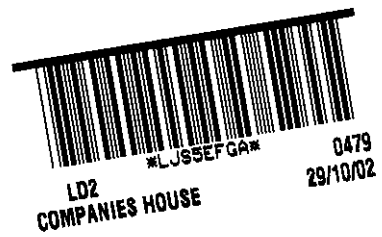


Company No: 62539

CADBURY SCHWEPPE OVERSEAS LIMITED

ANNUAL REPORT AND ACCOUNTS

for the 52 weeks ended 30 December 2001



CADBURY SCHWEPPE'S OVERSEAS LIMITED

BOARD OF DIRECTORS

M G Capstick
P A Cartmell
D J Kappler
T D Owen
G T Slater

SECRETARY

J E Hudspeth

REGISTERED OFFICE

25 Berkeley Square
London W1J 6HB

AUDITORS

Arthur Andersen
Chartered Accountants & Registered Auditors
180 Strand
London WC2R 1BL

CADBURY SCHWEPPEES OVERSEAS LIMITED

Report of the Directors

The Directors present their report, together with the audited accounts of Cadbury Schweppes Overseas Limited (the "Company"), for the 52 weeks ended 30 December 2001 (the "year").

Review of the business

The Company is a subsidiary of Cadbury Schweppes plc. The principal activity of the Company is the holding of investments in overseas companies.

The Company is party to a number of trademark licensing agreements under which it is the appointed recipient for royalties arising from these agreements. In addition, the Company provides loan finance to certain overseas companies which are members of the Cadbury Schweppes Group.

Investments

The movements in investments held in the year are given in Note 15 to the accounts. During the year, the Company was party to various capital transactions, the principal transactions being as follows:

Cadbury Schweppes Holdings LLC – the Company acquired US\$1 billion of non-redeemable preference shares.

Cadbury Beverages Canada Inc (CBCI) – during 2000 the Company acquired 50,000,000 class B preference shares in CBCI, which were returned by a purchase for cancellation in 2001.

Cadbury Schweppes Treasury Services (CSTS) – the Company contributed £20 million into CSTS in return for 20 million ordinary shares of £1.

Cadbury Schweppes Portugal – the Company made a Euro 15 million capital contribution during the year.

Cadbury Egypt – the Company acquired the remaining 20 per cent of issued shares in Cadbury Egypt not previously owned by the Company for EGP 30 million.

Cadbury Nigeria – the Company participated in its 40% share of the Naira 2.5 billion Unsecured Zero Coupon Irredeemable Convertible Loan Stock offer and took up rights of non-participating shareholders. This was converted into ordinary shares in 2002, increasing the Company's interest to 46.38%.

Results and dividends

The profit on ordinary activities for the year, after taxation, was £170m, (2000: profit £135m). Interim dividends of £264m were paid during the year (2000: £nil).

Future developments

The Company will continue to develop its existing activities in accordance with the requirements of the Cadbury Schweppes Group.

CADBURY SCHWEPPE'S OVERSEAS LIMITED

Report of the Directors (continued)

Directors and their interests

The Directors at the date of this report are as stated on page 1.

All the Directors held office throughout the year.

D J Kappler is a Director of Cadbury Schweppes plc and, accordingly, his interests are detailed in the Annual Report and Form 20-F of that Company. The interests of the other Directors holding office at the year end in the share capital of Cadbury Schweppes plc are detailed below:

	<u>Ordinary Shares of 12.5p each</u>	
	<u>1 January 2001</u>	<u>30 December 2001</u>
M G Capstick	13,055	14,829
P A Cartmell	102,417	127,944
T D Owen	52,875	64,392
G T Slater	82,422	82,890

The following Directors have been granted options under the Cadbury Schweppes plc Savings-Related Share Option Scheme 1982 over the following ordinary shares of 12.5p each:

	<u>Number of Ordinary Shares over which options granted</u>			
	<u>1 January 2001</u>	<u>Movement in the year</u>		<u>30 December 2001</u>
		<u>Granted during year</u>	<u>Exercised during year</u>	
M G Capstick	8,071	901	1,774	7,198
P A Cartmell	9,400	-	-	9,400
T D Owen	9,647	1,413	-	11,060
G T Slater	3,378	1,034	468	3,944

The following Directors have been granted options under the Cadbury Schweppes Share Option Scheme 1984 for Main Board Directors and Senior Executives:

