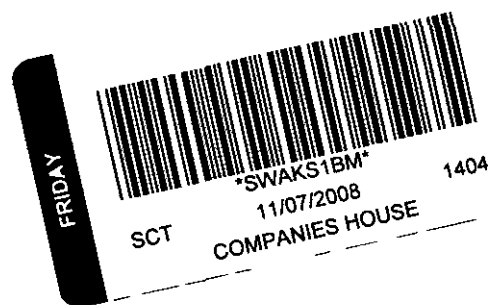


REGISTRAR

Company Registration No. SC227840 (Scotland)

WALTER BLACK (MANUFACTURING) LIMITED
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2007



WALTER BLACK (MANUFACTURING) LIMITED

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WALTER BLACK (MANUFACTURING) LIMITED

COMPANY INFORMATION

Directors	Walter C Black Stuart S Black
Secretary	Walter C Black
Company number	SC227840
Registered office	3 Drumhead Road Glasgow G32 8EX
Auditors	Wylie & Bisset 168 Bath Street Glasgow G2 4TP
Bankers	The Royal Bank of Scotland plc 1304 Duke Street Parkhead Glasgow G31 5PZ
Solicitors	Adie Hunter 15 Newton Terrace Glasgow G3 7PJ

WALTER BLACK (MANUFACTURING) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2007

The directors present their report and financial statements for the year ended 30 September 2007

Principal activities and review of the business

The principal activity of the company is holding of shares in the trading subsidiaries of the Walter Black Group

Directors

The following directors have held office since 1 October 2006

Walter C Black
Stuart S Black

Directors' interests

The directors' interests in the shares of the company were as stated below

Ordinary shares of £1 each	
30 September 2007	30 September 2006

Walter C Black
Stuart S Black

Interests of Directors in office at date of this report in the share capital of the ultimate parent company, Walter Black (Holdings) Limited are disclosed in the accounts of that company

Auditors

In accordance with section 385 of the Companies Act 1985 a resolution proposing that Wylie & Bisset be reappointed as auditors of the company will be put to the Annual General Meeting

WALTER BLACK (MANUFACTURING) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2007

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,
- 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.

Statement of disclosure to auditor

(a) so far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware, and

(b) they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

On behalf of the board



Walter C Black

Secretary

17 December 2007

WALTER BLACK (MANUFACTURING) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF WALTER BLACK (MANUFACTURING) LIMITED

We have audited the financial statements of Walter Black (Manufacturing) Limited for the year ended 30 September 2007 set out on pages 4 to 10

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

As described in the Statement of Directors' Responsibilities on page 2 the company's directors are responsible for the preparation of financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

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, and whether in our opinion the information given in the directors' report is consistent with the financial statements. We also report to you if, in our opinion, 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 other transactions is not disclosed.

We read the directors' report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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 in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 30 September 2007 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985, and the information given in the directors' report is consistent with the financial statements.

Wylie & Bisset

Wylie & Bisset

17 December 2007

Chartered Accountants
Registered Auditor

168 Bath Street
Glasgow
G2 4TP

WALTER BLACK (MANUFACTURING) LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 NOVEMBER 2007

	Notes	2007 £	2006 £
Administration expenses		(268,825)	(147,157)
Operating loss	2	(268,825)	(147,157)
Investment income	3	627,860	231,355
Interest payable and similar charges		(49,822)	(56,926)
Profit on ordinary activities before taxation		309,213	27,272
Tax on profit on ordinary activities	4	0	0
Profit on ordinary activities after taxation	12	309,213	27,272

The profit and loss account has been prepared on the basis that all operations are continuing operations

There are no recognised gains and losses other than those passing through the profit and loss account

WALTER BLACK (MANUFACTURING) LIMITED

**BALANCE SHEET
AS AT 30 SEPTEMBER 2007**

	Notes	2007		2006	
		£	£	£	£
Fixed assets					
Intangible fixed assets	5		725,889		775,078
Investments	6		329,113		549,720
			<u>1,055,002</u>		<u>1,324,798</u>
Current assets					
Debtors	7	1,500		1,500	
		<u>1,500</u>		<u>1,500</u>	
Creditors: amounts falling due within one year	8	(84,380)		(365,184)	
Net current assets			(82,880)		(363,684)
Total assets less current liabilities			<u>972,122</u>		<u>961,114</u>
Creditors amounts falling due after more than one year	9		(544,597)		(842,802)
			<u>427,525</u>		<u>118,312</u>
Capital and reserves					
Called up share capital	10		1		1
Profit and loss account	11		427,524		118,311
Shareholders' funds			<u>427,525</u>		<u>118,312</u>

The financial statements were approved by the Board on 17 December 2007

Walter C Black
Director



WALTER BLACK (MANUFACTURING) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2007

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention

1.2 Goodwill

Acquired goodwill is written off in equal annual instalments over its estimated useful economic life

