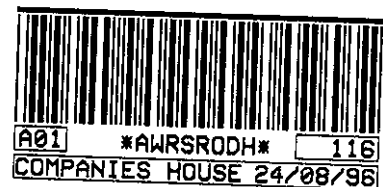


RDFG LIMITED

(Company No 835482)

ANNUAL REPORT 1995



**RDFG LIMITED
DIRECTORS' REPORT**

The directors present their annual report and the unaudited accounts for the year ended 31 December 1995.

1. BUSINESS REVIEW

The company did not trade during the period.

2. DIVIDENDS

The directors of the company do not recommend the payment of a dividend.

3. DIRECTORS

The directors of the company during the period were:

J .M. Flexen	
A.J. Busby	(appointed 13 January, 1995)
A .J. Yhearm	(resigned 13 January, 1995)
M .J. Camp	

The interest in the shares of Booker plc, the ultimate holding company, of those persons who were directors of the company at 31 December 1995 was as follows:

	Ordinary Shares		Options to purchase Ordinary Shares	
	31.12.95	31.12.94 or date of appointment	31.12.95	31.12.94 or date of appointment
J.M. Flexen	nil	nil	50,000	50,000
A.J. Busby	2,923	2,766	114,010	113,156
M.J. Camp	1,081	1,972	30,885	30,898

Equity House
Irthlingborough Road,
Wellingborough
Northants,
NN8 1LT

15 January, 1996

BY ORDER OF THE BOARD

J G DAWSON
Secretary

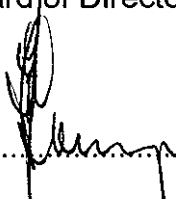
RDFG LIMITED
BALANCE SHEET AS AT 31 DECEMBER 1995

	Notes	1995 £	1994 £
FIXED ASSETS:			
Investment in subsidiary	2	-	-
CURRENT ASSETS:			
Amounts due from group company		4,609,418	4,609,418
CURRENT LIABILITIES			
Amounts due to group company		(3,445,000)	(3,445,000)
NET CURRENT ASSETS		1,164,418	1,164,418

CAPITAL AND RESERVES	Notes	1995 £	1994 £
Called up share capital	1	100,000	100,000
Profit & loss account		1,064,418	1,064,418
TOTAL		1,164,418	1,164,418

The directors confirm that the company was dormant within the meaning of Section 252 of the Companies Act 1985 throughout the accounting period ended on the Balance Sheet date.

Approved by the Board of Directors on
15 January, 1996

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M. J. CAMP
DIRECTOR

RDFG LIMITED
NOTES TO THE ACCOUNTS

1. CALLED UP SHARE CAPITAL

	Authorised £	Issued and fully paid £
Ordinary shares of £1 each	100,000	100,000

There was no change in share capital during the period.

2. INVESTMENT IN SUBSIDIARY

The investment in the subsidiary company Booker Wholesale Foods Limited was as follows:

	1995 £	1994 £
Shares at cost less amounts written off	46,724	46,724
Balance due to subsidiary	46,724	46,724
TOTAL	Nil	Nil

3. ULTIMATE HOLDING COMPANY

The ultimate holding company is Booker plc, a company incorporated in England.