	<u>Number of Ordinary Shares over which options granted</u>			
	<u>1 January 2001</u>	<u>Movement in the year</u>		<u>30 December 2001</u>
		<u>Granted during year</u>	<u>Exercised during year</u>	
M G Capstick	10,410	-	-	10,410
P A Cartmell	84,582	-	84,582	-
T D Owen	72,882	-	-	72,882

The following Directors have been granted options under the Cadbury Schweppes plc Share Option Plan 1994:

	<u>Number of Ordinary Shares over which options granted</u>			
	<u>1 January 2001</u>	<u>Movement in the year</u>		<u>30 December 2001</u>
		<u>Granted during year</u>	<u>Exercised during year</u>	
M G Capstick	80,412	9,500	-	89,912
P A Cartmell	181,978	40,000	-	221,978
T D Owen	180,152	28,000	-	208,152
G T Slater	190,000	28,000	-	218,000

CADBURY SCHWEPPE'S OVERSEAS LIMITED

Report of the Directors (continued)

In respect of share options granted for each of the above mentioned schemes, the range of exercise prices and the periods within which the options are normally exercisable are shown in the Annual Report and Form 20-F of Cadbury Schweppes plc.

None of the Directors had any other interest in the securities of Cadbury Schweppes plc, or the Company, or any other subsidiary of Cadbury Schweppes plc at any time during the year.

Policy on payment to suppliers

The Company adheres to the CBI Prompt Payers Code whereby the policy is to settle the terms of payment with suppliers when agreeing the terms of each transaction, ensure that suppliers are made aware of the terms of payment and abide by the terms of payment. The Company had no trade creditors at the year-end.

Auditors

In accordance with Section 386 of the Companies Act 1985 and the resolution passed by the Company in the General Meeting on 5 March 1991 the Company has elected to dispense with the annual re-appointment of auditors. Accordingly Arthur Andersen will continue as auditors.

23 July 2002

25 Berkeley Square
London W1J 6HB

By order of the Board



J E Hudspith
Secretary

CADBURY SCHWEPPE'S OVERSEAS LIMITED

Statement of Directors' Responsibilities in Relation to Accounts

The Directors are required by the Companies Act 1985 to prepare accounts for each financial year 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 the profit and loss for the financial year.

After making enquiries, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the accounts.

The Directors consider that in preparing the accounts the Company has used appropriate accounting policies that have been consistently applied and supported by reasonable and prudent judgements and estimates. All accounting standards that the Directors consider applicable, have been followed subject to any material departures disclosed and explained in the accounts.

The Directors have responsibility for ensuring that the Company keeps accounting records which disclose with reasonable accuracy at any time the financial position of the Company, and which enable them to ensure that the accounts comply with the Companies Act 1985. The Directors have general responsibilities 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.

INDEPENDENT AUDITORS' REPORT

To the shareholders of Cadbury Schweppes Overseas Limited

We have audited the accounts of Cadbury Schweppes Overseas Limited for the year ended 30 December 2001 which comprise the Profit and loss account, Balance sheet, and the related notes numbered 1 to 21. These accounts have been prepared under the accounting policies set out therein.

Respective responsibilities of Directors and auditors

The Directors' responsibilities for preparing the annual report and the accounts in accordance with applicable law and United Kingdom Accounting Standards are set out in the Statement of Directors' responsibilities. Our responsibility is to audit the accounts in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the accounts give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' report is not consistent with the accounts, if the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding Directors' remuneration and transactions with the Company is not disclosed.

We read the Directors' report and consider the implications for our report if we become aware of any apparent misstatements within it.

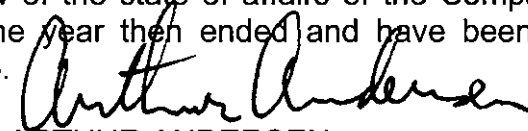
Basis of opinion

We conducted our audit in accordance with United Kingdom Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the accounts. It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the accounts and of whether the accounting policies are appropriate to the circumstances of the Company, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the accounts are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the accounts.

Opinion

In our opinion the accounts give a true and fair view of the state of affairs of the Company at 30 December 2001 and of the Company's profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.


