

Twining Crosfield & Co Limited

Directors' report and financial statements

13 September 1997

Registered number 144900



Directors' report and financial statements

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Directors' report

The directors present their annual report and the audited financial statements for the 52 week period ended 13 September 1997.

Principal activities

In the course of the period the principal activities of the company were that of a holding company. The company's subsidiaries were engaged in the purchase and sale of tea and coffee.

Business review and future development

During the period the main activities of the company remain unchanged, and the directors anticipate that any future developments would be related to these activities.

Trading results and transfer to reserves

The profit and loss account for the period is set out on page 5. The profit on ordinary activities after payment of group relief and taxation amounted to £318,307 (1996: £131,000). The directors do not recommend the payment of a dividend.

Directors and directors' interests

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

GH Weston (Chairman)
BJ Evans (Managing Director)
SHG Twining
Guy H Weston
IWK Dewar
JE Leeder

The other directors notified the following interests in the ordinary shares of 5p each of Associated British Foods Plc.

	Interest at end of period	Interest at beginning of period
BJ Evans	32,800	32,800
SHG Twining	18,412	18,412
IWK Dewar	4,020	3,470
JE Leeder	52,420	16,770
Guy H Weston	361,526	361,526

Mr Guy H Weston notified at the end of the period that he had a non beneficial interest as a trustee of a trust which held 683,073 ordinary shares of 50p in Wittington Investments Limited.

Directors' report *(continued)*

Directors and directors' interests *(continued)*

According to the register of directors' interests, no rights to subscribe for shares in this company or shares in or debentures of any other group company were granted to any of the directors or their immediate families, during the financial period.

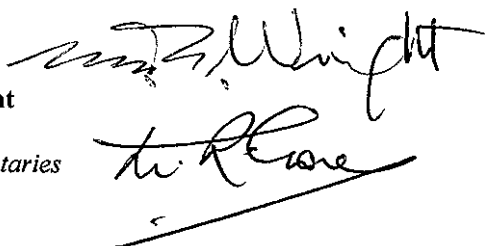
During the previous financial period JE Leeder was granted an option to purchase 20,000 ordinary shares of 5p in Associated British Foods plc exercisable between 17 November 1999 and 10 November 2004 at a price of 557p per share.

Auditors

During the period KPMG resigned as auditors and KPMG Audit Plc were appointed auditors instead. Pursuant to a shareholders resolution the company is not obliged to reappoint its auditors annually and KPMG Audit Plc will therefore continue in office.

By order of the board

WB Wright
MR Gore
Joint Secretaries

Handwritten signatures of WB Wright and MR Gore. The signature of WB Wright is in cursive and appears to be 'WB Wright'. The signature of MR Gore is also in cursive and appears to be 'MR Gore'.

Weston Centre
Bowater House
68 Knightsbridge
London
SW1X 7LR

16 October 1997

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 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 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 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 other irregularities.



KPMG Audit Plc

Arlington Business Park

Theale

Reading, RG7 4SD

United Kingdom

Report of the auditors to the members of Twining Crosfield & Co Limited

We have audited the financial statements on pages 5 to 11.

Respective responsibilities of directors and auditors

As described on page 3 the company's directors are responsible for the preparation of 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.

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 13 September 1997 and of its profit for the 52 week period then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG Audit Plc

KPMG Audit Plc
Chartered Accountants
Registered Auditor

30 December 1997

Profit and loss account
for the period ended 13 September 1997

	<i>Note</i>	52 week period ended 13 September 1997 £000	52 week period ended 14 September 1996 £000
Income from shares in group undertakings		432	147
Income receivable from group undertakings		51	60
Subsidiary closure costs		-	(17)
Currency fluctuations:			
Unrealised (loss)		(10)	(8)
Profit on ordinary activities before taxation		473	182
Taxation	4	(155)	(51)
Profit for the financial period		318	131
Retained profit brought forward		5,495	5,364
Retained profit carried forward	9	5,813	5,495

The above results comprise the company's continuing operations.

A statement of movement on reserves is given in note 9.

There are no recognised gains or losses other than the results for the period and for the previous period.

There is no material difference between the company's results as reported on a historical cost basis. Accordingly no note of historical cost profits and losses has been prepared.

