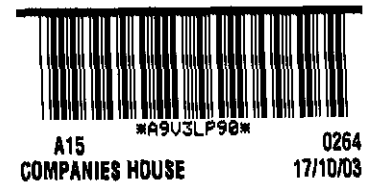


SWEET AS CANDY LIMITED

ABBREVIATED ACCOUNTS

for the period ended

31 December 2002



Company Registration No. 3822122

SWEET AS CANDY LIMITED

DIRECTORS' REPORT

The directors submit their report and financial statements of Sweet As Candy Limited for the period ended 31 December 2002.

PRINCIPAL ACTIVITIES

The principal activity of the company is artistic and literary creation.

REVIEW OF THE BUSINESS

The results for the year and the financial position at the year end were considered satisfactory by the directors.

FUTURE DEVELOPMENTS

The directors expect to see continued growth and profitability of the company over the coming year.

RESULTS AND DIVIDENDS

The trading profit for the period after taxation was £2,650,872 .

DIRECTORS

The following directors have held office since 1 January 2002:-

J T Oliver

J Oliver

DIRECTORS' INTERESTS IN SHARES

Directors' interests in the shares of the company, including family interests, were as follows:

	<i>Ordinary A shares of £ 1 each</i>	
	31.12.02	1.1.02
J T Oliver	-	100
J Oliver	-	-
	<i>Ordinary B shares of £ 1 each</i>	
	31.12.02	1.1.02
J T Oliver	-	60
J Oliver	-	40

The directors' interests in the shares of Sweet as Candy (Holdings) Limited are disclosed in the financial statements of that company.

CHARITABLE DONATIONS	2002	2001
	£	£
During the year the company made the following payments:		
Charitable donations	45,064	850

SWEET AS CANDY LIMITED

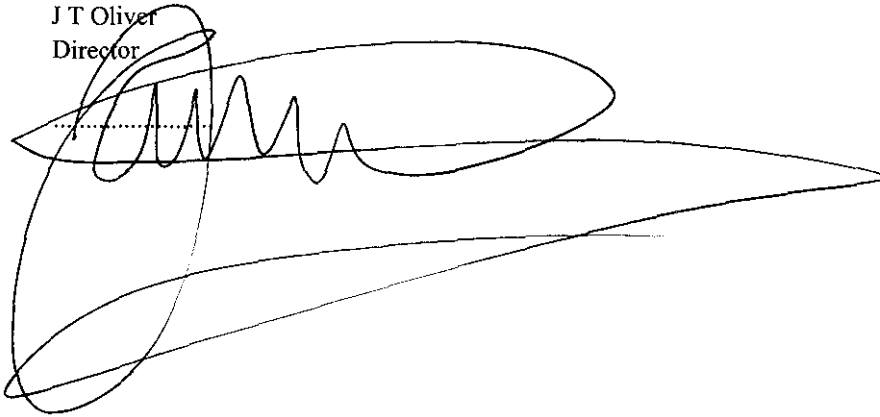
DIRECTORS' REPORT

AUDITORS

A resolution to reappoint Baker Tilly, Chartered Accountants will be put to the members at the annual general meeting.

On behalf of the board

J T Oliver
Director

A large, stylized handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke, written over the printed name and title.

8.10.03.

SWEET AS CANDY LIMITED

DIRECTORS' RESPONSIBILITIES IN THE PREPARATION OF FINANCIAL STATEMENTS

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 of the company for that period. In preparing those financial statements, the directors are required to:

- a. select suitable accounting policies and then apply them consistently;
- b. make judgements and estimates that are reasonable and prudent;
- c. 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 are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**INDEPENDENT AUDITORS' REPORT TO SWEET AS CANDY LIMITED
UNDER SECTION 247B OF THE COMPANIES ACT 1985**

We have examined the abbreviated accounts set out on pages 5 to 17, together with the financial statements of the company for the year ended 31 December 2002 prepared under section 226 of the Companies Act 1985.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

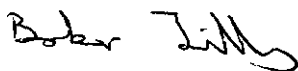
The directors are responsible for preparing the abbreviated accounts in accordance with section 246A of the Companies Act 1985. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated accounts prepared in accordance with section 246A(3) of the Act to the registrar of companies and whether the accounts to be delivered are properly prepared in accordance with those provisions and to report our opinion to you.

