

CARRS OF CARLISLE LIMITED**1999 ANNUAL REPORT AND ACCOUNTS****REPORT OF THE DIRECTORS**

The directors submit their annual report together with the accounts for the 52 weeks ended 1 January 2000.

REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS

The Company did not trade during the period, and there is no present intention to pursue any activity.

DIRECTORS

The directors of the Company who served during the year are as follows :

A G Clark
A D Frew (resigned 26 November 1999)
M D Wilkinson (appointed 26 November 1999)



The interests of the directors in the share capital of the Company's ultimate holding company United Biscuits (Holdings) plc and options outstanding at the beginning and end of the Company's financial period were as follows :

	<u>Ordinary Shares</u>			<u>Options</u>		
	1999 No.	1998 No.	1999 No.	Granted	Lapsed	1998 No.
A G Clark	47,026	42,334	176,812	45,828	18,689	149,673
M D Wilkinson*	3,579	3,579	268,945	46,560	-	222,385

*1998 shareholdings as at date of being appointed a director of the Company.

The Options are exercisable at prices varying from 159p to 400p.

Since the year end, the beneficial shareholdings of A.G. Clark and M.D. Wilkinson have increased by 398 and 2,497 ordinary shares respectively. Subsequently, Finalrealm Limited has acquired all directors' shareholdings and all options have been cancelled.

DIRECTORS' RESPONSIBILITIES IN RELATION TO THE 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 year and of the profit or loss for the year.

The directors are of the opinion that, in preparing these accounts, the Company has used appropriate and consistently applied accounting policies, supported by reasonable and prudent estimates and judgements. All applicable accounting standards have been followed.

CARRS OF CARLISLE LIMITED

1999 ANNUAL REPORT AND ACCOUNTS

The directors are responsible for ensuring that the Company keeps accounting records which disclose, with reasonable accuracy, the financial position of the Company and which enable them to ensure that the accounts comply with the Companies Act 1985.

The directors also have responsibility for safeguarding the assets of the Company and for taking reasonable steps to ensure the prevention and detection of fraud and other irregularities.

DIVIDEND

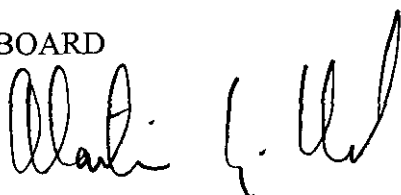
The directors do not recommend the payment of a dividend.

AUDITORS

Auditors have not been appointed in accordance with the provisions of Section 250 of the Companies Act 1985.

ON BEHALF OF THE BOARD

A. G. CLARK
Director

A handwritten signature in dark ink, appearing to read 'A. G. Clark', is written over the printed name and title.

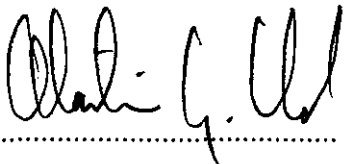
16 October 2000

CARRS OF CARLISLE LIMITED

BALANCE SHEET AT 1 JANUARY 2000

		1 January 2000	2 January 1999
	Note	£	£
Current assets			
Debtors			
Amount due from group company		<u>2,615,811</u>	<u>2,615,811</u>
Capital and reserves			
Called up equity share capital	2	1,010,100	1,010,100
Capital reserve		1,446,691	1,446,691
Profit and loss account		<u>159,020</u>	<u>159,020</u>
		<u>2,615,811</u>	<u>2,615,811</u>

The company was dormant (within the meaning of Section 250 of the Companies Act 1985) throughout the financial period.



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DIRECTOR
16 October 2000

CARRS OF CARLISLE LIMITED

NOTES TO THE ACCOUNTS AT 1 JANUARY 2000

1. Activity and basis of accounting

The company did not trade during the period. The accounts have been prepared on the historical cost basis of accounting.

2. Share capital

	1999 £	1998 £
Authorised, allotted, called up and fully paid		
Ordinary shares of 1p	10,100	10,100
3p% £1 preference shares	<u>1,000,000</u>	<u>1,000,000</u>
	<u>1,010,100</u>	<u>1,010,100</u>

3. Ultimate holding company

At 1 January 2000, the ultimate parent company was United Biscuits (Holdings) plc (now United Biscuits (Holdings) Limited) which is incorporated in Scotland. Copies of the Group accounts can be obtained from Companies House, 37 Castle Terrace, Edinburgh EH1 2EB. Subsequent to the year end United Biscuits (Holdings) plc was acquired by Finalrealm Limited and the ultimate parent company became Bladeland Holdings (Cayman) Limited (now United Biscuits (Equity) Limited) which is incorporated in the Cayman Islands.