Balance sheet
at 13 September 1997

	<i>Note</i>	13 September 1997		14 September 1996	
		£000	£000	£000	£000
Fixed assets					
Investments	5		19,876		19,800
			<hr/>		<hr/>
Current assets					
Debtors	6	29,906		29,682	
Creditors: amounts falling due within one year	7	(43,124)		(43,142)	
		<hr/>		<hr/>	
Net current liabilities			(13,218)		(13,460)
			<hr/>		<hr/>
Net assets			6,658		6,340
			<hr/>		<hr/>
Capital and reserves					
Called up share capital	8		610		610
Share premium account	9		107		107
Capital redemption reserve	9		128		128
Profit and loss account	9		5,813		5,495
			<hr/>		<hr/>
Total equity shareholders' funds			6,658		6,340
			<hr/>		<hr/>

These financial statements were approved by the board of directors on 16 October 1997 and were signed on its behalf by:

BJ Evans
Director



Notes

(forming part of the financial statements)

1 Accounting reference date

The accounting reference date of the company is the Saturday nearest to 15 September. Accordingly, these financial statements have been prepared for the 52 week period ended 13 September 1997.

2 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 under the historical cost convention, and in accordance with applicable accounting standards.

The company is exempt by virtue of Section 228 of the Companies Act 1985 from the requirement to prepare group accounts.

Under Financial Reporting Standard 1 the company is exempt from the requirement to prepare a cash flow statement on the grounds that it is a wholly owned subsidiary undertaking. A group cash flow statement is included in the financial statements of Associated British Foods plc.

Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

3 Directors and employees

The average number of persons employed by the company (including directors) during the period was 6 (1996: 6). The directors received remuneration of £nil (1996: £nil).

4 Taxation on profit on ordinary activities

	52 week period ended 13 September 1997 £000	52 week period ended 14 September 1996 £000
UK corporation tax at 32.08 % (1996: 33 %) on the profit for the period on ordinary activities	155	77
Double taxation relief	-	(26)
	<hr/> 155	<hr/> 51
	<hr/> <hr/>	<hr/> <hr/>

The charge to taxation for the period results principally from the disallowance of certain income and expenses.

Notes *(continued)*

5 Fixed asset investments - Shares

	Unlisted subsidiary undertakings £000
<i>Cost</i>	
At beginning of period	19,800
Addition	200
Adjustment	(124)
	<hr/>
At end of period	19,876
	<hr/>
<i>Provisions</i>	
At beginning and end of period	-
	<hr/>
<i>Net book value</i>	
At 13 September 1997	19,876
	<hr/>
At 14 September 1996	19,800
	<hr/>

Notes (continued)

5 Fixed asset investments (continued)

The principal companies in which the company's interest is more than 10% are as follows:

	Country of registration or incorporation	Principal activity	Class and percentage of shares held
<i>Companies whose share capital is wholly owned by Twining Crosfield & Co Limited</i>			
R Twining and Company Ltd	England	Tea & coffee merchants	Ord. £1
Matheson McLaren & Co Ltd	Scotland	Tea & coffee merchants	Ord. £1
Namosa Ltd	Northern Ireland	Tea & coffee merchants	Ord. £1
Foods International S.A.	France	Tea merchants	Ord. FFfr 150
Foods International Holding B.V.	Netherlands	Holding company	Ord. Dfl 1,000
Twinings of Ireland Ltd	Eire	Non trading	Ord. IRP 1 Pref. IRP 10
Robert Jackson & Co Ltd	England	Non trading	Ord. £1 'A' Pref. £1
Erik Haugen	Norway	Distributor	Ord. £1 Ord. NKR 1
<i>Companies whose share capital is 80% owned by Twining Crosfield & Co Limited</i>			
Twinings Private Limited	India	Tea merchants	Ord. Rupee 10

Group financial statements have not been prepared as the company is a wholly owned subsidiary undertaking of Associated British Foods plc. Associated British Foods plc prepares group financial statements which include the company. In the opinion of the directors, the investments in and amounts due from the company's subsidiary undertakings are worth at least the amounts at which they are stated in the balance sheet.

6 Debtors

	13 September 1997 £000	14 September 1996 £000
Amounts owed by subsidiary undertakings	29,906	29,682

Notes *(continued)*

7 Creditors: amounts falling due within one year

	13 September 1997 £000	14 September 1996 £000
Corporation taxation	155	52
Amounts owed to group undertakings:		
Parent and fellow subsidiary undertakings	34,233	34,103
Subsidiary undertakings	8,736	8,987
	<u>43,124</u>	<u>43,142</u>

8 Called up share capital

	13 September 1997		14 September 1996	
	Number	£000	Number	£000
<i>Authorised</i>				
Ordinary shares of 25p each	3,000,000	750	3,000,000	750
4.55 % cumulative/redeemable preference shares of £1 each	150,000	150	150,000	150
		<u>900</u>		<u>900</u>
<i>Allotted, called up and fully paid</i>				
Ordinary shares of 25p each	2,440,000	610	2,440,000	610
4.55 % cumulative/redeemable preference shares of £1 each	-	-	-	-
		<u>610</u>		<u>610</u>

