

**THE QUALITY OF LIFE (NE) LIMITED****1998 ANNUAL REPORT AND ACCOUNTS****REPORT OF THE DIRECTORS**

The directors submit their annual report together with the accounts for the 52 weeks ended 2 January 1999.

**REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS**

The Company did not trade during the period, and there is no present intention to pursue any activity.

**DIRECTORS**

The directors of the Company who served during the year are as follows :

A G Clark

A D Frew

The interests of the directors in the share capital of the Company's ultimate holding company United Biscuits (Holdings) plc and options outstanding at the beginning and end of the Company's financial period were as follows :

	<u>Ordinary Shares</u>			<u>Options</u>		
	<b>1998 No.</b>	<b>1997 No.</b>	<b>1998 No.</b>	<b>Granted</b>	<b>Lapsed</b>	<b>1997 No.</b>
A.G. Clark	<b>42,334</b>	45,873	<b>149,673</b>	18,600	11,355	142,428
A.D. Frew	<b>3,471</b>	3,662	<b>229,298</b>	15,900	-	213,398

The Options are exercisable at prices varying from 159p to 400p up to 19 April 2008.

Since the year end, the beneficial shareholdings of A.G. Clark and A.D. Frew have increased by 4,258 and 9,597 ordinary shares respectively.

**DIRECTORS' RESPONSIBILITIES IN RELATION TO THE ACCOUNTS**

The directors are required by the Companies Act 1985 to prepare accounts for each financial year which give a true and fair view of the state of affairs of the Company as at the end of the year and of the profit or loss for the year.

The directors are of the opinion that, in preparing these accounts, the Company has used appropriate and consistently applied accounting policies, supported by reasonable and prudent estimates and judgements. All applicable accounting standards have been followed.

The directors are responsible for ensuring that the Company keeps accounting records which disclose, with reasonable accuracy, the financial position of the Company and which enable them to ensure that the accounts comply with the Companies Act 1985.



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The directors also have responsibility for safeguarding the assets of the Company and for taking reasonable steps to ensure the prevention and detection of fraud and other irregularities.

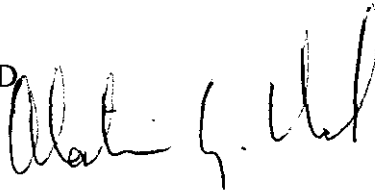
**DIVIDEND**

The directors do not recommend the payment of a dividend.

**AUDITORS**

Auditors have not been appointed in accordance with the provisions of Section 250 of the Companies Act 1985.

ON BEHALF OF THE BOARD



**A. G. CLARK**

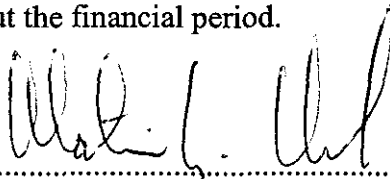
Director

18 October 1999

**BALANCE SHEET AT 2 JANUARY 1999**

	Notes	2 January 1999 £	3 January 1998 £
<b>CURRENT ASSETS</b>			
Debtors	2	<u>4,033</u>	<u>4,033</u>
<b>CREDITORS: amounts falling due within one year</b>	3	<u>(347,995)</u>	<u>(347,995)</u>
<b>NET CURRENT LIABILITIES</b>		<u>(343,962)</u>	<u>(343,962)</u>
<b>CAPITAL AND RESERVES</b>			
Called up equity share capital	4	100	100
Profit and loss account		<u>(344,062)</u>	<u>(344,062)</u>
Shareholders' funds		<u>(343,962)</u>	<u>(343,962)</u>

The company was dormant (within the meaning of Section 250 of the Companies Act 1985) throughout the financial period.



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**DIRECTOR**

18 October 1999

# THE QUALITY OF LIFE (NE) LIMITED

## NOTES TO THE ACCOUNTS AT 2 JANUARY 1999

1. Activity and basis of accounting

The company did not trade during the period. The accounts have been prepared on the historical cost basis of accounting.

2. Debtors

	2 January 1999 £	3 January 1998 £
Amounts owed by group undertakings	<u>4,033</u>	<u>4,033</u>

3. Creditors: amounts falling due within one year

	2 January 1999 £	3 January 1998 £
Amounts owed to group undertakings	<u>347,995</u>	<u>347,995</u>

4. Equity Share Capital

	<b>Authorised</b>		<b>Allotted, called up and fully paid</b>	
	2 January 1999 No.	3 January 1998 No.	2 January 1999 £	3 January 1998 £
Ordinary shares of £1 each	100	100	100	100

5. Ultimate holding company

The ultimate holding company is United Biscuits (Holdings) plc which is registered in Scotland and incorporated in Great Britain. Copies of the group accounts can be obtained from Church Road, West Drayton, Middlesex, UB7 7PR.