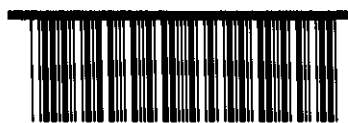


Twining Crosfield & Co Ltd

**Directors' report and financial
statements**

Registered number 144900

16 September 2000



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Directors' report

The directors present their annual report and the audited financial statements for the 52 week period ended 16 September 2000.

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.

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 taxation amounted to £1,670,000 (1999: £5,101,000). The directors do not recommend the payment of a dividend.

Directors and directors' interests

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

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

Notification of an interest in shares in or debentures of group companies by Garfield H Weston was not required because at the end of the period he was also a director of a company of which this company is a wholly owned subsidiary undertaking.

The following directors had outstanding options to acquire ordinary shares of 5 15/22p each in Associated British Foods plc as follows:

	Number		Exercise price	Date from which exercisable	Expiry date
	At end of period	At beginning of period			
IWK Dewar	20,000	20,000	561.5p	28 April 2003	27 April 2008
BJ Evans	40,000	40,000	561.5p	28 April 2003	27 April 2008
Guy H Weston	15,000	15,000	561.5p	28 April 2003	27 April 2008
JE Leeder	-	40,000	278.5p	17 November 1999	16 November 2004

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 other directors or their immediate families, during the financial period.

During the period, John E Leeder exercised options over 40,000 ordinary 5 15/22p shares at a price of 278.5p each on 28 March 2000.

Directors' report *(continued)*

Directors and directors' interests *(continued)*

The following directors had interests in the ordinary shares of 5 15/22p each in Associated British Foods Plc, as recorded in the register of directors' interests, as follows:

	Interest at end of period	Interest at beginning of period
BJ Evans	28,864	28,864
SHG Twining	16,647	16,647
IWK Dewar	3,537	3,537
JE Leeder	24,189	8,289
Guy H Weston	3,177,565	3,177,565

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.

By order of the board



Secretary

Weston Centre
Bowater House
68 Knightsbridge
London
SW1X 7LR

19 October 2000

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 Ltd

We have audited the financial statements on pages 5 to 12.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the directors' report and, as described on page 3, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

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. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if 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 transactions with the company is not disclosed.

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 16 September 2000 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

22 December 2000

Profit and loss account
for the period ended 16 September 2000

	<i>Note</i>	52 week period ended 16 September 2000 £000	53 week period ended 18 September 1999 £000
Income from shares in group undertakings		2,415	5,644
Income receivable from group undertakings		-	13
Other income receivable and similar income	3	2	-
Administrative expenses		(6)	-
Interest payable and similar charges	4	(28)	-
Exchange loss on group company funding		(7)	(37)
Loss on liquidation of subsidiaries		-	(14)
Profit on ordinary activities before taxation		2,376	5,606
Taxation	6	(706)	(505)
Profit for the financial period		1,670	5,101
Dividends	7	-	(5,000)
Retained profit for the period		1,670	101
Retained profit brought forward		5,973	5,872
Retained profit carried forward	12	7,643	5,973

The above results comprise the company's continuing operations.

A statement of movement on reserves is given in note 12.

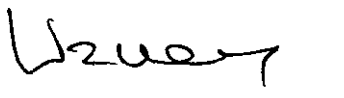
There are no recognised gains or losses other than the results for the period and for the previous period.

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

Balance sheet
at 16 September 2000

	<i>Note</i>	16 September 2000		18 September 1999	
		£000	£000	£000	£000
Fixed assets					
Investments	8		35,788		28,656
Current assets					
Debtors	9	30,257		38,130	
Cash at bank and in hand		511		117	
		<u>30,768</u>		<u>38,247</u>	
Creditors: amounts falling due within one year	10	(58,068)		(60,085)	
Net current liabilities			(27,300)		(21,838)
Net assets			<u>8,488</u>		<u>6,818</u>
Capital and reserves					
Called up share capital	11		610		610
Share premium account	12		107		107
Capital redemption reserve	12		128		128
Profit and loss account	12		7,643		5,973
			<u>8,488</u>		<u>6,818</u>
Total equity shareholders' funds			<u>8,488</u>		<u>6,818</u>

These financial statements were approved by the board of directors on 19/10/2000 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 16 September 2000.