Basis of audit opinion

We have carried out the procedures we considered necessary to confirm, by reference to the financial statements, that the company is entitled to deliver abbreviated accounts and that the abbreviated accounts to be delivered are properly prepared. The scope of our work for the purpose of this report did not include examining or dealing with events after the date of our report on the financial statements.

Opinion

In our opinion the company is entitled to deliver abbreviated accounts prepared in accordance with section 246A(3) of the Companies Act 1985, and the abbreviated accounts on pages 5 to 17 are properly prepared in accordance with that provision.



Registered Auditor
Chartered Accountants
Marlborough House
Victoria Road South
Chelmsford
Essex CM1 1LN

8.10.03

SWEET AS CANDY LIMITED

ABBREVIATED PROFIT AND LOSS ACCOUNT

for the period ended 31 December 2002

		Year ended 31 December 2002 £	16 months ended 31 December 2001 £
	<i>Notes</i>		
Gross profit		5,043,802	4,574,949
Other operating expenses (net)	2	1,247,899	954,949
OPERATING PROFIT		3,795,903	3,620,000
Investment income	3	-	194,201
Other interest receivable and similar income	3	34,084	113,698
		3,829,987	3,927,899
Interest payable and similar charges	4	-	34
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	5	3,829,987	3,927,865
Taxation	7	1,179,115	1,218,067
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		2,650,872	2,709,798
Dividends	8	600,000	115,000
RETAINED PROFIT FOR THE PERIOD	16	2,050,872	2,594,798

The operating profit for the period arises from the company's continuing operations.

No separate Statement of Total Recognised Gains and Losses has been presented as all such gains and losses have been dealt with in the Profit and Loss Account.

SWEET AS CANDY LIMITED

BALANCE SHEET

31 December 2002

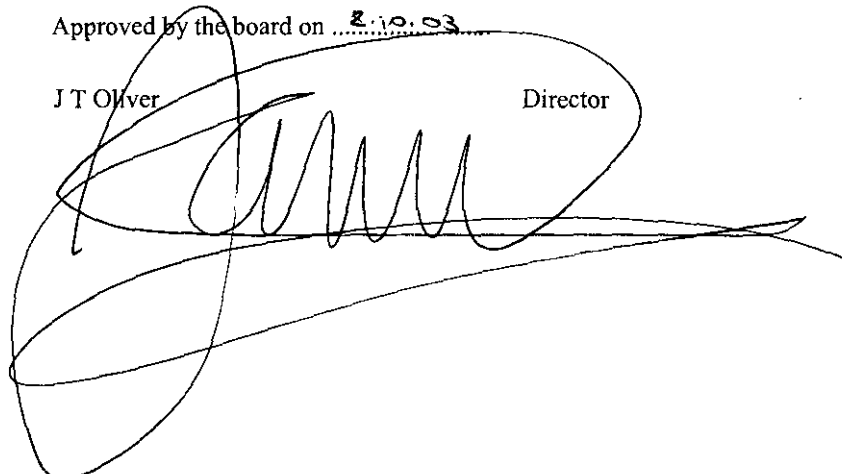
	Notes	2002 £	2001 £
FIXED ASSETS			
Tangible assets	9 and 10	3,715,714	3,004,834
Investments	11	851	751
		<u>3,716,565</u>	<u>3,005,585</u>
CURRENT ASSETS			
Stocks	12	10,000	10,699
Debtors	13	1,731,905	202,758
Cash at bank and in hand		1,066,633	1,544,990
		<u>2,808,538</u>	<u>1,758,447</u>
CREDITORS: Amounts falling due within one year	14	1,499,096	1,788,897
NET CURRENT ASSETS/(LIABILITIES)		<u>1,309,442</u>	<u>(30,450)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>5,026,007</u>	<u>2,975,135</u>
CAPITAL AND RESERVES			
Called up share capital	15	200	200
Profit and loss account	16	5,025,807	2,974,935
SHAREHOLDERS' FUNDS	17	<u>5,026,007</u>	<u>2,975,135</u>

