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COMPANIES FORM No. 403a

**Declaration of satisfaction
in full or in part
of mortgage or charge**

403a

Please do not
write in
this margin

Pursuant to section 403(1) of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf)

For official use

Company number

115

3194496

Name of company

* THE SANDWICH FACTORY HOLDINGS LTD

* insert full name
of company

I, TONY JOHN PRITCHARD

of 2 THE COURTYARD, HIGHAM LANE, STOKE GOLDING, LEICESTERSHIRE

† delete as
appropriate

(a director) ~~(the secretary)~~ ~~(the administrator)~~ ~~(the administrative receiver)~~ of the above company, do
solemnly and sincerely declare that the debt for which the charge described below was given has been
paid or satisfied in ~~(full)~~ ~~(part)~~

† insert a description
of the instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.

Date and Description of charge† 15.7.96 CROSS GUARANTEE AND INDEMNITY

Date of Registrations 5.8.96

‡ the date of
registration may be
confirmed from the
certificate

Name and address of [chargee] ~~(trustee for the debenture holders)~~ CLYDESDALE BANK EQUITY
LIMITED, 30 ST VINCENT PLACE, GLASGOW

Short particulars of property charged§ PLEASE SEE ATTACHED SHEET

§ insert brief
details of
property

And I 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 11 WALKER STREET
EDINBURGH

Declarant to sign below

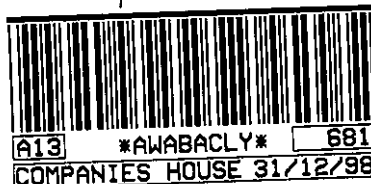
the 24th day of December
one thousand nine hundred and ninety eight
before me

DAVID ALLAN NOTARY PUBLIC, GLASGOW
A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

Presentor's name address and
reference (if any):
Biggart Baillie
Solicitors
Dalmore House
310 St Vincent Street
Glasgow
G2 5QR
DSA/FMM/42074.82

For official Use
Mortgage Section

Post room



Notes

The address of the Registrar of Companies is:-

Companies House
Crown Way
Cardiff
CF4 3UZ

PROPERTY CHARGED BY THE COMPANY BY THE "RELEVANT DOCUMENTS"
(AS DEFINED IN THE CROSS GUARANTEE) BEING:

A TRUST DEED DATED 15TH JULY 1996 BETWEEN THE SANDWICH FACTORY
HOLDINGS LIMITED AND CLYDESDALE BANK EQUITY LIMITED.

A DEED OF CROSS GUARANTEE AND INDEMNITY DATED 15TH JULY 1996 MADE
BETWEEN THE SANDWICH FACTORY HOLDINGS LIMITED/THE SANDWICH
FACTORY LIMITED AND CLYDESDALE BANK EQUITY LIMITED.

CHARGE OVER SECURITIES DATED 15TH JULY 1996 MADE BETWEEN THE
SANDWICH FACTORY HOLDINGS LIMITED AND CLYDESDALE BANK EQUITY
LIMITED.

CHARGE OVER SECURITIES DATED 15TH JULY 1996 MADE BETWEEN THE
SANDWICH FACTORY LIMITED AND CLYDESDALE BANK EQUITY LIMITED.

DEBENTURE DATED 15TH JULY 1996 BETWEEN THE SANDWICH FACTORY
HOLDINGS LIMITED AND CLYDESDALE BANK EQUITY LIMITED.

DEBENTURE DATED 15TH JULY 1996 BETWEEN THE SANDWICH FACTORY
LIMITED AND CLYDESDALE BANK EQUITY LIMITED.