

Directors' Report for the Year Ended 30 April 2000

The accounts for the year are attached.

The company has not traded during the year and accordingly it has made neither a profit nor a loss. No Profit or Loss Account has therefore been prepared.

The following served as Directors during (and, unless otherwise indicated, throughout) the year:

	<i>Appointed</i>	<i>Resigned</i>
N R Homer		
L Miller		28 February 2000
Scottish & Newcastle Breweries (Services) Ltd	28 February 2000	

The Directors' interests in shares of Scottish & Newcastle plc (including options granted under the terms of the United Kingdom employee share schemes to subscribe for ordinary shares) at 2 May 1999 (*or appointment, if later) and 30 April 2000 were as follows:

	<i>30 April 2000</i>		<i>2 May 1999</i>	
	<i>Shares</i>	<i>Options</i>	<i>Shares</i>	<i>Options</i>
N R Homer	5,145	2,980	3,738	3,165
Scottish & Newcastle Breweries (Services) Ltd*	-	-	-	-

By Order of the Board



N R Homer

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N R Homer
Secretary

29 June 2000

Balance Sheet as at 30 April 2000

	2000	1999
	£	£
CURRENT ASSETS		
Debtors	100	100
Total Assets Less Current Liabilities	<u>100</u>	<u>100</u>
CAPITAL AND RESERVES		
Called up Share Capital	100	100
Profit and Loss Account	<u>100</u>	<u>100</u>

Notes to the Accounts

1. Share Capital

	2000	1999
	£	£
Authorised, issued and fully paid 100 ordinary shares of £1 each	<u>100</u> <u>100</u>	<u>100</u> <u>100</u>

2. Holding Companies

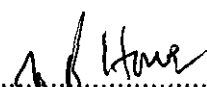
The company is a subsidiary undertaking of The Chef & Brewer Group Limited, a company registered in England. The ultimate holding company is Scottish & Newcastle plc, a company registered in Scotland. The company is also included within the group accounts of Cleveland Place Holdings PLC, a company registered in England.

Group accounts for both Cleveland Place Holdings PLC and Scottish & Newcastle plc can be obtained from Scottish & Newcastle plc, 33 Ellersly Road, Edinburgh EH12 6HX.

3. Dormant Company Resolution

A Special Resolution was passed on 12 March 1996, whereby it was resolved that the company be declared a Dormant Company. The company is thereby exempt from the obligation to appoint auditors under Companies Act 1985, section 250, as amended by Section 14 of Companies Act 1989 and by SI No: 1992.2003.

Signed on behalf of the Board

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 N R Homer
 Director
 Edinburgh
 29 June 2000