

Campbells Cake Company (Holdings) Limited
Company Number SC286675
Scottish Enterprise Technology Park, Technology Building, James Watt Avenue,
East Kilbride, G75 0QD

The Shareholders
CCPE Limited
Scottish Enterprise Technology Park
Technology Building
James Watt Avenue
East Kilbride
G75 0QD

4 November 2005

Dear Sirs

Campbells Cake Company Limited (the "Company")

In part consideration for the transfer (the "**Transfer**") to us of the entire issued share capital of the Company in accordance with a scheme of reorganisation to be implemented pursuant to section 110 of the Insolvency Act 1986, we hereby irrevocably agree and undertake that, on delivery of duly signed stock transfer forms giving effect to the Transfer, we shall allot the following shares in the share capital of Campbells Cake Company (Holdings) Limited to the following persons, each being a shareholder of CCPE Limited, in the numbers set out against their name:

A Ordinary Shares of £1.00 each

David Beattie	3,350
May Beattie	1,806
David Slater Orr	277
John McCormick	583
Ian Steven	565

B Ordinary Shares of £1.00 each

Aberdeen Development Capital plc	445
Aberdeen Growth VCT 1 plc	271



B Ordinary Shares of £1.00 each

Aberdeen Growth Opportunities VCT plc	143
Aberdeen City Council Superannuation Fund	190
Murray VCT 4 plc	570
Murray VCT 3 plc	286
Strathclyde Investment Fund	1,008
Eastern Scotland Investments Limited	505

Preference Shares of £1.00 each

Aberdeen Development Capital plc	23
Aberdeen Growth VCT 1 plc	14
Aberdeen Growth Opportunities VCT plc	8
Aberdeen City Council Superannuation Fund	10
Murray VCT 4 plc	30
Murray VCT 3 plc	15

Yours faithfully



Director

for and on behalf of Campbells Cake Company (Holdings) Limited