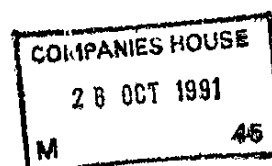


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BASSETT CONFECTIONERY LIMITED

REPORT AND ACCOUNTS

29 DECEMBER 1990



BASSETT CONFECTIONERY LIMITED
DIRECTORS' REPORT

The directors present their annual report and the audited accounts for the 12 months period ended 29 December 1990. The comparative figures cover the 9 month period ended 30 December 1989.

ACTIVITY

During the period the company sold its investment in Bassett Confectionery Deutschland GmbH to Cadbury Schweppes Overseas Limited, a subsidiary of the company's ultimate holding company, Cadbury Schweppes plc.

DIRECTORS

The following were directors of the company during the period.

D G Wellings	Appointed 1.6.90
B E Creed	
S Dodds	Resigned 1.6.90
P A Green	Appointed 9.4.90 Resigned 1.6.90

D G Wellings was a director of the ultimate holding company, Cadbury Schweppes plc, and his interests are disclosed in that company's accounts.

The interests as defined in the Companies Act 1985 of other directors at 29 December 1990 were as follows:-

<u>Cadbury Schweppes Ordinary Shares</u>	
<u>of 25p - fully paid</u>	
<u>29 Dec 1990</u>	<u>30 Dec 1989</u>

B E CREED	944	-
-----------	-----	---

The following director has been granted future options under Cadbury Schweppes plc savings related share option schemes:

<u>Ordinary shares of 25p</u>	
<u>29 Dec 1990</u>	<u>30 Dec 1989</u>

B E CREED	5,532	-
-----------	-------	---

The following director has been granted future options under a Cadbury Schweppes plc share option scheme for directors and senior executives.

<u>Ordinary shares of 25p</u>	
<u>29 Dec 1990</u>	<u>30 Dec 1989</u>

B E CREED	44,000	-
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DIRECTORS' REPORT (Cont'd)

At no time during the period has any director been materially interested in any contract with any company in the group, which was significant in relation to the business of any such company.

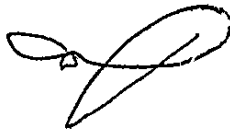
None of the directors had an interest in the shares of the company at 29 December 1990.

CLOSE COMPANY STATUS

The company is not a close company within the provisions of the income and Corporation Taxes Act 1988 and there has been no change in this respect since 30 December 1989.

AUDITORS

A resolution to reappoint Coopers and Lybrand Deloitte as the company's auditors will be proposed at the annual general meeting.

A handwritten signature, possibly of a director or board member, consisting of a stylized, cursive 'S' or 'L' shape with a small loop at the end.

By order of the Board

28 February 1991

REPORT OF THE AUDITORS TO THE MEMBERS

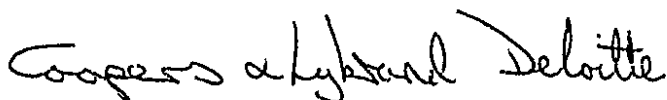
OF

BASSETT CONFECTIONERY LIMITED

We have audited the the financial statements on pages 4 to 7 in accordance with Auditing Standards.

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 29 December 1990 and of the result of the company for the year then ended, and have been properly prepared in accordance with the Companies Act 1985.

The financial statements do not specify the manner in which the operations of the company have been financed or in which its financial resources have been used during the year as required by Statement of Standard Accounting Practice No. 10.

A handwritten signature in cursive script that reads "Coopers & Lybrand Deloitte".

COOPERS & LYBRAND DELOITTE
Chartered Accountants
London

28 February 1991

BASSETT CONFECTIONERY LIMITED

PROFIT AND LOSS ACCOUNT

12 months ended 29 December 1990

	Notes	29 Dec 1990 £	30 Dec 1989 (9 months) £
Disposal of investment			
Proceeds		47,339	5,833,000
Net book value of investment	3	(47,339)	(2,269,086)
		<hr/>	<hr/>
		-	3,563,914
Movement on provision against investments	3	-	102,700
Dividend received from subsidiary		-	17,002
		<hr/>	<hr/>
Profit for the period before taxation		-	3,683,616
 Profit and loss account brought forward		 2,540,945	 (1,142,671)
		<hr/>	<hr/>
Profit and loss account carried forward		2,540,945	2,540,945
		<hr/>	<hr/>

The notes on page 6 and 7 form part of these accounts.

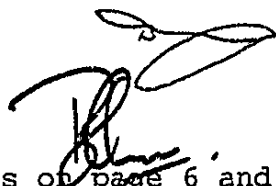
Auditor's report page 3.

BASSETT CONFECTIONERY LIMITED

BALANCE SHEET - 29 DECEMBER 1990

	Notes	29 Dec 1990 £	30 Dec 1989 £
FIXED ASSETS			
Investments	3	-	47,339
CURRENT ASSETS			
Amount due from group companies		5,897,341	5,850,002
CURRENT LIABILITIES: Amounts falling due within one year Amount due to Trebor Bassett Holdings Limited and fellow subsidiary companies		(3,353,296)	(3,353,296)
NET CURRENT ASSETS		2,544,045	2,496,706
TOTAL ASSETS LESS CURRENT LIABILITIES		2,544,045	2,544,045
PROVISIONS FOR LIABILITIES AND CHARGES	3	(3,000)	(3,000)
		2,541,045	2,541,045
CAPITAL AND RESERVES			
Called up share capital	4	100	100
Profit and loss account		2,540,945	2,540,945
		2,541,045	2,541,045

These accounts were approved by the board on 28 February 1991.



)
) Directors
)

The notes on page 6 and 7 form part of these accounts.

Auditors' report page 3.

BASSETT CONFECTIONERY LIMITED

ACCOUNTING POLICIES AND NOTES TO THE ACCOUNTS

12 months ended 29 December 1990

NOTES TO THE ACCOUNTS

1. ACCOUNTING POLICIES

Accounting Convention

The accounts are prepared under the historical cost convention and in accordance with applicable accounting standards.

Basis of Investment Valuation

Investments are stated at the lower of cost and net asset value.

2. DIRECTORS' EMOLUMENTS

The directors, as at 29 December 1990, were remunerated by the ultimate holding company, Cadbury Schweppes plc, in respect of their services to Bassett Confectionery Limited. No emoluments were paid to them by Bassett Confectionery Limited.

3. INVESTMENT HELD AS FIXED ASSETS

	<u>Cost</u> £	<u>Provision</u> £	<u>Net</u> £
Balance at 31 Dec 1989	446,567	(399,228)	47,339
Disposals at cost	(47,339)	-	(47,339)
	<hr/>	<hr/>	<hr/>
Balance at 29 Dec 1990	399,228	(399,228)	-
	<hr/>	<hr/>	<hr/>

Any excess of provisions over cost on individual investments is shown separately under "provisions for liabilities and charges". In the opinion of the directors, the value of investments in subsidiary companies is not less than that stated in the balance sheet.

At the balance sheet date, the subsidiary company was:

Wilkinson Spitz Limited (incorporated in the USA)

4. CALLED UP SHARE CAPITAL

	<u>29 Dec</u> <u>1990</u> £	<u>30 Dec</u> <u>1989</u> £
<u>Ordinary shares of £1 each</u>		
Authorised, allotted and fully paid	<u>100</u>	<u>100</u>

5. ULTIMATE HOLDING COMPANY

The company's ultimate holding company is Cadbury Schweppes plc, incorporated in Great Britain.