These abbreviated accounts have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to medium-sized companies.

Approved by the board on 2.10.03

J T Oliver

Director



SWEET AS CANDY LIMITED

CASH FLOW STATEMENT

for the period ended 31 December 2002

		Year ended 31 December 2002 £	16 Months ended 31 December 2001 £
	Notes		
NET CASH INFLOW FROM OPERATING ACTIVITIES	18	2,600,412	3,882,414
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE			
Interest received		34,084	113,698
Interest paid		-	(34)
Net cash inflow for returns on investments and servicing of finance		34,084	113,664
TAXATION		(1,744,725)	(231,763)
CAPITAL EXPENDITURE AND FINANCIAL INVESTMENT			
Payments to acquire tangible assets		(768,028)	(2,656,526)
Payments to acquire investments		-	(1,000)
Receipts from sales of tangible assets		-	800
Receipts from sales of investments		-	194,450
Net cash outflow for capital expenditure		(768,028)	(2,462,276)
ACQUISITIONS AND DISPOSALS			
Purchase of subsidiary undertakings (net of cash acquired)		(100)	-
Net cash outflow for acquisitions and disposals		(100)	-
EQUITY DIVIDENDS PAID		(600,000)	(115,000)
Net cash (outflow)/inflow before management of liquid resources and financing		(478,357)	1,187,039
FINANCING			
Issue of ordinary share capital		-	100
Net cash (outflow)/inflow from financing		-	100
(DECREASE)/INCREASE IN CASH IN THE YEAR		(478,357)	1,187,139

SWEET AS CANDY LIMITED

ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The financial statements have been prepared under the historical cost convention.

TANGIBLE FIXED ASSETS

Fixed assets are stated at historical cost less depreciation.

Depreciation is provided on all tangible fixed assets other than freehold land and investment properties at rates calculated to write each asset down to its estimated residual value evenly over its expected useful life, as follows:

Freehold buildings	2% Straight line
Fixtures, fittings & equipment	15% Straight line.
Motor vehicles	20% Straight line.

INVESTMENT PROPERTIES

Investment properties are included in the balance sheet at their open market value and no depreciation is provided on them.

Although this accounting policy is in accordance with the applicable accounting standard, SSAP 19, Accounting for investment properties, it is a departure from the general requirement of the Companies Act 1985 for all tangible assets to be depreciated. In the opinion of the directors compliance with the standard is necessary for the financial statements to give a true and fair view. Depreciation or amortisation is only one of many factors reflected in the annual valuation and the amount of this which might otherwise have been charged cannot be separately identified or quantified.

INVESTMENTS

Fixed asset investments are stated at cost less provision for diminution in value.

STOCK

Stock is valued at the lower of cost and net realisable value. Net realisable value is based upon estimated selling price less further costs expected to be incurred to completion and disposal. Provision is made for obsolete and slow-moving items.

DEFERRED TAXATION

The accounting policy in respect of deferred tax has been changed to reflect the requirements of FRS19 - Deferred tax. Deferred tax is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted.

The above amounts to a change in accounting policy. The previous policy was to provide deferred tax only to the extent that it was probable that liabilities would crystallise in the foreseeable future.

The adoption of the standard has not required a prior period adjustment. If the new policy had been in place in the previous period no liability would have been recognised as the conditions for recognition would not have been satisfied.