ARTHUR ANDERSEN
Chartered Accountants & Registered Auditors
180 Strand
London WC2R 1BL

23 July 2002

CADBURY SCHWEPPE OVERSEAS LIMITED

PROFIT AND LOSS ACCOUNT

For the 52 Weeks Ended 30 December 2001 (Note 2)

	Notes	2001 £000	2000 £000
SALES AND GROSS PROFIT	5	9,678	8,219
Administrative expenses	6	(4,593)	(447)
Other operating income	7	1,188	1,243
OPERATING PROFIT		6,273	9,015
Share of partnership losses	8	(35,862)	(57,147)
Investment income	9	222,088	203,434
Loss on disposal of subsidiary	10	(1,227)	-
Amounts written off investments	11	(7,520)	(10,000)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	12	183,752	145,302
Tax on profit on ordinary activities	13	(13,541)	(10,747)
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		170,211	134,555
Dividends paid and proposed	14	(264,000)	-
RETAINED (LOSS)/PROFIT FOR THE YEAR		(93,789)	134,555
Retained profit at beginning of year		154,513	93,891
Transfer from other reserves	21	-	(73,933)
Retained profit at end of the year		60,724	154,513

The notes on pages 10 to 17 form part of these accounts

CADBURY SCHWEPPE'S OVERSEAS LIMITED

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

For the 52 Weeks Ended 30 December 2001 (Note 2)

	Notes	2001 £000	2000 £000
STATEMENT OF RECOGNISED GAINS AND (LOSSES)			
Retained (loss) / profit for the financial year		(93,789)	134,555
Exchange gain on hedged investment in subsidiary	21	-	5,837
Total recognised (losses) and gains		<u>(93,789)</u>	<u>140,392</u>
RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS			
Shareholders' funds at beginning of the year		181,900	41,508
Profit for the year		170,211	134,555
Dividends paid and proposed during the year		(264,000)	-
Exchange gain on hedged investment in subsidiary	21	-	5,837
Shareholders' funds at end of the year		<u>88,111</u>	<u>181,900</u>

The notes on pages 10 to 17 form part of these accounts


CADBURY SCHWEPPE'S OVERSEAS LIMITED

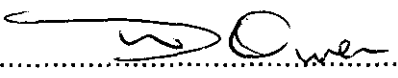
BALANCE SHEET

As at 30 December 2001 (Note 2)

	Notes	2001 £000	2000 £000
FIXED ASSETS			
Investments	15	2,890,262	2,168,747
CURRENT ASSETS & LIABILITIES			
Debtors	16	495,822	616,573
Cash at bank and in hand		86	262
Creditors: Amounts falling due within one year	17	(87,602)	(82,306)
NET CURRENT ASSETS		<u>408,306</u>	<u>534,529</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>3,298,568</u>	<u>2,703,276</u>
Creditors: Amounts falling due after more than one year	18	(3,115,244)	(2,462,708)
Provisions for liabilities and charges	19	(95,213)	(58,668)
		<u>(3,210,457)</u>	<u>(2,521,376)</u>
NET ASSETS		<u>88,111</u>	<u>181,900</u>
CAPITAL AND RESERVES			
Called-up share capital	20	19,000	19,000
Share premium account	21	8,387	8,387
Other reserves	21	-	-
Profit and loss account	21	60,724	154,513
EQUITY SHAREHOLDERS' FUNDS		<u>88,111</u>	<u>181,900</u>

On behalf of the Board


)
 P A Cartmell)
) Directors


)
 T D Owen)

23 July 2002

The notes on pages 10 to 17 form part of these accounts

CADBURY SCHWEPPE OVERSEAS LIMITED

NOTES TO THE ACCOUNTS

1. Accounting policies

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and the preceding year with the exception of the policy for deferred tax which is explained below.

(a) Accounting convention

The accounts are prepared under the historical cost convention and in accordance with applicable accounting standards.

(b) Financial year

The annual accounts are made up to the Sunday nearest to 31 December. This results in a financial period of 53 weeks periodically.

(c) Foreign currencies

Monetary assets and liabilities in foreign currencies are translated into sterling at the rates ruling at the end of the financial year except when covered by an open foreign exchange contract, in which case the rate of exchange specified in the contract is used. Profits and losses on exchange are credited or charged to the profit and loss account. Exchange differences arising on translation of foreign equity investments financed by foreign currency borrowings are dealt with through reserves, together with exchange differences on the related borrowings.

