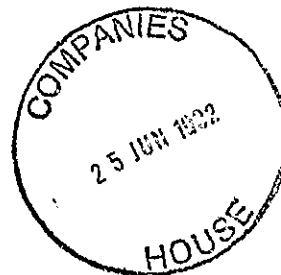


No 2362253

UDS HOLDINGS (1) LIMITED

DIRECTORS' REPORT AND ACCOUNTS
IN RESPECT OF THE YEAR ENDED
28 SEPTEMBER 1991



UDS HOLDINGS (1) LIMITED
DIRECTORS' REPORT

1

Directors: A G L Alexander
 D C Bonham
 G Dransfield
 M C Murray
 J E D Stevart

Secretary: R T V Tyson

Registered office: 1 Grosvenor Place, London SW1X 7JH

The Directors present their report and the audited accounts for the year ended 28 September 1991.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. During the year the Company disposed of its holding in the associated undertaking, Elco Leasing Limited.

RESULTS AND DIVIDENDS

The profit for the year amounts to £435,544 and is dealt with as shown in the profit and loss account.

An interim dividend of £405,000 having been paid during the year, the Directors do not recommend the payment of a final dividend.

FIXED ASSET INVESTMENTS

Movements on fixed asset investments are set out in Note 4.

DIRECTORS

The Directors shown at the head of this report are currently in office. J E D Stevart was appointed a Director on 31 May 1991. The remaining Directors served throughout the year under review.

DIRECTORS' INTERESTS

The only declarable interests were in the share and loan capital of Hanson PLC, the ultimate holding company, as follows -

	Ordinary Shares of 25p each <u>28 September 1991</u>	<u>29 September 1990</u> (or later date of appointment)	Ordinary Share Options Granted (Exercised) <u>During the year</u>
J E D Stevart	20,000	-	- (59,999)

There were no other notifiable interests.


AUDITORS

Ernst & Young having consented to act, will continue in office as auditors.

ANNUAL GENERAL MEETING

Pursuant to an Elective Resolution of the Company passed on 19 July 1991 the Company has dispensed with the need to hold Annual General Meetings. Any member of the Company is entitled to require the laying of the accounts before a general meeting on giving due notice to that effect in accordance with Section 253 of the Companies Act 1985.

By order of the Board


R T V Tyson
Secretary

4 December 1991

ERNST & YOUNG

REPORT OF THE AUDITORS TO THE MEMBERS OF
UDS HOLDINGS (1) LIMITED

We have audited the accounts on pages 4 to 8 in accordance with Auditing Standards.

In our opinion the accounts give a true and fair view of the state of affairs of the Company at 28 September 1991 and of the profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Ernst & Young
Chartered Accountants
Registered Auditor
HULL

4 December 1991

UDS HOLDINGS (1) LIMITED
 PROFIT AND LOSS ACCOUNT
 FOR THE YEAR ENDED 28 SEPTEMBER 1991

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	Note	1991 £	1990 £
Income from shares in group undertakings		540,000	-
OPERATING CHARGES		-	5,980
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION		540,000	(5,980)
Taxation	2	135,000	-
PROFIT/(LOSS) ON ORDINARY ACTIVITIES AFTER TAXATION		405,000	(5,980)
Extraordinary items	3	30,544	-
PROFIT/(LOSS) FOR THE FINANCIAL YEAR		435,544	(5,980)
Dividends paid		405,000	-
RETAINED PROFIT/(LOSS) FOR THE FINANCIAL YEAR		£ 30,544	£(5,980)

Movements on reserves are set out in Note 7.

UDS HOLDINGS (1) LIMITED
BALANCE SHEET - 28 SEPTEMBER 1991

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	Note	1991 £	1990 £
FIXED ASSETS			
Investments	4	185,583,000	186,427,000
CURRENT ASSETS			
Debtors	5	1,281,666	2,000
CREDITORS - Amounts falling due within one year			
Amounts owed to group undertakings		411,102	5,980
NET CURRENT ASSETS/(LIABILITIES)		<u>870,564</u>	<u>(3,980)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>£186,453,564</u>	<u>£186,423,020</u>
CAPITAL AND RESERVES			
Called up share capital	6	102	102
Share premium		186,428,898	186,428,898
Profit and loss account	7	24,564	(5,980)

J. Stevant

J E D Stevant - Director

Approved by the
Board of Directors
on 4 December 1991

£186,453,564 £186,423,020

1 ACCOUNTING POLICIES

(a) Accounting Convention

The accounts are prepared under the historical cost convention in accordance with applicable accounting standards except that Statement of Standard Accounting Practice No 10 has not been complied with as the ultimate parent undertaking has adopted Financial Reporting Standard No 1 and has included a cash flow statement in its accounts.

(b) Consolidated accounts

The company is a wholly owned subsidiary of a body incorporated in the European Community and advantage has been taken of Section 228 of the Companies Act 1985 in that consolidated accounts have not been prepared.

(c) Fixed asset investments

Fixed asset investments are at cost except where it is required to make a provision for diminution in value.

2 TAXATION

	1991	1990
Tax credit on UK dividends received	£135,000	£ -
	<hr/>	<hr/>

3 EXTRAORDINARY ITEMS

	1991	1990
Profit on sale of fixed asset investments	£30,544	£ -
	<hr/>	<hr/>

4 FIXED ASSET INVESTMENTS

	£
Shares in subsidiary and associated undertakings at cost	
At 29 September 1990	186,427,000
Disposals	(844,000)
	<hr/>
At 28 September 1991	185,583,000
	<hr/>
Representing:	
Subsidiary undertakings	£185,583,000
	<hr/>

4 FIXED ASSET INVESTMENTS (Continued)

The following are the Company's directly held wholly owned subsidiary undertakings which, with the exception of McIndor Hills Corp, which is incorporated in Panama, are all registered in England and Wales.

Company	Nature of business
Brooks Bros (Tailors) Limited	Property investment
McIndor Hills Corp	Dormant
Peter Pell Limited	Property investment
School Caterers Limited	Dormant
UDS (Head Office) Limited	Holding company
UDS (No 1) Limited	Dormant
UDS Finance Limited	Holding company
UDS Overseas Investments Limited	Holding company

In the opinion of the Directors, the aggregate value of the Company's investments in its subsidiary undertakings is not less than the amounts at which they are stated in the balance sheet.

5 DEBTORS

	1991 £	1990 £
Amounts owed by subsidiary undertakings	1,281,666	-
Amounts owed by other group undertakings	-	2,000
	<u>£1,281,666</u>	<u>£2,000</u>

6 CALLED UP SHARE CAPITAL

	Authorised 1991 and 1990	Allotted, called up and fully paid 1991 and 1990
Ordinary shares of £1 each	£1,000,000	£102
	<u> </u>	<u> </u>

7 PROFIT AND LOSS ACCOUNT

£

Adverse balance at 29 September 1990	(5,980)
Profit for the year	30,544
At 28 September 1991	<u>£24,564</u>

8 GROUP ACCOUNTS

The parent undertaking of the group of undertakings for which group accounts are drawn up and of which the Company is a member is Hanson PLC, registered in England and Wales. Hanson PLC is also the ultimate parent undertaking. Copies of Hanson PLC's accounts can be obtained from 1 Grosvenor Place, London SW1X 7JH.