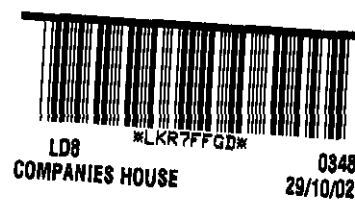


PACTIV (CAERPHILLY) LIMITED

**Annual report and financial statements
for the year ended 31 December 2001**

Registered Number: 649213



PACTIV (CAERPHILLY) LIMITED

Directors' Report

For the year ended 31 December 2001

The directors present their annual report on the affairs of the Company, together with the financial statements, for the year ended 31 December 2001.

Principal activities and business review

The Company has not traded during the year and accordingly no profit and loss account has been prepared.

The Company has been dormant within the meaning of section 249AA (4) of the Companies Act 1985 throughout the financial year ended 31 December 2001 and the directors have resolved to take advantage of the extension conferred by section 249AA (1) of that Act. Accordingly no auditors are to be appointed while the Company remains dormant.

Directors and their interests

The directors who served during the year and subsequently are as shown below:

| | |
|-----------|--------------------------|
| P Lewis | (resigned 1 April 2001) |
| C J Green | (appointed 1 April 2001) |
| D P Brush | |
| J Morris | |

The directors had no interests required to be disclosed under section 234 of the Companies Act 1985.

By order of the Board



Kevin W Batey
Company Secretary

5 Young Square
Brucefield Industrial Park
Livingston
West Lothian
EH54 9BX

28th October 2002

PACTIV (CAERPHILLY) LIMITED

BALANCE SHEET - 31 DECEMBER 2001

| | NOTE | 2001 £ | 2000 £ |
|------------------------------------|------|----------------|----------------|
| CURRENT ASSETS | | | |
| Amounts owed by group undertakings | | 430,813 | 430,813 |
| NET ASSETS | | <u>430,813</u> | <u>430,813</u> |
| CAPITAL AND RESERVES | | | |
| Called-up share capital | 2 | 35,350 | 35,350 |
| Capital reserves | | 82,281 | 82,281 |
| Profit and loss account | | 313,182 | 313,182 |
| TOTAL CAPITAL EMPLOYED | | <u>430,813</u> | <u>430,813</u> |

- (a) The Company has not traded during the year and has made neither profits nor losses.
- (b) For the financial year ended on 31 December 2001, the Company was entitled to exemption under section 249AA(1) of the Companies Act 1985 ("the Act")
- (c) The Member has not required the Company to obtain an audit of its financial statements for the financial year ended on 31 December 2001 in accordance with section 249B(2) of the Act.
- (d) The directors acknowledge their responsibility for :
- (i) ensuring that the Company keeps accounting records which comply with section 221 of the Act; 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 and loss for the financial year in accordance with the requirements of the Act relating to financial statements, so far as applicable to the Company.

Approved by the Board of Directors and signed on their behalf.


C.J. Green

Managing Director

28 October 2002

The accompanying notes are an integral part of this balance sheet

PACTIV (CAERPHILLY) LIMITED

NOTES TO THE ACCOUNTS - 31 DECEMBER 2001

1. ACCOUNTING POLICIES

Basis of accounting

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

2. CALLED UP SHARE CAPITAL

| | 2001 £ | 2000 £ |
|--|-----------|-----------|
| Authorised, allotted, called up and fully paid: 35,350 Ordinary shares of £1 each | 35,350 | 35,350 |
| | <hr/> | <hr/> |
| | 35,350 | 35,350 |

3. ULTIMATE PARENT COMPANY

The company's ultimate parent company is Pactiv Corp., which is incorporated in Delaware in the United States of America

The largest group in which the results of Pactiv (Caerphilly) Limited are consolidated is that headed by Pactiv Corp.

The smallest group in which they are consolidated is that headed by The Baldwin Group Limited which is incorporated in England