(d) Cash flow statement

In accordance with the provisions of Financial Reporting Standard 1, the Company has not prepared a cash flow statement because its parent, Cadbury Schweppes plc, has prepared consolidated accounts which include the accounts of the Company for the year and which are publicly available.

(e) Taxation

Corporation tax payable is provided on taxable profit at current rates. Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions that result in an obligation to pay more tax in the future, or a right to pay less tax in the future have occurred at the balance sheet date.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is recognised in respect of the retained earnings of overseas subsidiaries and associates only to the extent that, at the balance sheet date, dividends have been accrued as receivable or a binding agreement to distribute past earnings in future has been entered into by the subsidiary or associate.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

CADBURY SCHWEPPE OVERSEAS LIMITED

NOTES TO THE ACCOUNTS (CONTINUED)

On adoption of FRS19 the Company has changed its accounting policy in respect of deferred taxation and this does not have a material effect on the results of the Company and accordingly no restatement of prior year is required.

(f) Investments

Fixed asset investments are carried at cost less provision for impairment.

2. Accounts

As permitted by the Companies Act 1985, the Company, being a wholly owned subsidiary of a company established incorporated in Great Britain, does not prepare Group accounts.

The profit and loss accounts cover 52 weeks from 1 January 2001 to 30 December 2001 and the 52 weeks from 3 January 2000 to 31 December 2000. The balance sheets for 2001 and 2000 have been drawn up at 30 December 2001 and 31 December 2000 respectively.

3. Ultimate Holding Company

The Company's parent company is Cadbury Schweppes plc, which is incorporated in Great Britain. Copies of the Group Accounts of Cadbury Schweppes plc are available from 25 Berkeley Square, London W1J 6HB.

As a subsidiary of Cadbury Schweppes plc, the Company has taken advantage of the exemption in Financial Reporting Standard No.8: "Related Party Disclosures" not to disclose transactions with other members of the Group headed by Cadbury Schweppes plc.

4. Directors' Emoluments

The directors are remunerated by Cadbury Schweppes plc for their services to the Group as a whole. No remuneration was paid to them specifically in respect of Cadbury Schweppes Overseas Limited.

5. Sales

Sales represent royalties, receivable mainly from overseas companies.

An analysis of sales by geographical market is given below:

	2001	2000
	£000	£000
North America and Canada	3,230	2,809
Africa and Others	3,206	2,247
Pacific Rim	1,303	972
UK and Europe	1,939	2,191
	<u>9,678</u>	<u>8,219</u>

CADBURY SCHWEPPES OVERSEAS LIMITED

NOTES TO THE ACCOUNTS (CONTINUED)

	2001	2000
	£000	£000
6. <u>Administrative expenses</u>		
Management fees	4,593	447
	<hr/>	<hr/>
	2001	2000
	£000	£000
7. <u>Other operating income</u>		
Technical fees	1,188	1,243
	<hr/>	<hr/>
8. <u>Share of partnership losses</u>		
Share of losses in Bruton Lane Investment Partners has been calculated in accordance with the terms of the Partnership Agreement dated 26 January 2000.		
	2001	2000
	£000	£000
9. <u>Investment income</u>		
Dividend income - listed subsidiary undertakings	1,870	1,051
- unlisted subsidiary undertakings	153,332	130,111
- listed associated undertakings	2,127	1,070
Interest receivable from other Group undertakings	40,446	33,678
Interest receivable from external undertakings	236	2,553
Exchange gains during the year	24,077	34,971
	<hr/>	<hr/>
	222,088	203,434
	<hr/>	<hr/>
	2001	2000
	£000	£000
10. <u>Loss on disposal of subsidiary</u>		
Sale of Schweppes Central Africa Limited	1,227	-
	<hr/>	<hr/>
	2001	2000
	£000	£000
11. <u>Amounts written off investments</u>		
Increase in provisions	7,520	10,000
	<hr/>	<hr/>

CADBURY SCHWEPPE OVERSEAS LIMITED

NOTES TO THE ACCOUNTS (CONTINUED)

12.	<u>Profit on ordinary activities before taxation</u>	2001	2000
		£000	£000

Profit on ordinary activities before taxation is after charging:

Auditors' remuneration	13	13
------------------------	----	----

Amounts payable to the auditors by the Company in respect of non-audit services were £nil (2000: £nil). The company has no employees and staff remuneration is therefore £nil (2000: £nil).

