

G

CHFP004

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

03163230

Note

Please read the
notes on page 3
before completing
this form

Name of company

* GREENVALE AP LIMITED

* insert full name of
company

See Appendix 1

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

† delete as
appropriate

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 it is a company (as defined in section 1 of the Companies Act 1979)~~
~~(b) that it is a person who is subject to section 2 of the Insurance Companies Act 1982 or any~~

(c) something other than the above

The company is proposing to give financial assistance in connection with the acquisition of shares in the
company's holding company **Greenvale Holdings Limited**

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

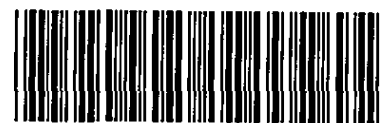
The number and class of the shares acquired or to be acquired is **1,248,527**
Ordinary Shares of £1

Presenter's name address and
reference (if any)
**Howes Percival Solicitors 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 07/07/2007 418
COMPANIES HOUSE

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

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 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 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

The date on which the assistance is to be given is within 8 weeks of today's date

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 today's date

~~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 1)

(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
Bridges on Avon
Warwick

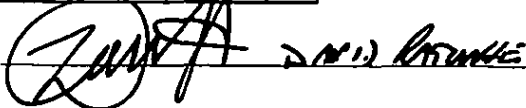
Declarants to sign below



Day Month Year
on

03	07	2007
----	----	------

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
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

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,

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,

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)(a)

APPENDIX 2

Greenvale AP Limited ("**Greenvale AP**") 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**"), the holding company of Greenvale AP

The financial assistance will take the form of the execution, delivery and performance by Greenvale AP 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 AP to the Bank have increased

GREENVALE AP LIMITED

FORM 155(6)(a)

APPENDIX 3

The principal terms on which the assistance will be given are

Under the Restated Facility Agreement (as defined in Appendix 2) Greenvale AP 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 AP to the Bank have increased



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 proposal that the Company should give financial assistance in connection with reducing or discharging a liability incurred for the purpose of the purchase of 100% of the ordinary shares of Greenvale Holdings Limited, the Company's holding company, by Produce Investments Limited.

Basis of opinion

We have enquired into the state of the Company's affairs in order to review the basis 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