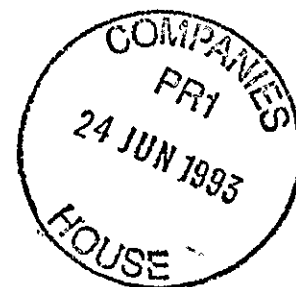


No 2362253

UDS HOLDINGS (1) LIMITED

DIRECTORS' REPORT AND ACCOUNTS
IN RESPECT OF THE YEAR ENDED
30 SEPTEMBER 1992



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 of the company for the year ended 30 September 1992.

PRINCIPAL ACTIVITIES

The Company is an investment holding company.

RESULTS AND DIVIDENDS

The loss for the year amounted to £129,782 as shown in the profit and loss account. The Directors do not recommend the payment of a dividend for the year.

DIRECTORS

The Directors shown at the head of this report are currently in office and were in office throughout the year under review. There were no other Directors during the year.

DIRECTORS' INTERESTS

None of the Directors had any declarable interests in the share or loan capital of the Company or any associated company during the year under review.


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

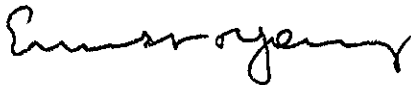

R T V Tyson
Secretary

3 December 1992

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

We have audited the accounts on pages 3 to 7 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 30 September 1992 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Ernst & Young
Chartered Accountants
Registered Auditor
HULL

3 December 1992

UDS HOLDINGS (1) LIMITED
 PROFIT AND LOSS ACCOUNT
 FOR THE YEAR ENDED 30 SEPTEMBER 1992

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	Note	1992 £	1991 £
Operating income	2	80,218	540,000
Exceptional items	3	(210,000)	30,544
		<hr/>	<hr/>
(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	4	(129,782)	570,544
Taxation	5	-	135,000
		<hr/>	<hr/>
(LOSS)/PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		(129,782)	435,544
Dividends paid		-	405,000
		<hr/>	<hr/>
(LOSS)/RETAINED PROFIT FOR THE FINANCIAL YEAR		£(129,782)	£30,544
		<hr/>	<hr/>

Movements on reserves are set out in Note 8.

RECOGNISED GAINS AND LOSSES

There are no recognised gains or losses other than the loss for the financial year of £129,782 in the year ended 30 September 1992 (profit of £435,544 in the year ended 28 September 1991).

UDS HOLDINGS (1) LIMITED
BALANCE SHEET - 30 SEPTEMBER 1992

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	Note	1992 £	1991 £
FIXED ASSETS			
Investments	6	185,373,000	185,583,000
CURRENT ASSETS			
Amounts owed by subsidiary undertakings		1,361,884	1,281,666
CREDITORS - Amounts falling due within one year			
Amounts owed to group undertakings		411,102	411,102
NET CURRENT ASSETS		<u>950,782</u>	<u>870,564</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>£186,323,782</u>	<u>£186,453,564</u>
CAPITAL AND RESERVES			
Called up share capital	7	102	102
Share premium account		186,428,898	186,428,898
Profit and loss account	8	(105,218)	24,564
		<u>£186,323,782</u>	<u>£186,453,564</u>

Approved by the
Board of Directors
on 3 December 1992

J. Stewart.

J E D Stewart - Director

1 ACCOUNTING POLICIES

(a) Accounting Convention

The accounts are prepared under the historical cost convention in accordance with applicable accounting standards, including Financial Reporting Standards 2 and 3.

(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	OPERATING INCOME	1992 £	1991 £
	Income from shares in group undertakings	78,718	540,000
	Management charges to group undertakings	1,500	-
		<u>£80,218</u>	<u>£540,000</u>

3	EXCEPTIONAL ITEMS	1992 £	1991 £
	(Loss)/Profit on disposal of fixed asset investment	(80,000)	30,544
	Provision for diminution in value of fixed asset investments	(130,000)	-
		<u>£(210,000)</u>	<u>£30,544</u>

4 (LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

This is stated after charging:

	1992 £	1991 £
Auditors' remuneration	-	-
Directors' remuneration	-	-
	<u>-</u>	<u>-</u>

Certain fees for non-audit services provided by Ernst & Young to the company have been borne by the ultimate parent company. It is not practicable to ascertain what proportion of such fees relates to the company.

5 TAXATION

	1992	1991
Tax credit on UK dividends received	£ -	£135,000

There is no charge to corporation tax on the result of the year due to the availability of losses.

6 FIXED ASSET INVESTMENTS

	£
Shares in subsidiary undertakings at cost	
At 28 September 1991	185,583,000
Disposals	(80,000)
At 30 September 1992	185,503,000
Provisions for diminution in value	
At 28 September 1991	-
Charge for year	130,000
At 30 September 1992	130,000
Net book amounts	
At 30 September 1992	£185,373,000
At 28 September 1991	£185,583,000

The following are the Company's directly held wholly owned subsidiary undertakings:

Company	Nature of business	Country of incorporation
Brooks Bros (Tailors) Limited	Property investment	England and Wales
McIndor Hills Corp	Dormant	Panama
Peter Pell Limited	Property investment	England and Wales
UDS (Head Office) Limited	Holding company	England and Wales
UDS (No 1) Limited	Dormant	England and Wales
UDS Finance Limited	Holding company	England and Wales
UDS Overseas Investments Limited	Holding company	England and Wales

School Caterers Limited, a former subsidiary, has been struck off the register during the year pursuant to the provisions of Section 652 of the Companies Act 1985.

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.

7 CALLED UP SHARE CAPITAL

	Authorised 1992 and 1991	Allotted, called up and fully paid 1992 and 1991
Ordinary shares of £1 each	£1,000,000	£102

8 PROFIT AND LOSS ACCOUNT

	£
At 28 September 1991	24,564
Profit for the year	(129,782)
At 30 September 1992	£(105,218)

9 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	1992 £	1991 £
(Loss)/Profit attributable to members of the company	(129,782)	435,544
Dividends	—	405,000
Net addition to shareholders' fund	(129,782)	30,544
Opening shareholders' funds	185,453,564	186,423,020
Closing shareholders' funds	£186,323,782	£186,453,564

10 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 company. Copies of Hanson PLC's accounts can be obtained from 1 Grosvenor Place, London SW1X 7JH.