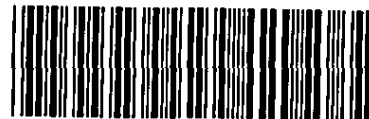


Vita Dormant Five Limited
Annual report
for the year ended 31 December 2006

Registered Number 239819

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Vita Dormant Five Limited
Annual report
for the year ended 31 December 2006

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Vita Dormant Five Limited

Directors and Advisors for the year ended 31 December 2006

Directors

Mr S R W Francis

Mr G L Maundrell

Secretary

Vita Services Limited

Auditors

PricewaterhouseCoopers LLP

101 Barbirolli Square

Lower Mosley Street

Manchester

M2 3PW

Registered Office

Oldham Road

Middleton

Manchester

M24 2DB

Registered Number

239819

Vita Dormant Five Limited

Directors' report for the year ended 31 December 2006

The directors present their report and the audited financial statements of the Company for the year ended 31 December 2006

Business Review and Principal Activity

The company has not traded during the year

The result for the year after taxation and exceptional items was £nil (2005 £210,308)

At the year end the Company had net assets of £1,788,128 (2005 £1,788,128)

The Company is not expected to trade in the foreseeable future

Dividends

The directors do not propose a dividend in respect of the year ended 31 December 2006 (2005 £nil)

Directors and their interests

The directors are as follows

Mr H E Harris (Resigned 1 November 2006)

Mr S R W Francis

Mr G L Maundrell (Appointed 4 May 2007)

The directors have no interests in the shares of the Group companies that are required to be disclosed in this report

Statement of directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year that give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that year. The directors are required to prepare the financial statements on the going concern basis, unless it is inappropriate to presume that the Company will continue in business.

The directors confirm that suitable accounting policies have been used and applied consistently. The directors also confirm that reasonable and prudent judgements and estimates have been made in preparing the financial statements for the year ended 31 December 2006 and that applicable accounting standards have been followed.

The directors are responsible for keeping proper accounting records that 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. The directors are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Statement of disclosure to auditors

Each of the persons who is a director at the date of approval of this report confirms that

- (1) so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware,
- (2) the director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s234ZA of the Companies Act 1985.

By order of the Board



Vita Services Limited

11 June 2007

Vita Dormant Five Limited

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF VITA DORMANT FIVE LIMITED

We have audited the financial statements of Vita Dormant Five Limited for the year ended 31 December 2006 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, 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 other transactions 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 audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, 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 financial statements 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 financial statements.

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2006 and of its results for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Directors' Report is consistent with the financial statements.



PricewaterhouseCoopers LLP

Chartered Accountants and Registered Auditors

Manchester

11 June 2007

Vita Dormant Five Limited

Profit and loss account for the year ended 31 December 2006

	Note	2006 £	2005 £
Rental income		-	101,185
Cost of sales		-	-
Gross profit		-	101,185
Administrative expenses		-	(1,857)
Operating profit		-	99,328
Exceptional items – disposal of land & buildings		-	140,778
Profit on ordinary activities before taxation		-	240,106
Tax on profit on ordinary activities	2	-	(29,798)
Retained profit for the financial year	7	-	210,308
Retained profit brought forward		213,128	2,820
Retained profit carried forward		213,128	213,128

All activity arose from discontinued operations

The Company has no recognised gains and losses other than those included in the profit above, and therefore no separate statement of total recognised gains and losses has been presented

Vita Dormant Five Limited

Balance sheet as at 31 December 2006

	Note	2006 £	2005 £
Current assets			
Debtors	3	1,788,128	1,788,128
Net assets		1,788,128	1,788,128
Capital and reserves			
Called up share capital	4	1,575,000	1,575,000
Profit and loss account	5	213,128	213,128
Equity shareholder's funds	7	1,788,128	1,788,128

The financial statements on pages 4 to 9 were approved by the board of directors on 11 June 2007 were signed on its behalf by



Mr G L Maundrell
Director
11 June 2007

Vita Dormant Five Limited

Accounting policies

The financial statements have been prepared in accordance with the Companies Act 1985 and applicable Accounting Standards in the United Kingdom. A summary of the principal accounting policies, which have been applied consistently, is set out below.