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 Other income receivable and similar income

	52 week period ended 16 September 2000 £000	53 week period ended 18 September 1999 £000
Inland Revenue interest	2	-

4 Interest payable and similar charges

	52 week period ended 16 September 2000 £000	53 week period ended 18 September 1999 £000
Payable to group undertakings	28	-
	<u>28</u>	<u>-</u>

5 Directors and employees

The average number of persons employed by the company (including directors) during the period was 6 (1999: 6). The directors received remuneration of £ nil (1999: £ nil).

6 Taxation on profit on ordinary activities

	52 week period ended 16 September 2000 £000	53 week period ended 18 September 1999 £000
UK corporation tax at 30 % (1999: 31 %) on the profit for the period on ordinary activities	715	-
Group relief payment	-	505
Adjustment in respect of prior periods	(9)	-
	<u>706</u>	<u>505</u>

7 Dividends

	52 week period ended 16 September 2000 £000	53 week period ended 18 September 1999 £000
Equity shares:		
Interim dividend paid	-	5,000
	<u>-</u>	<u>5,000</u>

8 Fixed asset investments - Shares

	Unlisted subsidiary undertakings £000
<u>Shares</u>	
<i>Cost</i>	
At beginning of period	28,656
Additions	6,896
Additional paid in consideration	246
Disposals	(10)
	<hr/>
At end of period	35,788
	<hr/>
<i>Provisions</i>	
	<hr/>
At beginning and end of period	-
	<hr/>
<i>Net book value</i>	
At 16 September 2000	35,788
	<hr/>
At 18 September 1999	28,656
	<hr/>

Notes (continued)

Fixed asset investments - Shares (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 of shares held
<i>Companies whose share capital is wholly owned by Twining Crosfield & Co Limited</i>			
R Twining and Company Ltd	England	Tea merchants	Ord. £1
Robert Jackson & Co Ltd	England	Holding company	Ord. £1 'A' Ord. £1 'B' Pref. £1
Tuke Shipping	England	Non-trading	Ord. £1 'A' Ord £0.10 'B'
Walter Williams & Co (London) Ltd	England	Non-trading	Ord. £1 Deferred £1
Matheson McLaren & Co Ltd	Scotland	Non-trading	Ord. £1
Nambarrie Tea Company Limited (formerly Namosa Ltd)	Northern Ireland	Tea merchants	Ord. £1
Twinings of Ireland Ltd	Eire	Non-trading	Ord. IRP 1 Pref. IRP 10
Foods International Sales and Marketing Ltd	Eire	Non-trading	Ord. IRP 1
H&E Musgrave (Dublin) Ltd	Eire	Non-trading	Ord. IRP 1 Pref. IRP 10
Foods International S.A.	France	Tea merchants	Ord. FFr 150
Grosvenor Marketing S.A.	France	Non-trading	Ord. FFr 100
Foods International Holding B.V.	Netherlands	Holding company	Ord. Dfl 1,000
Haugen Gruppen AS	Norway	Distributor	Ord. NKR 1
International Seed Technologies B.V	Netherlands	Seed Coating	Ord. Dfl 1,000
International Seed Technologies SA	Spain	Seed Coating	Ord. PTA 10,000
International Seed Technologies GmbH	Germany	Seed Coating	Ord. DEM 50,000
Carl Lange A/S	Denmark	Distributor	Ord. DKR 1,000
Tubbin & Melander AB	Sweden	Distributor	Ord. SKR 2,500
Hoghuset 251AB	Sweden	Holding company	Ord. SKR 100

Companies whose share capital is 80% owned by Twining Crosfield & Co Limited

Twinings Private Limited	India	Tea merchants	Ord. Rupee 10
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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.

9 Debtors

	16 September 2000 £000	18 September 1999 £000
Amounts owed by subsidiary undertakings	30,257	38,130

Notes (continued)

10 Creditors: amounts falling due within one year

	16 September 2000 £000	18 September 1999 £000
Corporation taxation	715	165
Amounts owed to group undertakings:		
Parent and fellow subsidiary undertakings	47,301	50,289
Subsidiary undertakings	10,052	9,631
	<u>58,068</u>	<u>60,085</u>

11 Called up share capital

	16 September 2000		18 September 1999	
	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>

Notes (continued)

12 Reserves

	Share premium account £000	Capital reserves £000	Profit and loss account £000
At beginning of period	107	128	5,973
Profit for the period	-	-	1,670
At end of period	107	128	7,643

13 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.

14 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.