LEASED ASSETS

The annual rentals on 'operating leases' are charged to the profit and loss account on a straight line basis over the lease term.

PENSIONS CONTRIBUTIONS

The pension costs charged in the financial statements represent the contributions payable by the company during the period.

GROUP ACCOUNTS

The company and its subsidiary undertaking comprise a medium-sized group. The company has therefore taken advantage of the exemptions provided by section 248 of the Companies Act 1985 not to prepare group accounts.

TURNOVER

Turnover represents the invoiced value, net of Value Added Tax, of goods sold and services provided to customers.

ROYALTIES

Royalties received by the company or by its agent in the year are recorded as turnover in the financial statements.

SWEET AS CANDY LIMITED
NOTES TO THE ABBREVIATED ACCOUNTS
for the period ended 31 December 2002

1. TURNOVER AND PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

The company's turnover and profit before taxation were all derived from its principal activity wholly undertaken in the United Kingdom.

2. OTHER OPERATING EXPENSES (NET)	2002 £	2001 £
Administrative expenses	1,323,995	960,849
Other operating income	(76,096)	(5,900)
	<u>1,247,899</u>	<u>954,949</u>
3. INVESTMENT INCOME	2002 £	2001 £
Profit on disposal of unlisted investments	-	194,201
Bank interest	34,084	113,589
Other interest	-	109
	<u>34,084</u>	<u>307,899</u>
4. INTEREST PAYABLE	2002 £	2001 £
On bank loans and overdrafts	-	34
5. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	2002 £	2001 £
Profit on ordinary activities before taxation is stated after charging/(crediting):		
Depreciation of tangible assets:		
Charge for the year:		
owned assets	57,148	25,921
Operating lease rentals:		
Land and buildings	-	1,200
Auditors' remuneration	12,000	10,000
	<u>12,000</u>	<u>10,000</u>

SWEET AS CANDY LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) for the period ended 31 December 2002

6. EMPLOYEES

The average monthly number of persons (including directors) employed by the company during the period was:	2002 No.	2001 No.
Administration	7	5
Directors	2	2
	<u>9</u>	<u>7</u>
	£	£
Staff costs for the above persons:		
Wages and salaries	500,929	347,683
Social security costs	46,108	32,491
Other pension costs	48,360	62,794
	<u>595,397</u>	<u>442,968</u>

DIRECTORS' REMUNERATION	2002 £	2001 £
Emoluments for qualifying services	340,246	242,778
Company pension contributions to money purchase schemes	32,345	61,977
	<u>372,591</u>	<u>304,755</u>

The number of directors for whom retirement benefits are accruing under money purchase pension schemes amounted to 2 (2001 - 2).

Emoluments disclosed above include the following amounts paid to the highest paid director:

Emoluments for qualifying services	235,059	130,716
Company pension contributions to money purchase schemes	16,173	30,989

SWEET AS CANDY LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) for the period ended 31 December 2002

7. TAXATION	2002 £	2001 £
Domestic current year tax		
U.K. corporation tax	1,175,000	1,217,000
Adjustment for prior years	(898)	-
Overseas tax	5,013	1,067
	<u>1,179,115</u>	<u>1,218,067</u>
Current tax charge		
Factors affecting the tax charge for the year		
Profit on ordinary activities before taxation	3,829,987	3,927,865
	<u>3,829,987</u>	<u>3,927,865</u>
Profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 30.00 % (2001 : 30.00 %)	1,148,996	1,178,360
	<u>1,148,996</u>	<u>1,178,360</u>
Effects of:		
Non deductible expenses	16,152	6,500
Capital allowances in excess of depreciation	(1,336)	(6,276)
Foreign tax adjustments	5,013	-
Adjustments to previous periods	(898)	-
Chargeable disposals	-	37,865
Other tax adjustments	11,188	1,618
	<u>30,119</u>	<u>39,707</u>
Current tax charge	<u>1,179,115</u>	<u>1,218,067</u>
8. DIVIDENDS	2002 £	2001 £
Ordinary:		
Interim paid - £3,000 (2001 - £575)	<u>600,000</u>	<u>115,000</u>

