

RL INVESTMENTS LIMITED

DIRECTORS REPORT

The Directors submit their Report together with the Accounts for the year ended 31 December 1994.

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 1994 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:-

	1994		1993	
	<u>Shares</u>	<u>Options</u>	<u>Shares</u>	<u>Options</u>
Ordinary Shares	34,851	111,300	37,231	106,300

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.

3 February 1995

By Order of the Board

Middleton  
Manchester, M24 2DB

  
J Hodges  
Secretary

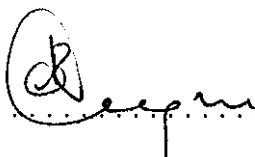


RL INVESTMENTS LIMITED  
BALANCE SHEET AS AT 31 DECEMBER 1994

<u>1993</u>		<u>1994</u>
(£)		(£)
	<u>CURRENT ASSETS</u>	
100	Amount due from fellow subsidiaries	100
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	<u>CAPITAL AND RESERVES</u>	
100	Called up share capital (See Note 1)	100
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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.

..........) Director

3 February 1995

Notes

1. The authorised capital of the company is £100 divided into 100 Ordinary Shares of £1 each.
2. The ultimate holding company is British Vita PLC, a company incorporated in England.