

Focus Foods Limited

**Directors' report and financial
statements**

Registered number 2884012

Year ended 31 December 2005



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Directors' report

The directors present their report and financial statements for the year ended 31 December 2005.

Principal activities

The company ceased trade on 24 December 1995. All operating assets were transferred to fellow subsidiary companies on 1 April 1996. The directors do not anticipate the company trading in the foreseeable future.

Directors and their interests

Directors who held office during the year were as follows:

V Birdi (resigned 12th January 2006)
N Petersen (resigned 12th January 2006)
S Joseph (appointed 12th January 2006)
C Marshall (appointed 12th January 2006)

None of the directors who held office at the end of the financial year had any disclosable interest in the shares of the company.

By order of the Board



C Burnett
Secretary

Higham House
Brinwell Road
Marton
Blackpool
FY4 4QB

Statement of directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Profit and loss account
for the year ended 31 December 2005

During the financial year and the preceding financial year the company did not trade and received no income and incurred no expenditure. Consequently, during those years the company made neither a profit nor a loss.


Balance sheet
at 31 December 2005

| | Notes | £ | 2005 £ | £ | 2004 £ |
|---|-------|-----------|-----------|-----------|-----------|
| Current assets | | | | | |
| Debtors | 2 | 100 | | 100 | |
| Creditors: amounts falling due within one year | 3 | (206,288) | | (206,288) | |
| Net current liabilities | | | (206,188) | | (206,188) |
| Total net liabilities | | | (206,188) | | (206,188) |
| Capital and reserves | | | | | |
| Called up share capital - equity | 4 | | 100 | | 100 |
| Profit and loss account | | | (206,288) | | (206,288) |
| Equity shareholders' funds - deficit | | | (206,188) | | (206,188) |

The directors:

- (a) confirm that the company was entitled to exemption under subsection (1) of section 249AA of the Companies Act 1985 from the requirement to have its accounts for the financial year ended 31 December 2005 audited.
- (b) confirm that members have not required the company to obtain an audit of its accounts for that financial year in accordance with sub-section (2) of section 249B of that Act.
- (c) acknowledge their responsibilities for:
 - (i) ensuring that the company keeps accounting records which comply with section 221 of the Companies Act 1985, and
 - (ii) preparing accounts 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 or loss for the financial year in accordance with the requirements of section 226 of that Act, and which otherwise comply with the requirements of that Act relating to accounts, so far as applicable to the company.

These financial statements were approved by the board of directors on *19 July 2006* and were signed on its behalf by:


S. Joseph
Director

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules.

Under Financial Reporting Standard 1 the company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the company in its own published consolidated financial statements.

2 Debtors

| | 2005 £ | 2004 £ |
|------------------------------------|-----------|-----------|
| Amounts owed by group undertakings | 100 | 100 |

3 Creditors: Amounts falling due within one year

| | 2005 £ | 2004 £ |
|------------------------------------|-----------|-----------|
| Amounts owed to group undertakings | 206,288 | 206,288 |

4 Called up share capital

| | 2005 £ | 2004 £ |
|---|-----------|-----------|
| Authorised | | |
| Equity: 1,000 ordinary shares of £1 each | 1,000 | 1,000 |
| Called up, allotted and fully paid | | |
| Equity: 100 ordinary shares of £1 each | 100 | 100 |

5 Ultimate parent company and post balance sheet events

Until 12 January 2006 the ultimate controlling party was Toms Gruppen A/S which is incorporated in Denmark.

The largest group in which the results of the company are consolidated is that headed by Toms Gruppen A/S, a company incorporated in Denmark. The consolidated accounts of the group are available to the public and may be obtained from Toms Gruppen A/S, DK 2750, Ballerup, Denmark.

On 12 January 2006 the shares in Tangerine Confectionery Holding Limited (formerly Toms UK Holdings Limited) were sold to a new ultimate parent company, Tangerine Confectionery Group Limited (formerly DMWSL 489 Limited), which is registered in England. Toms Gruppen A/S Denmark own a 15.5% share in Tangerine Confectionery Group Limited.