SWEET AS CANDY LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED)

for the period ended 31 December 2002

9. TANGIBLE FIXED ASSETS

	<i>Freehold buildings</i>	<i>Fixtures, fittings & equipment</i>	<i>Motor vehicles</i>	<i>Total</i>
	£	£	£	£
Cost				
1 January 2002	1,079,875	89,998	73,849	1,243,722
Additions	366,420	96,703	15,750	478,873
	<u>1,446,295</u>	<u>186,701</u>	<u>89,599</u>	<u>1,722,595</u>
31 December 2002				
Depreciation				
1 January 2002	6,282	11,436	11,510	29,228
Charge in the period	18,764	22,564	15,820	57,148
	<u>25,046</u>	<u>34,000</u>	<u>27,330</u>	<u>86,376</u>
31 December 2002				
Net book value				
31 December 2002	<u>1,421,249</u>	<u>152,701</u>	<u>62,269</u>	<u>1,636,219</u>
31 December 2001	<u>1,073,593</u>	<u>78,562</u>	<u>62,339</u>	<u>1,214,494</u>

10. TANGIBLE FIXED ASSETS

	<i>Investment properties</i>
	£
Cost	
1 January 2002	1,790,340
Additions	289,155
	<u>2,079,495</u>
31 December 2002	

SWEET AS CANDY LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) for the period ended 31 December 2002

11. FIXED ASSET INVESTMENTS

	<i>Shares in group undertakings</i>
	£
Cost	
1 January 2002	751
Additions	100
	<hr/>
31 December 2002	851
	<hr/>

In the opinion of the directors the aggregate value of the company's investment in subsidiary undertakings is not less than the amount included in the balance sheet.

Holdings of more than 20%

The company holds more than 20% of the share capital of the following companies:

<i>Company</i>	<i>Country of registration or incorporation</i>	<i>Shares held</i>	
		<i>Class</i>	%
Subsidiary undertakings			
Fresh One Productions Limited	United Kingdom	Ordinary	75
Fresh Hampers Limited	United Kingdom	Ordinary	100

The aggregate amount of capital and reserves and the results of these undertakings for the last relevant financial year were as follows:

	<i>Capital and reserves</i>	<i>Profit/(loss) for the year</i>
	£	£
Fresh One Productions Limited	(24,651)	115,618
Fresh Hampers Limited	(11,845)	2,442
	<hr/>	<hr/>

12. STOCKS

	2002	2001
	£	£
Finished goods and goods for resale	10,000	10,699
	<hr/>	<hr/>

SWEET AS CANDY LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) for the period ended 31 December 2002

13 . DEBTORS	2002 £	2001 £
Trade debtors	489,848	21,749
Amounts owed by parent and fellow subsidiary undertakings	131,668	249
Other debtors	1,074,939	57,228
Prepayments and accrued income	35,450	123,532
	<u>1,731,905</u>	<u>202,758</u>

Amounts falling due after more than one year and included in the debtors above are:

	2002 £	2001 £
Other debtors	<u>690,694</u>	<u>-</u>

14 . CREDITORS: Amounts falling due within one year	2002 £	2001 £
Trade creditors	10,043	-
Corporation tax	605,000	1,170,610
Other taxes and social security costs	115,526	140,103
Directors' current accounts	174,215	31,236
Other creditors	15,163	24,000
Accruals and deferred income	579,149	422,948
	<u>1,499,096</u>	<u>1,788,897</u>

15 . SHARE CAPITAL	2002 £	2001 £
Authorised:		
500,000 Ordinary A shares of £ 1 each	500,000	500,000
500,000 Ordinary B shares of £ 1 each	500,000	500,000
	<u>1,000,000</u>	<u>1,000,000</u>
Allotted, issued and fully paid:		
100 Ordinary A shares of £ 1 each	100	100
100 Ordinary B shares of £ 1 each	100	100
	<u>200</u>	<u>200</u>

The 'B' ordinary shares do not carry voting rights. They rank pari passu with 'A' ordinary shares in all other respects.