1.3 Investments

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

1.4 Deferred taxation

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

1.5 Group accounts

The financial statements present information about the company as an individual undertaking and not about its group. The company and its subsidiary undertakings 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

2 Operating loss	2007	2006
	£	£
Operating loss is stated after charging		
Amortisation of intangible assets	49,189	49,189
Provision on investments	220,607	97,936
Auditors' remuneration	(1,000)	
	<hr/>	<hr/>
3 Investment income	2007	2006
	£	£
Income from shares in group undertakings	627,860	231,355
	<hr/>	<hr/>

WALTER BLACK (MANUFACTURING) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2007**

4 Taxation	2007	2006
	£	£
Factors affecting the tax charge for the year		
Profit on ordinary activities before taxation	309,213	27,272
	<hr/>	<hr/>
Profit on ordinary activities before taxation multiplied by standard rate of corporation tax of 30% (2006 19%)	92,764	5,182
	<hr/>	<hr/>
Effects of Other tax adjustments	(92,764)	(5,182)
	<hr/>	<hr/>
	(92,764)	(5,182)
	<hr/>	<hr/>
Current tax charge	0	0
	<hr/>	<hr/>

5 Intangible fixed assets	Goodwill
	£
Cost	
At 1 October 2006	983,786
Additions	0
Disposals	
	<hr/>
At 30 September 2007	983,786
	<hr/>
Amortisation	
At 1 October 2006	208,708
Charge for the year	49,189
	<hr/>
At 30 September 2007	257,897
	<hr/>
Net book value	
At 30 September 2007	725,889
	<hr/>
At 30 September 2006	775,078
	<hr/>

The goodwill arose on the acquisition by the company of the entire issued share capital of Taylors Speciality Foods Limited and AMB Products Limited

WALTER BLACK (MANUFACTURING) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2007**

6 Fixed assets investments

	Shares in group undertakings and participating interests £
Cost	
At 1 October 2006 & 30 September 2007	772,355
Provisions for diminution in value	
At 1 October 2006	222,635
Charge for the year	220,607
At 30 September 2007	443,242
Net book value	
At 30 September 2007	329,113
At 30 September 2006	549,720

Holdings of more than 20%

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

Company	Country of registration or incorporation	Class	Shares held %
Subsidiary undertakings			
Walter Black Foods Limited	Scotland	Ordinary	100
Taylor's Speciality Foods Limited	England	Ordinary	100
AMB Products Limited	England	Ordinary	100

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

	Principal activity	Capital and reserves 2007 £	Profit (Loss) for the year 2007 £
Walter Black Foods Limited	Manufacture of pickles, sauces etc	1,900,779	(19,372)
Taylor's Speciality Foods Limited	Manufacture of speciality foods	0	0
AMB Products Limited	Manufacture of household products	329,113	111,940

WALTER BLACK (MANUFACTURING) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2007**

7 Debtors	2007	2006
	£	£
Amounts owed by group undertakings and undertakings in which the company has a participating interest	1,500	1,500
	<u>1,500</u>	<u>1,500</u>
8 Creditors: amounts falling due within one year	2007	2006
	£	£
Bank loans and overdrafts	66,381	108,626
Amounts owed to group undertakings and undertakings in which the company has a participating interest	16,499	254,058
Other creditors	1,500	2,500
	<u>84,380</u>	<u>365,184</u>
9 Creditors. amounts falling due after more than one year	2007	2006
	£	£
Bank loans	544,597	842,802
	<u>544,597</u>	<u>842,802</u>
Analysis of loans		
Total repayable	610,978	951,428
Included in current liabilities	(66,381)	(108,626)
	<u>544,597</u>	<u>842,802</u>
Loan maturity analysis		
Between one and two years	71,004	115,039
Between two and five years	244,076	387,496
In five years or more	229,517	340,267
	<u>544,597</u>	<u>842,802</u>

WALTER BLACK (MANUFACTURING) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2007

10 Share Capital	2007 £	2006 £
Authorised 15,000 Ordinary shares of £1 each	15,000	15,000
Allotted, called up and fully paid 1 Ordinary shares of £1 each	1	1

11 Statement of movements on profit and loss account

	Profit and loss account £
Balance at 1 October 2006	118,311
Retained profit for the year	309,213
Balance at 30 September 2007	427,524

12 Reconciliation of movements in shareholders' funds

	2007 £	2006 £
Profit for the financial year	309,213	27,272
Opening shareholders' funds	118,312	91,040
Closing shareholders' funds	427,525	118,312

13 Contingent liabilities

The Royal Bank of Scotland plc holds a cross corporate guarantee for "All sums" for Walter Black (Manufacturing) Limited, Walter Black Foods Limited and Taylors Speciality Foods Limited

14 Control

The ultimate parent company is Walter Black (Holdings) Limited, a company registered in Scotland

15 Related party transactions

Creditors includes £16,499 payable to Walter Black (Holdings) Limited

The company received £627,860 (2006 £231,355) of dividends from its subsidiary companies