

BARTLETT & HOBBS LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

76 weeks to 19 August 1995

Registered Number 466904

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BARTLETT & HOBBS LIMITED

REPORT OF THE DIRECTORS

The directors have pleasure in submitting their report and audited financial statements for the 76 weeks ended 19 August 1995.

Results

The Company did not trade on its own account during the period.

Directors and their Interests

The directors during the period were:-

Mr R E Bell
Mr G W G Whitehead
Mr A E Wilkinson

No director has, or has at any time had, any beneficial interest in the share capital or loan capital of the Company. The interests of the directors who held office at the end of the financial year (and their immediate families) in the share and loan capital of Allied Domecq PLC, the Company's ultimate parent company, were as follows:-

	<u>Ordinary Shares of 25p Each</u>	
	<u>At 19 August 1995</u>	<u>At 5 March 1994</u> (or on appointment)
Mr R E Bell	2507	1011
Mr G W G Whitehead	8768	9403
Mr A E Wilkinson	3106	1701

Under the terms of Employee Share Schemes, directors have been granted options to subscribe for Ordinary Shares of 25p each in Allied Domecq PLC. The holdings of the directors who held office at the end of the financial year were as follows:-

	<u>At 19 August 1995</u>	<u>At 5 March 1994</u> (or on appointment)
Mr R E Bell	9363	11127
Mr G W G Whitehead	41353	39599
Mr A E Wilkinson	30067	23632

Details of options shown include any adjustments made to the number of options pursuant to the rights issue announced on 24 March 1994.

Auditors

On 6 February 1995, KPMG Peat Marwick changed the name under which they practise to KPMG and, accordingly, have signed their Audit Report in their new name.

The Company, having satisfied Section 250 of the Companies Act 1985 (as amended by Section 14 of the Companies Act 1989), has resolved not to re-appoint auditors.

Statement of Directors' Responsibilities

Company law requires the directors to prepare financial statements for each financial period which give a true and fair view of the state of the affairs of the Company and of the profit or loss of the Company 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 enable them to ensure that the accounts 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.

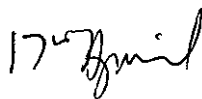
By Order of the Board



R.E. Bell
Secretary

Registered Office:

107 Station Street
BURTON-ON-TRENT
Staffordshire
DE14 1BZ



1996

**REPORT OF THE AUDITORS, KPMG, TO THE MEMBERS OF
BARTLETT & HOBBS LIMITED**

We have audited the accounts on pages 4 & 5.

Respective Responsibilities of Directors and Auditors

As described on page 2 the Company's directors are responsible for the preparation of accounts. It is our responsibility to form an independent opinion, based on our audit, on these accounts and to report our opinion to you.


Basis of Opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practice Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, 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 accounts 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 accounts.

Opinion

In our opinion the accounts give a true and fair view of the state of the Company's affairs as at 19 August 1995 and of its results for the 76 weeks then ended and have been properly prepared in accordance with the Companies Act 1985.



KPMG

Chartered Accountants
Registered Auditor
London

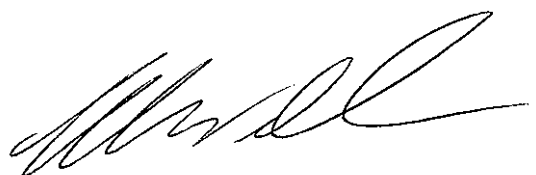
20 May 1996

BARTLETT & HOBBS LIMITED
BALANCE SHEET AS AT 19 AUGUST 1995

	<u>19 August 1995</u>		<u>5 March 1994</u>	
	£	£	£	£
FIXED ASSETS				
<u>Investments</u>				
Loan to Fellow Group Undertakings		16,018		16,018
		<u>16,018</u>		<u>16,018</u>
CAPITAL AND RESERVES				
<u>Share Capital - Authorised</u>				
6,000 Ordinary Shares of £1 each		6,000		6,000
		<u>6,000</u>		<u>6,000</u>
<u>Share Capital - Allotted, Called Up and Fully Paid</u>				
6,000 Ordinary Shares of £1 each		6,000		6,000
<u>Reserves</u>				
Revenue Reserve		10,018		10,018
		<u>16,018</u>		<u>16,018</u>

The Company was dormant within the meaning of Section 250 of the Companies Act 1985 throughout the period ended 19 August 1995.

(The attached notes form part of these financial statements.)



A. E. Wilkinson
Director

The financial statements were approved by the directors on:

19th April 1996

BARTLETT & HOBBS LIMITED

NOTES ON THE FINANCIAL STATEMENTS 19 AUGUST 1995

1 Parent Undertaking and Ultimate Parent Company

The Company is a wholly-owned subsidiary undertaking of Allied Domecq Retailing Limited whose ultimate parent company is Allied Domecq PLC, both of which are incorporated in Great Britain and registered in England.

2 Profit and Loss Account

The Company has not traded on its own account during the seventy six weeks ended 19 August 1995, has received no income and incurred no expenditure and consequently has made neither a profit nor a loss.

3 Directors' Emoluments

No emoluments have been paid to the Chairman or other Directors during the period.

4 Value Added Tax

Under a Group Registration the Company is jointly and severally liable for Value Added Tax due by other companies within the Group. At 19 August 1995, this contingent liability amounted to £3,200,000.00.

5 Copies of Group Financial Statements

The group financial statements of the ultimate parent company, Allied Domecq PLC, are available from 24 Portland Place, London W1N 4BB.

6 Basis of Accounting

The financial statements are prepared under the historical cost convention, and in accordance with applicable Accounting Standards.