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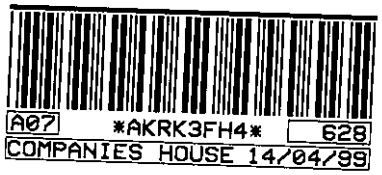
ERNST & YOUNG

UNIQUE INGREDIENTS LIMITED

FILED FINANCIAL STATEMENTS

FOR THE PERIOD ENDED

30 APRIL 1998



UNIQUE INGREDIENTS LIMITED

FILED FINANCIAL STATEMENTS
for the period ended 30 April 1998

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AUDITORS' SPECIAL REPORT TO THE DIRECTORS OF UNIQUE INGREDIENTS LIMITED PURSUANT TO SECTION 18(3) OF THE COMPANIES (AMENDMENT) ACT, 1986

On 24 February 1999, we reported, as auditors of Unique Ingredients Limited, to the directors of the company on the copy of the abridged financial statements for the year ended 30 April 1998 on pages 4 to 6 and our report was as follows:

"We have examined:

(i) the abridged financial statements for the year ended 30 April 1998 on pages 4 to 6 which the directors of Unique Ingredients Limited propose to annex to the annual return of the company; and

(ii) the financial statements to be laid before the annual general meeting, which form the basis for those abridged financial statements.

Respective responsibilities of directors and auditors
It is the responsibility of the directors to prepare properly the abridged financial statements. It is our responsibility to form an independent opinion on those abridged financial statements and to report our opinion to you.

Basis of opinion
The scope of our work for the purpose of this report was limited to confirming that the directors are entitled to annex abridged financial statements to the annual return and that those abridged financial statements have been properly prepared, pursuant to Sections 10 to 12 of the Companies (Amendment) Act, 1986, from the financial statements to be laid before the annual general meeting.

Opinion
In our opinion the directors are entitled under Section 18 of the Companies (Amendment) Act, 1986 to annex to the annual return of the company abridged financial statements and those abridged financial statements have been properly prepared pursuant to the provisions of Sections 10 to 12 of that Act (exemptions available to small and medium-sized companies)."

On 24 February 1999, we reported, as auditors of Unique Ingredients Limited, to the members on the company's financial statements for the year ended 30 April 1998 to be laid before its annual general meeting, and our report was as follows (the page numbers referred to are those in the shareholders' financial statements):

"We have audited the financial statements on pages 6 to 10 which have been prepared under the historical cost convention and on the basis of the accounting policies set out on page 8.

Respective responsibilities of directors and auditors
As described on page 4, the company's directors are responsible for the preparation of the financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

Continued /...

ERNST & YOUNG

AUDITORS' SPECIAL REPORT TO THE DIRECTORS OF UNIQUE INGREDIENTS LIMITED PURSUANT TO SECTION 18(3) OF THE COMPANIES (AMENDMENT) ACT, 1986 (Continued)

Basis of 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 30 April 1998 and of its results for the year then ended and have been properly prepared in accordance with the provisions of the Companies Act, 1985.

We have obtained all the information and explanations we consider necessary for the purposes of our audit. In our opinion, proper books of account have been kept by the company. The financial statements are in agreement with the books of account.

In our opinion, the information given in the directors' report on pages 3 and 4 is consistent with the financial statements.

The balance sheet on page 7 shows an excess of liabilities over assets and on that basis, there did exist a financial situation which under Section 18(3) of the Companies (Amendment) Act, 1983, would require the convening of an extraordinary general meeting of the company."

Ernst & Young,
Registered Auditors

Dublin

24 February 1999

BALANCE SHEET
at 30 April 1998

ASSETS EMPLOYED	Note	1998 Stg£
FIXED ASSETS	2	4,058
CURRENT ASSETS		
Debtors	3	408
Cash at bank and in hand		4,147
		4,555
CREDITORS (amounts falling due within one period)	4	74,121
NET CURRENT LIABILITIES		(69,566)
TOTAL ASSETS LESS CURRENT LIABILITIES		(65,508)
FINANCED BY		
CAPITAL AND RESERVES		
Called up share capital	5	100
Profit and loss account		(65,608)
Equity shareholders' funds		(65,508)

We have relied on specified exemptions contained in Sections 10 and 12 of the Companies (Amendment) Act, 1986 on the ground that the company is entitled to the benefit of those exemptions as a small company.

Approved by the board on 22 February 1999

Directors

ERNST & YOUNG

NOTES TO THE FILED FINANCIAL STATEMENTS
30 April 1998

1. ACCOUNTING POLICIES

(a) *Accounting convention*
The financial statements are prepared on the historical cost convention.

(b) *Tangible fixed assets and depreciation*
Tangible fixed assets are stated at cost or valuation, less depreciation. Depreciation is provided on all tangible fixed assets, other than investment properties and freehold land, at rates calculated to write off the cost or valuation, less estimated residual value, of each asset over its expected useful life, as follows:

Office equipment	20% straight line

(c) *Compliance with accounting standards*
The financial statements have been prepared in accordance with applicable accounting standards.

(d) *Reporting currency*
The financial statements are stated in sterling (Stg£).

2. TANGIBLE FIXED ASSETS

	Office equipment Stg£
Cost	
At beginning of period	-
Additions	4,683
At 30 April 1998	4,683
Depreciation	
At beginning of period	-
Charge for period	625
At 30 April 1998	625
Net book amounts	
30 April 1998	4,058

3. DEBTORS

	1998 Stg£
Amounts falling due within one year	
Value added tax	408

ERNST & YOUNG

NOTES TO THE FILED FINANCIAL STATEMENTS
30 April 1998 (Continued)

4. CREDITORS (amounts falling due within one year)

	1998 *Stg£*
Accruals	1,197
Amounts due to group undertakings	72,000
Other taxes and social welfare costs	924
	74,121

5. CALLED UP SHARE CAPITAL

	1998 *Stg£*
Authorised	
Ordinary shares of Stg£1 each	100
Allotted, called up and not fully paid	
Ordinary shares of Stg£1 each	100

6. APPROVAL OF SHAREHOLDERS' FINANCIAL STATEMENTS

The shareholders' financial statements were approved by the directors on 22 February 1999.

ERNST & YOUNG

ERNST & YOUNG

AUDITORS' SPECIAL REPORT TO THE DIRECTORS OF UNIQUE INGREDIENTS LIMITED PURSUANT TO SECTION 18(4) OF THE COMPANIES (AMENDMENT) ACT, 1986

We have examined:

(i) the abridged financial statements for the year ended 30 April 1998 on pages 4 to 6 which the directors of Unique Ingredients Limited propose to annex to the annual return of the company; and

(ii) the financial statements to be laid before the annual general meeting, which form the basis for those abridged financial statements.

Respective responsibilities of directors and auditors

It is the responsibility of the directors to prepare properly the abridged financial statements. It is our responsibility to form an independent opinion on those abridged financial statements and to report our opinion to you.

Basis of opinion

The scope of our work for the purpose of this report was limited to confirming that the directors are entitled to annex abridged financial statements to the annual return and that those abridged financial statements have been properly prepared, pursuant to Sections 10 to 12 of the Companies (Amendment) Act, 1986, from the financial statements to be laid before the annual general meeting.

Opinion

In our opinion the directors are entitled under Section 18 of the Companies (Amendment) Act, 1986 to annex to the annual return of the company abridged financial statements and those abridged financial statements have been properly prepared pursuant to the provisions of Sections 10 to 12 of that Act (exemptions available to small and medium-sized companies).

Ernst & Young,
Registered Auditors

Dublin

24 February 1999