

JOHN MORRELL & COMPANY LIMITED

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST DECEMBER 1994



REPORT OF THE DIRECTORS

For the year ended 31 December 1994

The directors present their report and audited accounts of the company for the year ended 31st December 1994

Principal activities and business review

The company has not traded in the year.

Dividends

The directors do not recommend the payment of a dividend for the year.

Directors

Details of the directors who have served during the year and particulars of directors' shareholdings and family interests as defined by the Companies Act 1985 in the ultimate parent undertaking are as follows:

		Hillsdown Holdings Plc Ordinary shares of 10p each	
		31/12/94	1/1/94
K.W.Lillington	(appointed 10.2.94)	48,222	48,222
E.T.S.Simpson		23,770	22,288
B.T.Hunt		1,733	1,733

None of the directors had any beneficial interest in the company's shares at the balance sheet date.

Directors' statement of responsibilities

The directors are required to present financial statements for each accounting period, which give a true and fair view of the state of affairs of the company as at the end of the period and of the profit or loss for that period and which comply with the provisions of the Companies Act 1985. In preparing the financial statements, the directors are required to apply suitable accounting policies consistently and to make reasonable and prudent judgements and estimates. The financial statements have to be prepared on a going concern basis unless it is inappropriate to presume that the company will continue in business. The directors are responsible for maintaining proper accounting records which disclose with reasonable accuracy, the financial position of the company at any time. They are responsible for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

JOHN MORRELL & COMPANY LIMITED

REPORT OF DIRECTORS (Continued)
for the year ended 31 December 1994

Political and charitable donations

No political or charitable donations were made during the year.

Auditors

Jayson Newman have expressed their willingness to continue in office as auditors and a resolution proposing their re-appointment will be submitted at the Annual General Meeting.

On behalf of the board

A handwritten signature in dark ink, appearing to be 'B.T. Hunt', written over a horizontal line.

B.T.Hunt
Secretary

27 June 1995

Jayson Newman

AUDITORS REPORT TO THE MEMBERS OF JOHN MORRELL & COMPANY LIMITED

We have audited the financial statements on pages 4 to 6 which have been prepared in accordance with the accounting policies set out on page 5

Respective responsibilities of directors and auditors

As described in the directors' report, 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 financial statements and to report our opinion to you.


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 and are consistently and adequately applied.

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 misstatements 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 affairs of the company as at 31 December 1994 and of the result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Jayson Newman
Chartered Accountants,
Registered Auditor,
48 Portland Place,
London W1N 4AJ.

27 June 1995

JOHN MORRELL & COMPANY LIMITED

BALANCE SHEET

as at 31 December 1994


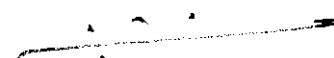
	Notes	1994 £	1993 £
Fixed Assets:			
Investments	3	31,002	31,002
Current Assets			
Debtors	4	2,624,214	2,624,214
Creditors: amounts falling due within one year	5	(26,215)	(26,215)
Net Current Assets		2,597,999	2,597,999
 Net assets		 2,629,001	 2,629,001
 Representing:			
Capital and reserves			
Called up share capital	6	1,767,800	1,767,800
Profit and loss account	2	861,201	861,201
 Shareholders' funds		 2,629,001	 2,629,001

Signed on behalf of the board of directors
who approved the accounts on 27 June 1995

B.T.Hunt

E.T.S.Simpson

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Directors

JOHN MORRELL & COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 1994

1. Accounting policies

These financial statements have been prepared under the historical cost convention and using applicable accounting standards except for the matter referred to in note 6.

The cash flow statement has not been prepared as the company has relied on certain exemptions contained in Financial Reporting Standard No 1.

Consolidated financial statements

As permitted by the Companies Act 1985 the company being a wholly owned subsidiary of a company incorporated in England and Wales does not prepare consolidated accounts. The effects of consolidation are not material.

2. Profit and loss account.

The company has received no income nor incurred expenditure in its own right and made neither a profit nor a loss during the current or preceding year. No other recognised gains or losses arose in the current or preceding year.

3. Fixed Asset investments

	1994	1993
	£	£
Investments in subsidiaries' shares at cost	<u>31,002</u>	<u>31,002</u>

The company's wholly owned subsidiaries are the Victoria Cold Storage Company Limited and Spring Food Products Limited, both of which are dormant and incorporated in England and Wales

4. Debtors

	£	£
Amounts due from group undertakings	<u>2,624,214</u>	<u>2,624,214</u>

JOHN MORRELL & COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS – Continued for the year ended 31 December 1994

5. Creditors: amounts falling due within one year

	1994 £	1993 £
Amounts owed to group undertakings	<u>26,215</u>	<u>26,215</u>

6. Share Capital

	£	£
Authorised, allotted and fully paid		
750,000 ordinary shares of £1 each	750,000	750,000
400,000 "A" 11% convertible cumulative redeemable participating preference shares of £1 each	400,000	400,000
400,000 "B" 11% convertible cumulative redeemable participating preference shares of £1 each	400,000	400,000
217,800 deferred shares of £1 each	217,800	217,800
	<u>1,767,800</u>	<u>1,767,800</u>

The disclosures required by Financial Reporting Standard No.4, in relation to the rights of the various classes of share have not been provided, as the company is a wholly owned subsidiary and such disclosure is of no material benefit.

7. Ultimate parent company

The company's ultimate parent company is Hillsdown Holdings Plc, a company incorporated in England and Wales.

The largest and smallest parent undertakings in which the company's accounts are consolidated are Hillsdown Holdings Plc and Hillsdown Ambient Foods Group respectively. Copies of financial statements of Hillsdown Holdings Plc. can be obtained from Hillsdown House, 32 Hampstead High Street, London NW3 1QD.