	2001	2000
13. <u>Taxation on profit on ordinary activities</u>	£000	£000
UK corporation tax	67,958	62,222
Double tax relief	(55,400)	(52,850)
	<hr/> 12,558	<hr/> 9,372
Overseas tax	300	1,246
Adjustment in respect of prior years – Corporation tax	-	(228)
	<hr/> 12,858	<hr/> 10,390
Deferred taxation (Note 19)	683	357
	<hr/> 13,541	<hr/> 10,747
Charge for the year		

The table below reconciles the UK Corporation tax rate applicable each year to the effective rate obtained by computing the current tax charge as a percentage of profit before tax.

	2001	2000
	£000	£000
UK corporation tax @ 30% (2002: 30%)	55,126	43,591
Written off investments	2,256	3,000
Loss on disposals	368	-
UK dividends	(1,895)	-
Foreign exchange	(4,052)	(254)
Other income and expenses	(1,162)	(896)
Dividends	17,317	16,781
	67,958	62,222
Double tax relief	(55,400)	(52,850)
Overseas tax	300	1,246
Adjustment in respect of prior years – Corporation tax	-	(228)
	12,858	10,390

The tax charge is expected to remain consistent over future years.

CADBURY SCHWEPPE OVERSEAS LIMITED

NOTES TO THE ACCOUNTS (CONTINUED)

14. Dividends	2001	2000
	£000	£000
Interim dividends paid	264,000	-
<hr/>		
15. Investments		
a)	<u>Subsidiary</u> <u>Undertakings</u>	<u>Associated</u> <u>Undertakings</u>
	£000	£000
		<u>Total</u> £000
<u>Cost:</u>		
At beginning of year	2,219,385	4,361
Exchange adjustment	(4)	-
Additions	738,136	14,497
Disposals	(23,594)	-
At end of year	2,933,923	18,858
<u>Amounts written off:</u>		
At beginning of year	(54,999)	-
Written off during the year	(7,520)	-
At end of year	(62,519)	-
Net book value at end of year	2,871,404	18,858
Net book value at beginning of year	2,164,386	4,361

Significant movements in subsidiary undertakings are described on page 2 in the Report of the Directors. The associated undertaking consists of a 40% shareholding and investment in convertible loan stock in Cadbury Nigeria Plc, a company incorporated, operating and listed in Nigeria. The Company's other listed investment is Cadbury India Limited. Included within the above is £11.6m relating to the investment in Cadbury India Limited. The market values of the Company's investments in these listed companies are; Cadbury Nigeria Plc £48.3m (2000: £25.4m), Cadbury India Limited £126.4m (2000: £147.5m). If these investments had been sold at market value, a tax liability of £43.2m would be incurred (2000: £47.1m).

CADBURY SCHWEPPE OVERSEAS LIMITED

NOTES TO THE ACCOUNTS (CONTINUED)

15. Investments (continued)

b) Details of principal investments in subsidiary undertakings are as follows:

<u>Name of subsidiary undertaking</u>	<u>Country of incorporation and operation</u>	<u>Proportion of issued share capital held if not 100%</u>
* Cadbury International Limited	Great Britain	
* Cadbury Schweppes Treasury (Isle of Man)	Isle of Man	
* Cadbury Schweppes Investments (Jersey) Limited	Jersey	
* Cadbury Schweppes Treasury International	Ireland	55.25
Cadbury Ireland Limited	Ireland	
Cadbury Schweppes International Beverages Limited	Ireland	
Cadbury Schweppes Treasury Services	Ireland	
Schweppes France SA	France	
Cadbury France SA	France	
Schweppes SA	Spain	
Citricos y Refrescantes SA	Spain	
Cadbury Dulciora SA	Spain	
Schweppes Belgium SA	Belgium	
Cadbury Netherland BV	Netherlands	
* Cadbury Schweppes Portugal SGPS SA	Portugal	
Cadbury Schweppes GmbH	Germany	
Piasten Schokoladenfabrik Hofmann GmbH & Co KG	Germany	
CS Finance LLC	USA	
Cadbury Schweppes American Finance LLC	USA	23
Cadbury Beverages Inc	USA	
Dr Pepper Seven Up Inc	USA	
Mott's Inc	USA	
Cadbury Beverages Canada Inc	Canada	
Trebor Allan Inc	Canada	
Cadbury Aguas Minerales SA de CV	Mexico	
Cadbury Stani S.A.I.C.	Argentina	
Cadbury Schweppes Australia Limited	Australia	
Cadbury Schweppes Pty Limited	Australia	
Cadbury Confectionery Limited	New Zealand	
Cadbury Food Co. Beijing	China	
* Cadbury Japan Limited	Japan	
Cadbury Schweppes Holdings (Pty) Limited	South Africa	
Cadbury Schweppes (South Africa) Limited	South Africa	
* Cadbury Ghana Limited	Ghana	
* Cadbury Kenya Limited	Kenya	
* Cadbury Schweppes (Zambia) Limited	Zambia	
Cadbury Confectionery Malaysia SB	Malaysia	38.78
Trebor (Malaysia) SB	Malaysia	38.78
* PT Cadbury Indonesia	Indonesia	86
* Cadbury India Limited (listed)	India	51
* Cadbury Pakistan Limited	Pakistan	89.9
* Cadbury Egypt	Egypt	100
* Bruton Lane Investment Partnership	USA	95

