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COMPANIES FORM No. 155(6)b

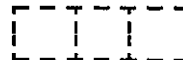
**Declaration by the directors
of a holding company in
relation to assistance for the
acquisition of shares.****155(6)b**Please do not
write in this
marginPlease complete
legibly, preferably
in black type, or
bold block letteringNote
Please read the notes
on page 3 before
completing this form*insert full name
of company†insert name(s) and
address(es) of all
the directors§Delete as
appropriate‡Delete whichever
is inappropriate

Pursuant to section 155(6) of the Companies Act 1985

To the Registrar of Companies

For official use

Company number



3194496

Name of company

* THE SANDWICH FACTORY HOLDINGS LIMITED ("the Company")

‡/We† Anthony Francis Cleaver of The Cottage, Sandy Lane, Crossgates,
Hilderstone, Stone, Staffordshire ST15 8RL and Tony Pritchard of 5
Elmhurst Close, Furzton, Milton Keynes, Bedfordshire MK14 1AP

§~~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~~ [a] holding company of* The Sandwich Factory Limited

_____ which is

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

in [this company] [_____
 _____ the holding company of this company.]‡

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

Dickson Minto W.S.
11 Walker Street
EDINBURGH
EH3 7NE

For official use

General Section



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COMPANIES HOUSE 05/01/99

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

Please do not
write in this
margin

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

The number and class of the shares acquired or to be acquired is: Rider A

The assistance is to be given to: (note 2) DMWS 333 Limited (Reg. No. SC18902) having its
registered office at 11 Walker Street, Edinburgh EH3 7NE

The assistance will take the form of:

Rider B

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

†Delete as
appropriate

DMWS 333 Limited (Reg. No. SC189028) having its registered office at 11
Walker Street, Edinburgh EH3 7NE

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

Rider C

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

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

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) ~~1~~/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) [It is intended to commence the winding-up of this company within 12 months of that date, and I/we have formed the opinion that this 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 Edinburgh

the 23rd. day of December

One thousand nine hundred and Eight

before me RL Brown Notary Public

Declarants to sign below

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

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

THE SANDWICH FACTORY HOLDINGS LIMITED

Registered Number 3194496

Form 155(6)b - Rider A

2,250,000 7.5% Cumulative Redeemable Preference Shares of £1 each, 102,000 "A" Cumulative Convertible Participating Preferred Ordinary Shares of £0.01 each, 40,000 "B" Cumulative Convertible Participating Preferred Ordinary Shares of £0.01 each and 58,000 Ordinary Shares of £0.01 each.

THE SANDWICH FACTORY HOLDINGS LIMITED

Registered Number 3194496

Form 155(6)b - Rider B

The assistance will take the form of:

The execution by the Company of an unlimited inter-company composite guarantee (the "Guarantee") supported by a debenture and legal charges both dated 11th July 1996 (together the "Securities") in favour of the Bank.

Where:-

"Bank" means The Governor and Company of the Bank of Scotland;

"Company" means The Sandwich Factory Limited (Registered Number 2978437.

THE SANDWICH FACTORY HOLDINGS LIMITED

Registered Number 3194496

Form 155(6)b - Rider C

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

- (i) under the Guarantee the Company guarantees to the Bank the obligations of each of the other Group Companies;
- (ii) under the Securities the Company charges, mortgages and assigns to the Bank, all of its property, undertaking and assets in favour of the Bank in security of its present and future obligations and liabilities;

Where:-

"Group Companies"	means DMWS 333 Limited, the Company and The Sandwich Factory Holdings Limited and each other company to whom the Bank advances facilities from time to time.
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and any term defined in Rider B shall have the same meaning in this Rider C.

AUDITORS' REPORT TO THE DIRECTORS OF THE SANDWICH FACTORY HOLDINGS LIMITED ("THE COMPANY") PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

We have examined the attached statutory declaration of the directors dated 23 December 1998 in connection with the proposed financial assistance to be given by The Sandwich Factory Limited, a subsidiary of The Sandwich Factory Holdings Limited, for the purchase of the entire share capital of The Sandwich Factory Holdings Limited.

Basis of Report

We have enquired into the state of affairs of The Sandwich Factory Holdings Limited in order to review the bases for the statutory declaration.

Report

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.

PricewaterhouseCoopers

PricewaterhouseCoopers
Chartered Accountants
and Registered Auditors

23 December 1998

PricewaterhouseCoopers is the successor partnership to the UK firms of Price Waterhouse and Coopers & Lybrand. A list of the names of the partners of Price Waterhouse is open to inspection at Southwark Towers, 32 London Bridge Street, London SE1 9SY, which is the principal place of business of Price Waterhouse.

PricewaterhouseCoopers is the successor partnership to the UK firms of Price Waterhouse and Coopers & Lybrand. The principal place of business of PricewaterhouseCoopers and its associate partnerships, and of Coopers & Lybrand, is 1 Embankment Place, London WC2N 6NN. The principal place of business of Price Waterhouse is Southwark Towers, 32 London Bridge Street, London SE1 9SY. Lists of the partners' names are available for inspection at those places.

All partners in the associate partnerships are authorised to conduct business as agents of, and all contracts for services to clients are with, PricewaterhouseCoopers. PricewaterhouseCoopers is authorised by the Institute of Chartered Accountants in England and Wales to carry on investment business.