

CARRS OF CARLISLE LIMITED**2008 ANNUAL REPORT AND ACCOUNTS****REPORT OF THE DIRECTORS**

The directors submit their annual report together with the accounts for the 53 weeks ended 3rd January 2009.

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:

S Furst
M Oldham

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.

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.

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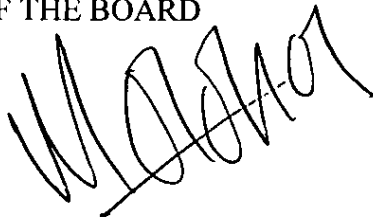
CARRS OF CARLISLE LIMITED

2008 ANNUAL REPORT AND ACCOUNTS

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 handwritten signature in black ink, appearing to read 'M. Oldham', written over a horizontal line.

M. Oldham
Director and Secretary

24 April 2009

CARRS OF CARLISLE LIMITED

BALANCE SHEET AT 3rd JANUARY 2009

		3 rd January 2009	29 December 2007
	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>

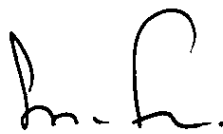
For the year ended 3rd January 2009 the company was entitled to exemption under section 249AA(1) of the Companies Act 1985.

No members have required the company to obtain an audit of its accounts for the year in question in accordance with section 249B(2).

The directors acknowledge their responsibility for:

- a) Ensuring the company keeps accounting records which comply with section 221;
- b) Preparing accounts which give a true and fair view of the state of affairs of the company as at the end of its financial year, and of its profit and 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 company was dormant (within the meaning of Section 250 of the Companies Act 1985) throughout the financial period.


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DIRECTOR

24 April 2009

CARRS OF CARLISLE LIMITED

NOTES TO THE ACCOUNTS AT 3rd JANUARY 2009

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

	3 rd January 2009 £	29 December 2007 £
Authorised, allotted, called up and fully paid		
Ordinary shares of 1p	10,100	10,100
3½ % £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

The Company's ultimate UK parent undertaking as at 3rd January 2009 is United Biscuits Topco Limited. United Biscuits Topco Limited has included the Company in its group financial statements.

The Company's ultimate parent undertaking is United Biscuits Luxco SCA, which is incorporated in Luxembourg.