

DERWENT VALLEY (SALES) LIMITED

2004 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 2005.

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.



DERWENT VALLEY (SALES) LIMITED
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DIVIDEND

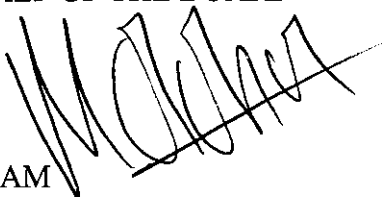
The directors do not recommend the payment of a dividend.

AUDITORS

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

ON BEHALF OF THE BOARD

M OLDHAM

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

30 September 2005

DERWENT VALLEY (SALES) LIMITED

BALANCE SHEET AT 1 JANUARY 2005

	Notes	1 January 2005 £	3 January 2004 £
FIXED ASSETS			
Investments	2	-	-
CURRENT ASSETS			
Debtors: Amounts owed by group undertakings		<u>270,057</u>	<u>270,057</u>
NET CURRENT ASSETS		<u>270,057</u>	<u>270,057</u>
CAPITAL AND RESERVES			
Called up equity share capital	3	1,070	1,070
Share premium account		5,180	5,180
Profit and loss account		<u>263,807</u>	<u>263,807</u>
Shareholders' funds		<u>270,057</u>	<u>270,057</u>


For the year ended 1 January 2005 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

30 September 2005

DERWENT VALLEY (SALES) LIMITED

NOTES TO THE ACCOUNTS AT 1 JANUARY 2005

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. Investments

	1 January 2005 £	3 January 2004 £
Investment in subsidiary undertakings	—	—

The company's interest in subsidiary undertakings comprises 76% of the issued share capital, being 76 ordinary £1 shares, of The Quality of Life Limited, a company registered in England, 50% of the issued share capital being 50 ordinary £1 shares of The Quality of Life (NE) Limited, a company registered in England, and 50% of the issued share capital, being 25,840 ordinary 10p shares, of The Ultimate Snack Food Company Limited, a company registered in England.

The remaining third party shareholdings are held by the immediate parent undertaking, The Derwent Valley Food Group Limited, and consequently all three companies are wholly owned subsidiary undertakings of The Derwent Valley Food Group Limited.

3. Equity Share Capital

	Authorised		Allotted, called up and fully paid	
	1 January 2005 £	3 January 2004 £	1 January 2005 £	3 January 2004 £
Ordinary shares of £1 each	5,000	5,000	1,070	1,070

4. Ultimate holding company

The ultimate holding company is United Biscuits (Equity) Limited which is registered and incorporated in the Cayman Islands.