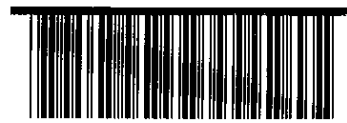


CWS (No.8) Limited

Directors' report and financial
statements

Registered Number 6123

12 January 2002



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Contents

Directors' report	1
Statement of directors' responsibilities	2
Report of the independent auditors to the members of CWS (No.8) Limited	3
Profit and loss account	4
Statement of total recognised gains and losses	4
Balance sheet	5
Notes	6-7

Directors' report

The directors present their annual report and the audited financial statements for the year ended 12 January 2002.

Principal activity

The principal activity of the company is the supply of non alcoholic beverages.

Business review

During the current financial year the company did not trade as it is not expected to recommence trading in the coming year.

Dividend

The directors do not recommend the payment of a dividend (2000: £Nil).

Directors and directors' interests

The directors who held office during the year were as follows:

CWS (No.1) Limited
D H Wellens (Resigned 10 January 2002)
NJ Perrin (Appointed 10 January 2002)

None of the directors who held office at the end of the financial year had any beneficial interest in the company although CWS (No.1) Limited held seven hundred ordinary £1 shares as a nominee of the parent body throughout the period under review.

According to the register of directors' interests, no rights to subscribe for shares in or debentures of the company were granted to any of the directors or their immediate families, or exercised by them, during the financial year.

Subsequent events

No significant events have occurred since the conclusion of the financial year.

Elective Regime

The company has passed Elective Resolutions in accordance with the Companies Act 1985 (as amended by the Companies Act 1989). These have the effect of dispensing with the holding of Annual General Meetings, the laying of accounts at such meetings and the annual re-appointment of auditors.

By order of the board



CJ Wood
For and on behalf of
CWS (No.2) Limited
Secretary

9/5/02

Registered office
Robert Owen House
87 Bath Street, Glasgow, G2 2EE

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 of the company 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 a 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 any other irregularities.



KPMG Audit Plc

St James' Square
Manchester M2 6DS
United Kingdom

Report of the independent auditor to the members of CWS (No.8) Limited

We have audited the financial statements on pages 4 to 7.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the directors' report and, as described on page 2, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

Basis of audit opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 12 January 2002 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG Audit Plc

28/1/02

KPMG Audit Plc
Chartered Accountants
Registered Auditor

Profit and loss account

for the year ended 12 January 2002

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

Statement of total recognised gains and losses

for the year ended 12 January 2002

There were no gains or losses recognised in the year other than those passing through the profit and loss account.

Balance sheet

at 12 January 2002

	<i>Note</i>	2001 £	2000 £
Current assets			
Debtors	5	6,363	6,363
		<hr/>	<hr/>
Net assets		6,363	6,363
		<hr/>	<hr/>
Capital and reserves			
Called up share capital	6	5,941	5,941
Capital reserves		422	422
		<hr/>	<hr/>
Shareholders' funds	7	6,363	6,363
		<hr/>	<hr/>
		2001 £	2000 £
Shareholders' funds represent:			
Equity		3,463	3,463
Non equity		2,900	2,900
		<hr/>	<hr/>
		6,363	6,363
		<hr/>	<hr/>

These financial statements were approved by the board of directors on 9.5.2002 and were signed on its behalf by:



KA Whittaker

For and on behalf of CWS (No.1) Limited
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.

Related party transactions

The company has taken advantage of the exemption not to disclose details regarding transactions with other group undertakings as permitted by Financial Reporting Standard 8, as the company is a wholly owned subsidiary. The results of the company have been consolidated in the group financial statements which are publicly available.

2 Accounting date

The financial statements of the company are made up for the 52 weeks to 12 January 2002. Since the financial period is virtually co-terminous with the calendar year 2001, this financial year's figures are headed 2001 and the corresponding figures for the previous year (which covered 53 weeks) are headed 2000.

3 Remuneration of directors

The directors received no remuneration during the year (2000: £Nil).

4 Staff numbers and costs

There were no employees or associated costs during the year.

5 Debtors

	2001 £	2000 £
Amounts owed by parent undertaking	6,363	6,363

Notes (continued)

6 Called up share capital

	2001 £	2000 £
<i>Authorised</i>		
Ordinary shares of £1 each	3,500	3,500
4.2% cumulative preference shares	3,500	3,500
	<hr/> 7,000	<hr/> 7,000
<i>Allotted, called up and fully paid</i>		
Ordinary shares of £1 each	3,041	3,041
4.2% cumulative preference shares	2,900	2,900
	<hr/> 5,941	<hr/> 5,941

7 Movement in shareholders' funds

	2001 £	2000 £
At beginning and end of year	6,363	6,363

8 Ultimate parent organisation

The company is a wholly owned subsidiary undertaking of Co-operative Group (CWS) Limited, an Industrial and Provident Society registered in England and Wales. The consolidated accounts of this society are available to the public and may be obtained from New Century House, PO Box 53, Manchester, M60 4ES.