Basis of accounting

The financial statements have been prepared under the historical cost convention.

Taxation

Corporation tax payable is provided on taxable profits at the current rate.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events 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. Timing differences are differences between the Company's taxable profits and its results as stated in the accounts.

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 enacted or substantially enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

Foreign currencies

Transactions denominated in foreign currencies are recorded in the local currency at actual exchange rates as of the date of the transaction (or where appropriate, at the rate of exchange in a related forward exchange contract). Monetary assets and liabilities denominated in foreign currencies at the year end are reported at the rate of exchange prevailing at the year end (or, where appropriate, at the rate of exchange in a related forward exchange contract). Any gain or loss arising from a change in exchange rates subsequent to the date of transaction is included as an exchange gain or loss in the profit and loss account.

Financial liabilities and equity

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities.

Cash flow statement

The Company is a wholly owned subsidiary of British Vita Group S à r l, which produces consolidated financial statements that are publicly available. Consequently, the Company is exempt from the requirement of Financial Reporting Standard 1 (revised) to prepare a cash flow statement.

Vita Dormant Five Limited

Notes to the financial statements

for the year ended 31 December 2006

1 Operating profit

The directors did not receive any remuneration during this or the preceding year. Other than the directors, the Company had no employees.

Auditors' remuneration for audit services was borne by British Vita Unlimited in both years.

2 Taxation

	2006 £	2005 £
Current year		
United Kingdom corporation tax at 30% (2005: 30%)	-	29,798
Tax on profit on ordinary activities	-	29,798

The tax assessed for the year differs from the standard rate of Corporation Tax in the UK (30%). The differences are explained as follows:

	2006 £	2005 £
Profit on ordinary activities before taxation	-	240,106
Tax on profit on ordinary activities at standard UK Corporation Tax rate of 30%	-	72,031
Gain on disposal not taxable	-	(42,233)
	-	29,798

It is expected that the effective rate will approximate to a standard corporation tax rate in the new financial year.

The profit on disposal of the land and buildings in 2005 is not taxable due to capital losses brought forward.

3 Debtors

	2006 £	2005 £
Amounts due from group undertakings	1,788,128	1,788,128

Vita Dormant Five Limited

Notes to the financial statements (continued) for the year ended 31 December 2006

4 Called up share capital

	2006 £	2005 £
Authorised		
2,000,000 ordinary shares of £1 each	2,000,000	2,000,000
Allotted, called up and fully paid		
1,575,000 ordinary shares of £1 each	1,575,000	1,575,000

5 Reserves

	Profit and loss account £
At 1 January 2006 and 31 December 2006	213,128

6 Contingent liabilities

The Company has given guarantees to its bankers in respect of advances to certain group undertakings. The directors are of the opinion that no liability is likely to arise.

7 Reconciliation of movements in shareholder's funds

	2006 £	2005 £
Profit for the financial year	-	210,308
Opening shareholder's funds	1,788,128	1,577,820
Closing shareholder's funds	1,788,128	1,788,128

8 Related party transactions

As a wholly owned subsidiary, the Company has taken advantage of the exception under FRS8 not to disclose intra-group transactions. There have been no other related party transactions.

Vita Dormant Five Limited

Notes to the financial statements (continued) for the year ended 31 December 2006

9 Ultimate parent undertaking

The ultimate parent company is British Vita Group S à r l , a company incorporated in Luxembourg. Copies of the British Vita Group S à r l financial statements may be obtained from the registered office of the company in Luxembourg.

The ultimate controlling parent is TPG Partners IV,LP, a partnership incorporated in the USA.