McDougalls Foods Limited

Financial Statements

27 April 2002

Registered number: 280128

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Annual report and financial statements for the fifty two weeks ended 27 April 2002

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Report of the directors for the fifty two weeks ended 27 April 2002

The directors present their report together with the financial statements for the fifty two weeks ended 27 April 2002.

Principal activity and future developments

The company has not traded during the year. The directors do not envisage any change in the conduct of the business over the next twelve months.

Directors

The directors, and their interests in the ordinary shares of RHM Group One Limited, the ultimate parent company, are:

	27 April 2002*	28 April 2001**
M K R Craddock	21,388	21,388
K E Taylor	8,709	8,709
H M Warnick	59,894	49,928
M B Woodmore	36,155	36,155
M J Schurch (appointed 1 August 2001)	51,648	51,648
I W Ruddick (resigned 31 March 2002)	41,320	41,320

^{*} or date of resignation, if earlier

On 1 July 2002 P Baker was appointed as a director of the company.

On 29 June 2001 H M Warnick acquired 9,966 ordinary shares of 1p each.

No director had any material interest in any contract or arrangement subsisting during the year with the company.

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 of the company for that period.

In preparing those financial statements, the directors are required to select suitable accounting policies, and then apply them on a consistent basis, making judgements and estimates that are prudent and reasonable. The directors must also prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business, and ensure that applicable accounting standards have been followed.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They 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.

^{**} or date of appointment, if later

Report of the directors for the fifty two weeks ended 27 April 2002 (continued)

Statutory dispensation

The company has in force, under Section 379A of the Companies Act 1985, an election dispensing with the laying of accounts and reports before the company in General Meeting, the holding of Annual General Meetings and the obligation to appoint auditors annually.

By order of the board

M B Woodmore

Company Secretary

21 October 2002

Balance sheet as at 27 April 2002

	Note	2002 £'000	2001 £'000
Current assets			
Debtors	3	50	50
Capital and reserves			
Called up share capital	4	50	50

For the year ended 27 April 2002 the company was entitled to the 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; and
- ii. preparing accounts 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 section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the Company.

The financial statements were approved by the directors on 21 October 2002, and signed on their behalf by

M B Woodmore

Director

The notes on pages 4 and 5 form part of these financial statements.

Notes to the financial statements for the fifty two weeks ended 27 April 2002

1. Accounting policies

Basis of accounting

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

Accounting period

The financial statements are for the fifty two weeks ended 27 April 2002. In 2001 the financial statements were for the fifty two weeks ended 28 April 2001.

Profit and loss account

The company has not prepared a profit and loss account as there were no transactions during the fifty two weeks ended 27 April 2002.

2. Directors and employees

No emoluments were paid to any of the directors during the period. No director had a direct or indirect interest in any transaction, arrangement or agreement which, in the opinion of the other directors, requires disclosure.

There were no employees of the company during the period.

3. Debtors: amounts falling due after more than one year

This is the amount owing by a fellow group undertaking and is due after more than one year.

4. Called up share capital

	Number	£'000
Authorised, allotted and called up:		
Ordinary shares of £1 each		*
At 27 April 2002 and 28 April 2001	50,000	50_

5. Related parties

In accordance with FRS 8: Related Party Disclosures, the company is exempt from disclosing transactions with entities that are part of a group, or investees of the group qualifying as related parties, as it is a wholly owned subsidiary of a parent publishing consolidated financial statements.

Notes to the financial statements for the fifty two weeks ended 27 April 2002 (continued)

6. Ultimate parent company

Rank Hovis Limited is the company's parent undertaking at the year end and RHM Group One Limited is the company's ultimate parent company at the year end. Doughty Hanson & Co has a controlling interest in RHM Group One Limited.

RHM Group One Limited produces group accounts; copies may be obtained from The Secretary, RHM Group One Limited, Chapel House, Liston Road, Marlow, Buckinghamshire, SL7 1TJ, United Kingdom.