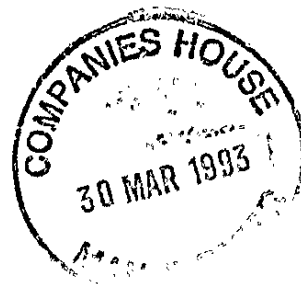


No. 404002



S & T (BARNSTAPLE) LIMITED

DIRECTORS REPORT

The Directors submit their Report together with the Accounts for the year ended 31 December 1992.

The Company is a wholly owned subsidiary of British Vita PLC.

The Company has been dormant throughout the year.

DIRECTORS

1. The Directors of the Company at 31 December 1992 were:

K R Bhatt
A R Teague

2. Under the Company's Articles of Association the Directors do not retire by rotation at the Annual General Meeting.
3. The interests of Mr K R Bhatt in the shares of the holding company are shown in the Consolidated Accounts of that company. The interests of Mr A R Teague in the shares of the holding company are as follows:-

	1992		1991	
	<u>Shares</u>	<u>Options</u>	<u>Shares</u>	<u>Options</u>
Ordinary Shares	40,705	105,063	33,490	94,811

Prior year Option figures have been adjusted for the 1992 Rights Issue.

4. No Directors were interested at any time of the year in the share capital of the company.
5. In accordance with Section 252 of the Companies Act 1985 the company has not appointed auditors.

5th February 1993

By Order of the Board

Middleton
Manchester, M24 2DB


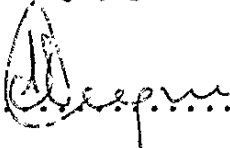
J Hodges
Secretary

S & T (BARNSTAPLE) LIMITED
BALANCE SHEET AS AT 31 DECEMBER 1992

<u>1991</u>		<u>1992</u>
(£)		(£)
	<u>CURRENT ASSETS</u>	
(58,609)	Amount due to parent company	(58,609)
-----		-----
	<u>CAPITAL AND RESERVES</u>	
10,000	Called up share capital (See Note 1)	10,000
(68,609)	Formation Expenses	(68,609)
-----		-----
(58,609)		(58,609)
=====		=====

These accounts have been modified in accordance with the Companies Act 1985.

The Company was dormant within the meaning of Section 252 of the Companies Act 1985 throughout the financial year ending with the date of this Balance Sheet.

..... )
)
) Directors
)
 ... )

5th February 1993

Notes

- 1 The authorised capital of the company is £10,000 divided into 10,000 Ordinary Shares of £1 each.
2. The ultimate holding company is British Vita PLC, a company incorporated in England.