

**Windsor Creameries
Manufacturing Limited**

Directors' report and financial statements

2 February 1997

Registered number 1648827



Windsor Creameries Manufacturing Limited

Directors' report and financial statements

<i>Contents</i>	<i>Page</i>
Directors' report	1
Statement of directors' responsibilities	2
Auditors' report	3
Balance sheet	4
Notes	5 - 6

Windsor Creameries Manufacturing Limited

Directors' report

The directors present their annual report and the audited financial statements for the period ended 2 February 1997.

Principal activities and business review

The company has not traded during the period.

Directors and directors' interests

The directors who held office during the period were as follows:

TJ Hemmings
AEH Salvesen
JS Lambert
AJ Waldron

None of the directors had any beneficial interest in the shares of the company at any time during the period. The interest of Messrs TJ Hemmings, AEH Salvesen, JS Lambert and AJ Waldron in the shares of the parent undertaking are disclosed in that company's financial statements.

Auditors

In accordance with Section 384 of the Companies Act 1985, a resolution for the re-appointment of KPMG as auditors of the company is to be proposed at the forthcoming Annual General meeting.

By order of the board

A handwritten signature in dark ink, appearing to read 'AJ Waldron', is written over a horizontal line.

AJ Waldron
Secretary

30 May 1997

Windsor Creameries Manufacturing Limited

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 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 a going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for maintaining proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They have a 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.



Quayside House
110 Quayside
Newcastle upon Tyne
NE1 3DX

Report of the auditors to the members of Windsor Creameries Manufacturing Limited.

We have audited the financial statements on pages 4 to 6.

Respective responsibilities of directors and auditors

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

Basis of opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We have 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 financial statements 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 financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 2 February 1997 and have been properly prepared in accordance with the Companies Act 1985.

KPMG

Chartered Accountants
Registered Auditors

18 June 1997

Windsor Creameries Manufacturing Limited

Balance sheet

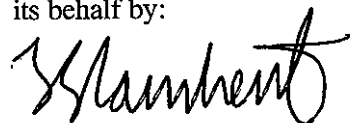
as at 2 February 1997

	Note	1997 £000	1996 £000
Fixed assets			
Investments	4	2	2
Creditors: amounts falling due within one year	5	(501,584)	(501,584)
Net liabilities		<u>(501,582)</u>	<u>(501,582)</u>
Capital and reserves			
Called up share capital	6	4,255,480	4,255,480
Profit and loss account		(4,757,062)	(4,757,062)
Shareholders' funds - equity		<u>(501,582)</u>	<u>(501,582)</u>

Profit and loss account

During the financial period and the preceding financial period the company did not trade on its own account. Consequently, during those periods the company made neither a profit nor a loss.

These financial statements were approved by the board of directors on 30 May 1997 and were signed on its behalf by:



JS Lambert
Director

Windsor Creameries Manufacturing Limited

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

Cash flow statement

Under Financial Reporting Standard 1 the company is exempt from the requirement to prepare a cash flow statement on the grounds that it is a wholly owned subsidiary undertaking.

2 Remuneration of directors

No directors' emoluments are payable for the period ended 2 February 1996 (1996: £Nil).

3 Staff numbers and costs

The company did not employ any staff during the period (1996: £Nil).

4 Investments

The company holds the entire issued share capital of Richmond Operations Limited (formerly Sweetbrown Limited), a dormant, non-trading company registered in England and Wales.

	1997 £	1996 £
At cost		
Ordinary shares of £1 each	2	2
	<hr/>	<hr/>

5 Creditors: amounts falling due within one year

	1996 £	1996 £
Amounts owed to group undertakings	501,584	501,584
	<hr/>	<hr/>

Windsor Creameries Manufacturing Limited

Notes (continued)

6 Called up share capital

	1997 £	1996 £
Authorised		
"A" preference ordinary shares of £1 each	1,600,000	1,600,000
"B" ordinary shares of £1 each	3,000,000	3,000,000
	<u>4,600,000</u>	<u>4,600,000</u>
Allotted, called up and fully paid		
"A" preference ordinary shares of £1 each	1,525,480	1,525,480
"B" ordinary shares of £1 each	2,730,000	2,730,000
	<u>4,255,480</u>	<u>4,255,480</u>

The "A" preference ordinary shares carry rights as voting dividends and return of assets weighted preferentially by a multiple of 40 vis a vis the "B" ordinary shares.

7 Ultimate parent company

The company is a subsidiary undertaking of Richmond Ice Cream Company Limited. The accounts of this company are available from the company's registered office.