

Stamford Nominees Limited

Registered No. 2702710

DIRECTORS

D J Batten
K J Hoffman
G A Lindsay

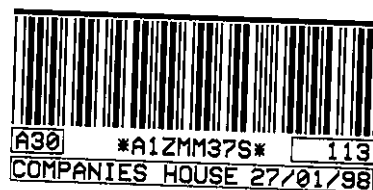
SECRETARY

Gray's Inn Secretaries Limited
5 Chancery Lane
Cliffords Inn
London EC4A 1BU

AUDITORS

Ernst & Young
Rolls House
7 Rolls Buildings
Fetter Lane
London EC4A 1NH

ERNST & YOUNG



Stamford Nominees Limited

DIRECTORS' REPORT

The directors submit the annual report and accounts of the company for the year ended 31 March 1997.

ACCOUNTS AND ACTIVITIES

The company acts as a nominee company and is precluded from trading by its memorandum and articles of association. The costs of the company are incurred on its behalf by a member of the Sainsbury family. No profit and loss account has therefore been presented.

DIRECTORS AND THEIR INTERESTS

The directors during the year were as follows:

D J Batten
K J Hoffman
G A Lindsay

None of the directors during the year held any interest in the share capital of the company.

AUDITORS

A resolution to reappoint Ernst & Young as auditors will be put to the members at the General Meeting of the company at which these accounts are presented.

By order of the board

FOR AND ON BEHALF OF
Gray's Inn Secretaries Limited

.....DIRECTOR/
AUTHORISED SIGNATORY

Gray's Inn Secretaries Limited
Secretary

9 January 1998

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE
ACCOUNTS

Company law requires the directors to prepare accounts for each financial year 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 accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent; and
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping 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 accounts comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

REPORT OF THE AUDITORS
to the members of Stamford Nominees Limited

We have audited the accounts on pages 5 and 6, which have been prepared under the historical cost convention and on the basis of the accounting policy set out on page 6.

Respective responsibilities of directors and auditors

As described on page 3 the company's directors are responsible for the preparation of the accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion to you.

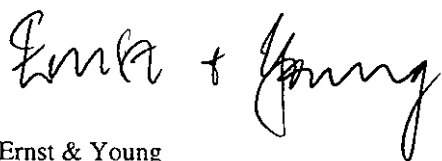
Basis of opinion

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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We 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 accounts 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 accounts.

Opinion

In our opinion the accounts give a true and fair view of the state of affairs of the company as at 31 March 1997 and have been properly prepared in accordance with the Companies Act 1985.



Ernst & Young
Chartered Accountants
Registered Auditor
London

9 January 1998

Stamford Nominees Limited

BALANCE SHEET

at 31 March 1997

	Note	1997 £	1996 £
CURRENT ASSETS			
Amounts due from parent undertaking		2	2
NET CURRENT ASSETS		<u>2</u>	<u>2</u>
CAPITAL AND RESERVES			
Called up share capital	3	2	2
		<u>2</u>	<u>2</u>



Director

G. A. Lindsay

9 January 1998

Stamford Nominees Limited

NOTES TO THE ACCOUNTS

at 31 March 1997

1. ACCOUNTING POLICY

Accounting convention

The accounts are prepared under the historical cost convention and in accordance with applicable accounting standards.

2. TURNOVER

The company did not trade during the year ended 31 March 1997 and has made neither a profit nor a loss. Accordingly no profit and loss account has been prepared.

3. SHARE CAPITAL

	<i>Authorised</i>		<i>Allotted, called up and fully paid</i>	
	<i>1997</i>	<i>1996</i>	<i>1997</i>	<i>1996</i>
	<i>£</i>	<i>£</i>	<i>£</i>	<i>£</i>
Shares of £1 each	100	100	2	2

4. ULTIMATE PARENT UNDERTAKING

The company is a wholly owned subsidiary of H. O. N. & V. Trustee Limited which is incorporated in Great Britain and registered in England and Wales.