

DERWENT VALLEY (SALES) LIMITED

2000 ANNUAL REPORT AND ACCOUNTS

REPORT OF THE DIRECTORS

The directors submit their annual report together with the accounts for the 52 weeks ended 30 December 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 (resigned 31 October 2000)
S Furst (appointed 31 October 2000)
M D Wilkinson (resigned 30 March 2001)
M Oldham (appointed 30 March 2001)

On 14 April 2000, United Biscuits (Holdings) plc, the Company's ultimate holding company, was acquired by Finalrealm Limited and as a result on the 16 June 2000, the entire issued share capital of United Biscuits (Holdings) plc was acquired by Finalrealm Limited. The directors therefore ceased to have any interest in shares. Any share options that were not exercised prior to 30 May 2000, were either cancelled or lapsed.

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
2000 ANNUAL REPORT AND ACCOUNTS

DIVIDEND

The directors do not recommend the payment of a dividend.

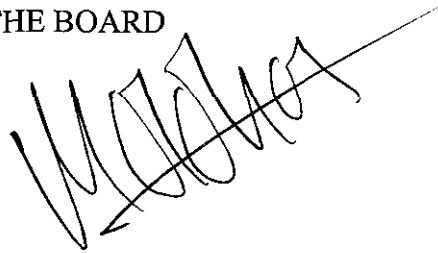
AUDITORS

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

19 October 2001

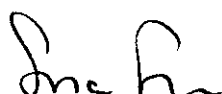
A handwritten signature in black ink, appearing to be 'M Oldham', written over a horizontal line.

DERWENT VALLEY (SALES) LIMITED

BALANCE SHEET AT 30 DECEMBER 2000

	Notes	30 December 2000 £	1 January 2000 £
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>

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



.....
DIRECTOR

19 October 2001

DERWENT VALLEY (SALES) LIMITED

NOTES TO THE ACCOUNTS AT 30 DECEMBER 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. Investments

	30 December 2000 £	1 January 2000 £
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	
	30 December 2000 £	1 January 2000 £	30 December 2000 £	1 January 2000 £
Ordinary shares of £1 each	<u>5,000</u>	<u>5,000</u>	<u>1,070</u>	<u>1,070</u>

4. Ultimate holding company

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