

**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

--	--	--

03228867

Name of company

Note
Please read the
notes on page 3
before completing
this form

*
CLIFFORD KENT HOLDINGS LIMITED

*Insert full name
of company

I/We ~~ø~~

MICHAEL RICHARD JOHN KENT of The Rectory, Braddock, Lostwithiel, Cornwall
PL22 0RN

~~ø~~ 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:

The business of the company is:

§ Delete whichever
is inappropriate

- ~~(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 §

The company is ~~[the]~~ [a] holding company of *HORIZON KENT LIMITED ("Subsidiary")

which is

proposing to give financial assistance in connection with the acquisition of shares
in [this company] [

~~the holding company of this company.] †~~

Presentor's name address and
reference (if any):

For official Use (10/03)
General Section

Post room

THURSDAY



A02

AH96OGV5

06/07/2006

340

COMPANIES HOUSE

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

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

55,000 A Ordinary Shares of £0.01 each and 20,000 B Ordinary Shares of £0.01 each in the capital of the Company

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

The assistance is to be given to: (note 2)

GOODMIX LIMITED (Company No: 5836545) whose registered office is at
[Bridgeway House, Upper Icknield Way, Tring HP23 4JX ("the Buyer")]

The assistance will take the form of:

SEE APPENDIX 1

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

† Delete as
appropriate

The Buyer

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

SEE APPENDIX 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

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

~~£234,775~~

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

NIL

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

I/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) [I/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)

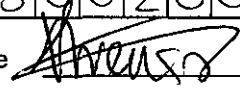
And I/we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 3 NOBLE ST
LONDON

Declarants to sign below



Day Month Year
on 23 9 2006

before me  VICTORIA STENSON, SOLICITOR.

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 auditor's 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
37 Castle Terrace
Edinburgh
EH1 2EB

DX 235 Edinburgh

or LP-4 Edinburgh 2

CLIFFORD KENT HOLDINGS LIMITED

APPENDIX 1 TO FORM 155(6)b

Form of financial assistance

1. **Proposed acquisition of shares in the Company**

The acquisition of 75,000 Ordinary Shares of £0.01 each in the capital of the Company by Goodmix Limited (the "**Buyer**") (the "**Acquisition**").

2. **Financial assistance to be given by the Company for the purposes of the Acquisition**

The Subsidiary will give financial assistance by the execution, delivery and compliance with and the satisfaction of and performance (as the case may be) by the Subsidiary of:

2.1 a supplemental agreement between amongst others Deans Food Group Limited ("**DFG**"), between amongst others the Buyer, the Subsidiary and GE Commercial Finance Limited (the "**Bank**") (formerly known as GE Capital Commercial Finance Limited) amending and restating a credit agreement dated 21 January 2000 entered into between GE Capital Commercial Finance Limited (now the Bank) and DFG ("**Credit Agreement**") containing an unlimited multilateral composite guarantee in favour of the Bank;

2.2 an all monies unlimited all assets debenture between amongst others the Buyer, the Subsidiary, and the Bank ("**Debenture**");

2.3 an unsecured subordinated inter company loan agreement with amongst others the Buyer and the Subsidiary ("**Loan Agreement**");

2.4 the legal charges to be granted in favour of the Bank by the Subsidiary over the following property:

Horizon Farm, Tremar, Liskeard, Cornwall

Bakers Farm, Tremar, Liskeard, Cornwall

Jasper Farm, Well Lane, St Cleer, Cornwall

Tremayne Farm, Praze, Camborne, Cornwall

Land at Darnells Lodge, Middleton, Corby

2.5 the payment of any costs or fees incurred, directly or indirectly, in connection with the Acquisition,

(as the same may be amended, varied, supplemented or substituted from time to time) and the Subsidiary complying with and fulfilling its obligations thereunder.



CLIFFORD KENT HOLDINGS LIMITED

APPENDIX 2 TO FORM 155(6)b

The principal terms on which the financial assistance will be given

1. Credit Agreement

Pursuant to the terms of the Credit Agreement the Company shall guarantee to the Bank to pay all monies and discharge all obligations and liabilities due, owing or incurred to the Bank by it and each of the Obligors (as defined in the Credit Agreement), under or pursuant to the Finance Documents (as defined in the Credit Agreement) bank and guarantees to the Bank all the liabilities and obligations from time to time of the Charging Companies (as defined in the Guarantee) to the Bank.

2. Debenture

Pursuant to the terms of the Debenture , the Company undertakes to

- 2.1 discharge all its own liabilities and obligations from time to time to the
- 2.2 give mortgages and fixed and floating charges over all of its property, assets and undertaking.

3. Charges

Pursuant to the terms of the Charges, the Company grants a charge by way of legal mortgage over each of the properties referred to therein (and as referred to in Appendix 1) to secure all liabilities and obligations from time to time of the Company to the Bank including those under the Guarantee.

4. Loan Agreement

Pursuant to the terms of the Loan Agreement, the Company undertakes to make funds available to the Buyer to enable the Buyer to discharge all sums of capital or interest due under the Credit Agreement and any other Finance document and to enable the Buyer to discharge all costs, fee and commissions incurred in connection with the Acquisition.

5. Costs

The Company will pay costs or fees of up to £234,775 which have been incurred directly or indirectly in connection with the Acquisition.

In executing, delivering and performing the Credit Agreement, Debenture, Charges and any other Finance documents and the Loan Agreement, the Company is entering into obligations, assuming liabilities, waiving rights and giving security in connection with the Acquisition and may in the future be called upon pursuant to any of the documents referred to in this statutory declaration to discharge obligations and/or liabilities, to waive rights and to give effect to security arising in connection with the Acquisition.

Deloitte.

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

We have examined the attached statutory declaration of the directors of the Company dated 23 June 2006 in connection with the proposal that the Company's subsidiary Horizon Kent Limited should give financial assistance for the purchase of 75,000 of the Company's ordinary shares.

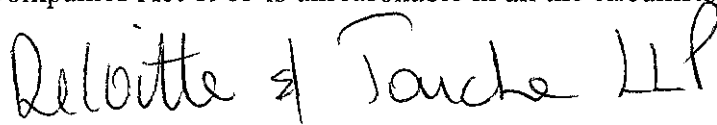
This report is made solely to the directors of the Company for the purpose of section 156(4) of the Companies Act 1985. Our work has been undertaken so that we might state to the directors of the Company those matters that we are required to state to them in an auditors' report under that section and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company, for our work, for this report, or for the opinions that we have formed.

Basis of opinion

We have enquired into the state of the Company's affairs in order 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.



Deloitte & Touche LLP
Chartered Accountants and Registered Auditors
23 June 2006

Abbotts House
Abbey Street
Reading
RG1 3BD