

The Specialist Soup Company Limited

Annual report and financial statements

31 December 2002

Registered in England number 24168



The Specialist Soup Company Limited

Annual report and financial statements

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The Specialist Soup Company Limited

Directors' report

The directors present their annual report and financial statements for the year ended 31 December 2002.

Principal activities and business review

The company did not trade during the year or the previous financial year and there has been no income or expenditure. In the opinion of the directors the company will remain dormant for the foreseeable future.

Directors and directors' interests

The directors who served during the year were:

C A Hines (appointed 2 December 2002)

S L Land (appointed 2 December 2002)

A C O'Neill (resigned 30 May 2003)

R J Schofield (appointed 26 April 2002, resigned 16 December 2002)

S P Mackee (resigned 30 April 2002)

J E Nichols (resigned 21 January 2002)

No directors received emoluments in respect of their services to the company during the year.

None of the directors who were directors at the year end had any beneficial interest in the share capital of the company or any contract to which the company was party during the year.

Ms C A Hines, Ms S L Land and Mr A C O'Neill are also directors of Hillsdown Ambient Foods Group Limited, the company's immediate parent company. Any interests in the share capital of group companies are disclosed in the financial statements of that company.

The Specialist Soup Company Limited

Directors' report *(continued)*

Statement of directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss for that period. In preparing those financial statements, the directors are required to:

- * select suitable accounting policies and then apply them consistently;
- * make judgements and estimates that are reasonable and prudent;
- * state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- * prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for maintaining proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Auditors

The company satisfies the requirements set out in Section 250 of the Companies Act 1985 (as amended), and accordingly having on 15th December 1999 passed a written resolution, the company exempts itself from the provisions of Part VII of the Companies Act 1985 (as amended) relating to the audit of accounts.

By order of the board



C A Hines
Secretary

28 The Green
Kings Norton
Birmingham
B38 8SD

16th June 2003

The Specialist Soup Company Limited

Balance sheet

at 31 December 2002

	Note	2002 £	2001 £
Current assets			
Debtors	3	1,794,015	1,794,015
Creditors: amounts falling due within one year	4	(26,215)	(26,215)
Net current assets		<u>1,767,800</u>	<u>1,767,800</u>
Net assets		<u>1,767,800</u>	<u>1,767,800</u>
Capital and reserves			
Called up share capital	5	<u>1,767,800</u>	<u>1,767,800</u>
SHAREHOLDERS FUNDS		<u>1,767,800</u>	<u>1,767,800</u>

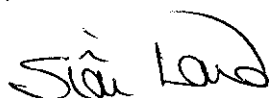
For the year ended 31st December 2002 the company was entitled to exemption under Section 249AA(1) of the Companies Act 1985.

Members have not required the company to obtain an audit in accordance with Section 249B(2) of the Companies Act 1985.

The directors acknowledge their responsibility for:

- i) ensuring the company keeps accounting records which comply with Section 221 of the Companies Act 1985; and
- ii) preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of the financial year, and of its profit or loss for the financial year, in accordance with the requirements of Section 226 of the Companies Act 1985, and which otherwise comply with the requirements of the Companies Act relating to financial statements, so far as applicable to the company.

These financial statements were approved by the board of directors 16th June 2003 and were signed on its behalf by:



S L Land

Director

The Specialist Soup Company Limited

Notes to the financial statements for the year ended 31 December 2002

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules.

Related party transactions

The company is a wholly owned subsidiary and has taken advantage of the exemptions conferred by Financial Reporting Standard No. 8 from the requirement to disclose transactions with other group companies which are eliminated on consolidations.

2 Profit and loss account

The company has received no income nor incurred expenditure in its own right and made neither a profit nor a loss during the current or preceding year.

No other recognised gains or losses arose in the current or preceding year.

3 Debtors

	2002	2001
	£	£
Amounts owed by parent and fellow subsidiary undertakings	1,794,015	1,794,015

4 Creditors: amounts falling due after more than one year

	2002	2001
	£	£
Amounts owed to subsidiary undertakings	26,215	26,215

The Specialist Soup Company Limited

Notes to the financial statements for the year ended 31 December 2002

(continued)

5 Share Capital

	2002	2001
	£	£
<i>Authorised, allotted, issued and fully paid</i>		
750,000 Ordinary shares of £1 each	750,000	750,000
400,000 "A" 11% convertible cumulative redeemable participating preference share of £1	400,000	400,000
400,000 "B" 11% convertible cumulative redeemable participating preference shares of £1 each	400,000	400,000
217,800 deferred shares of £1 each	217,800	217,800
	<hr/>	<hr/>
	1,767,800	1,767,800

6 Ultimate parent company and controlling party

The company's ultimate UK parent company is Premier Foods Investments Limited, a company incorporated in England and Wales. Premier Foods Investments Limited prepares the only consolidated financial statements which include the company. The consolidated financial statements of Premier Foods Investments Limited are available from that company's registered office, which is at 28 The Green, Kings Norton, Birmingham B38 8SD.

The company's ultimate parent undertaking and controlling party is HMTF Premier Limited, a company limited by shares and incorporated in the Cayman Islands.