SWEET AS CANDY LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) for the period ended 31 December 2002

16. STATEMENT OF MOVEMENT ON RESERVES

	<i>Profit and loss account £</i>
1 January 2002	2,974,935
Retained profit for the period	2,050,872
	<hr/>
31 December 2002	<u>5,025,807</u>

17. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2002 £	2001 £
Profit for the financial period	2,650,872	2,709,798
Dividends	(600,000)	(115,000)
	<hr/>	<hr/>
	2,050,872	2,594,798
Proceeds from issue of shares	-	100
	<hr/>	<hr/>
Net addition to shareholders' funds	2,050,872	2,594,898
Opening shareholders' funds	2,975,135	380,237
	<hr/>	<hr/>
Closing shareholders' funds	<u>5,026,007</u>	<u>2,975,135</u>

SWEET AS CANDY LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) for the period ended 31 December 2002

18 . CASH FLOWS		2002	2001		
		£	£		
a.	Reconciliation of operating profit to net cash inflow from operating activities				
	Operating profit	3,795,903	3,620,000		
	Depreciation of tangible assets	57,148	25,921		
	Decrease/(increase) in stocks	699	(10,699)		
	Increase in debtors	(1,529,147)	(179,367)		
	Increase in creditors within one year	275,809	426,559		
	Net cash inflow from operating activities	<u>2,600,412</u>	<u>3,882,414</u>		
b.	Analysis of net funds	1 January 2002	Cash flow	Other non-cash changes	31 December 2002
		£	£	£	£
	Net cash:				
	Cash at bank and in hand	<u>1,544,990</u>	<u>(478,357)</u>	<u>-</u>	<u>1,066,633</u>
	Bank deposits	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
	Net funds	<u>1,544,990</u>	<u>(478,357)</u>	<u>-</u>	<u>1,066,633</u>
c.	Reconciliation of net cash flow to movement in net debt		2002	2001	
			£	£	
	(Decrease)/increase in cash in the year		<u>(478,357)</u>	<u>1,187,139</u>	
	Movement in net funds in the year		(478,357)	1,187,139	
	Opening net funds		1,544,990	357,851	
	Closing net funds		<u>1,066,633</u>	<u>1,544,990</u>	
19 . CAPITAL COMMITMENTS			2002	2001	
			£	£	
Capital expenditure contracted for but not provided in the financial statements			-	150,000	

20. CONTINGENT LIABILITIES

The company is contingently liable in respect of a bank cross guarantee deposit with Fresh Hampers Limited. The indebtedness of Fresh Hampers Limited to the bank at the 31 December 2002 amounted to £nil (2001 - £271,509).

The company is contingently liable in respect of a group VAT agreement with Fresh One Productions Limited. At 31 December 2002 Fresh One Productions Limited did not have a VAT liability (2001 - £nil).

The company is contingently liable in respect of monies owed by Fifteen Restaurant Limited (formerly Cheeky Chops Limited) to Barclays Bank Plc. Barclays Bank Plc have a legal charge over the company's freehold property in this respect. The indebtedness of Fifteen Restaurant Limited to the bank at the 31 December 2002 amounted to £666,394.

SWEET AS CANDY LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED)
for the period ended 31 December 2002

21 . PENSION COMMITMENTS

DEFINED CONTRIBUTION

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund.

	2002	2001
	£	£
Contributions payable by the company for the year	48,360	62,794

22 . ULTIMATE PARENT COMPANY

The ultimate parent company is Sweet As Candy (Holdings) Limited, a company registered in England.