9 Reserves

	Share premium account £000	Capital reserves £000	Profit and loss account £000
At beginning of year	107	128	5,495
Profit for the period	-	-	318
	<u>107</u>	<u>128</u>	<u>5,813</u>

Notes *(continued)*

10 Contingent liabilities

The company, together with Associated British Foods plc and certain fellow UK subsidiary undertakings, is party to a set-off arrangement in respect of its bank accounts with certain of the group's bankers.

11 Holding company

The ultimate holding company is Wittington Investments Limited which is incorporated in Great Britain and registered in England.

The largest group in which the results of the company are consolidated is that headed by Wittington Investment Limited. The smallest group in which they are consolidated is that headed by ABF Investments plc, which is incorporated in Great Britain and registered in England. The consolidated accounts of these groups are available to the public and may be obtained from Weston Centre, Bowater House, 68 Knightsbridge, London SW1X 7LR.

SUBSIDIARIES OF TWINING CROSFIELD & CO. LIMITED
AS AT 13 SEPTEMBER 1997

Arranged as follows:

Col. (1) Name of subsidiary

Col. (2) Class of shares held (proportion held is 100% unless otherwise stated)

Shares in the subsidiaries are held by, or by nominees for, the company. Shares in other subsidiaries marked* are held by, or by nominees for, subsidiaries of the company.

Subsidiaries not incorporated in Great Britain and registered in England and Wales have, in brackets after name, country in which registered, if Scotland or Northern Ireland, or in which incorporated if outside Great Britain.

(1)	(2)
FOODS INTERNATIONAL S.A. (France)	Ord.
FOODS INTERNATIONAL HOLDING B.V. (Netherlands)	Ord.
FOODS INTERNATIONAL SALES & MARKETING LIMITED (Republic of Ireland)	Ord.
FOODS INTERNATIONAL SALES EN MARKETING N.V. (Belgium)	Ord.
FOODS INTERNATIONAL VERKOOP EN MARKETING HOLLAND B.V. (Netherlands)	Ord.
FOODS INTERNATIONAL VERTRIEBS UND MARKETING GmbH (Germany)	Undefined
GROSVENOR MARKETING S.A. (France)	Ord.
*G.W.H. INVESTMENTS INC. (Delaware - U.S.A.)	Ord.
*GROSVENOR MARKETING INC. (Delaware - U.S.A.)	Ord.
HAUGEN GRUPPEN AS (Norway)	Ord.
ERIC HAUGEN AS (Norway)	Ord.
E. HAUGEN MANAGEMENT AS (Norway)	Ord.
ERIC HAUGEN TRADING AS (Norway)	Ord.
HILLS FOODS AS (Norway)	Ord.
ROBERT JACKSON & COMPANY LIMITED	Ord.
JULA B.V. (Netherlands)	Ord.
*JACKSONS OF PICCADILLY LIMITED	Ord.
*JACKSONS BLENDING & PACKING CO. LIMITED	Ord.
LOU SOULEU PROVENCAU S.A. (France)	Ord.
MATHESON McLAREN & COMPANY LIMITED (Scotland)	Ord.
H. & E. MUSGRAVE (DUBLIN) LIMITED (Republic of Ireland)	Pref.Ord.
NAMOSA LIMITED (Northern Ireland)	Ord.
*P.J. OSBORN (PACKING) LIMITED	Ord.
SEED SYSTEMS Inc (California U.S.A.)	Ord.
T. STORM & SONNER AS (Norway)	Ord.
TUKE SHIPPING LIMITED	'A' Ord. 'B' Ord.
R. TWINING AND COMPANY LIMITED	Ord.
*R. TWINING & CO. LIMITED (North Carolina - U.S.A.)	Ord.
TWININGS BEVERAGES Inc. (U.S.A.)	Ord.
TWININGS OF IRELAND LIMITED (Republic of Ireland)	Pref.Ord.
FRITZ WALTHER A.G. (Switzerland)	Ord.
WALTER WILLIAMS & CO. (LONDON) LIMITED	Def.Ord.
LA TISANIÈRE S.A. (France)	Ord.
AC HUMKO (U.S.A.)	Ord.
ABITEC CORPORATION (Ohio - U.S.A.)	Ord.
BUSH MARKETING PRIVATE LIMITED (India)	Ord. (80%)