, among other things, increases the facilities thereunder by £9,500,000, and as a consequence, the obligations under the Transaction Security Documents (as defined in the Restated Facility Agreement) previously provided by Greenvale Foods to the Bank have increased.

GREENVALE AP LIMITED

FORM 155(6)(b) Greenvale Foods Limited

APPENDIX 3

The principal terms on which the assistance will be given are

Under the Restated Facility Agreement (as defined in Appendix 2) Greenvale Foods agrees to various amendments to the facilities agreement dated 17 March 2006 between the Bank and Produce Investments (among others) including, without limitation, the increase of the facilities to be provided by the Bank in the form of an additional Facility C (as defined in the Restated Facility Agreement) of £7,500,000 and an additional Facility D (as defined in the Restated Facility Agreement) of £2,000,000

As a consequence of the increase in the facilities being provided under the Restated Facility Agreement, the obligations under the Transaction Security Documents (as defined in the Restated Facility Agreement) previously provided by Greenvale Foods to the Bank have increased



Auditors report to accompany statutory declaration 155 (6) b

AUDITORS' REPORT TO THE DIRECTORS OF GREENVALE AP LIMITED ("THE COMPANY") PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

It is our responsibility to make a report to the Company in accordance with Section 156(4) of The Companies Act 1985. Our work has been undertaken so that we might state to the Company those matters we are required to state in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone for any other purpose for our work, for this report or for the opinions we have formed.

We have examined the attached statutory declaration of the directors dated 3 July 2007 in connection with the proposed financial assistance to be given by Greenvale Foods Limited of which the Company is a holding company, in connection with reducing or discharging a liability incurred for the purpose of the purchase of the shares of the Company's holding company, Greenvale Holdings Limited, by Produce Investments Limited.

Basis of opinion

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

Baker Tilly UK Audit LLP
BAKER TILLY UK AUDIT LLP

Registered Auditor
Chartered Accountants
76-80 High Street
Old Fletton
Peterborough
PE2 8ST

3 July 2007