Companies marked * are direct subsidiaries of Cadbury Schweppes Overseas Limited. The subsidiaries listed above are principally engaged in the manufacture and sale of confectionery and soft drinks. The above list is not exhaustive as this would involve a statement of excessive length.

CADBURY SCHWEPPE OVERSEAS LIMITED

NOTES TO THE ACCOUNTS (continued)

16. Debtors	2001	2000
	£000	£000
Trade debtors	186	151
Amounts owed by other Group undertakings	735	521
Amounts owed by subsidiary undertakings	16,563	12,370
Loans to other Group undertakings	77,927	207,523
Loans to subsidiary undertakings	399,901	395,929
Other debtors	510	79
	<u>495,822</u>	<u>616,573</u>

Loans to subsidiaries and to other Group undertakings are repayable at various dates throughout 2002 and bear interest at market rates.

17. Creditors: Amounts falling due within one year	2001	2000
	£000	£000
Amounts owed to parent company	46,837	48,583
Amounts owed to other Group undertakings	33,187	32,259
Corporation tax	6,928	836
Other creditors	650	628
	<u>87,602</u>	<u>82,306</u>

Amounts owed to parent company and to other Group undertakings are repayable at various dates throughout 2002 and are non-interest bearing.

18. Creditors: Amounts falling due after more than one year	2001	2000
	£000	£000
Loans from parent company	2,425,589	2,462,708
Loans from other Group undertakings	689,655	-
	<u>3,115,244</u>	<u>2,462,708</u>

Loans from parent company are non-interest bearing and are repayable between two and five years from the balance sheet date.

CADBURY SCHWEPPE'S OVERSEAS LIMITED

NOTES TO THE ACCOUNTS (continued)

19. Provisions for liabilities and charges

	Share of partnership losses		Deferred tax		Total	
	2001	2000	2001	2000	2001	2000
	£000	£000	£000	£000	£000	£000
At beginning of year	57,147	-	1,521	1,164	58,668	1,164
Charged to profit and loss account	35,862	57,147	683	357	36,545	57,504
At end of year	93,009	57,147	2,204	1,521	95,213	58,668

There was no unprovided deferred tax in either year.

The total liability for deferred taxation relates to miscellaneous short-term timing differences.

20. Share Capital

2001
£000

2000
£000

Authorised, allotted, called-up and fully paid:

19,000,000 Ordinary Shares of £1 each

19,000

19,000

21. Reserves

	Share premium account		Profit and loss account		Other reserves	
	2001	2000	2001	2000	2001	2000
	£000	£000	£000	£000	£000	£000
At beginning of year	8,387	8,387	154,513	93,891	-	(79,770)
Revaluation of Euro cross- currency swap	-	-	-	-	-	(2,723)
Revaluation of investment in subsidiaries	-	-	-	-	-	8,560
(Loss) / profit for the year	-	-	(93,789)	134,555	-	-
Transfer to retained profits	-	-	-	(73,933)	-	73,933
At end of year	8,387	8,387	60,724	154,513	-	-

The Euro cross currency swap (£200m) that Cadbury Schweppes Overseas Limited entered into in 1999 terminated during 2000.