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DGPS Trustees Limited

Directors' Report and Financial Statements

Registered number 3509551

Year ended 30 June 2003



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Directors

R P Green (resigned 20 November 2003)
K J Compson (resigned 27 January 2004)
P Kirk
J Sanchez (retired 8 July 2002)
G W Marshall
J E Hockley (resigned 16 October 2003)
C Stockdale (appointed 8 July 2002)
C Dale (appointed 16 October 2003)

Secretary

K J Compson (resigned 27 January 2004)
G W Marshall (appointed 27 January 2004)

Registered office

Unit 501 Worle Parkway
Weston-super-Mare
North Somerset
BS22 6WA

Directors' report

The directors present their annual report and financial statements for the year ended 30 June 2003.

Principal activities

The company acts as the Trustee for the Dalgety Group Pension Scheme and has not traded since the date of its incorporation on 13 February 1998.

Details of directors

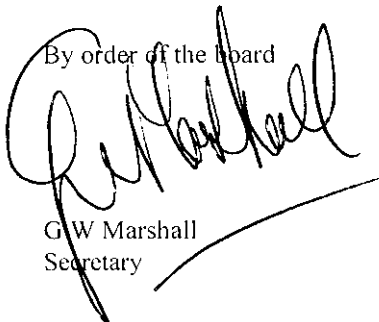
The names of the directors who served during the period are given on page 3. None of the directors in place at the end of the year had any interest in the share of the company during the year. The directors' interests in the shares of the ultimate parent undertaking, Arable Holdings Limited (formerly Dalgety Group Limited) are included in the financial statements of Arable Holdings Limited.

Statement of directors' responsibilities

Company law requires the directors to prepare financial statements 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 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 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 financial statements comply with the Companies Act 1985. They have 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.

By order of the board

G W Marshall
Secretary

Balance sheet

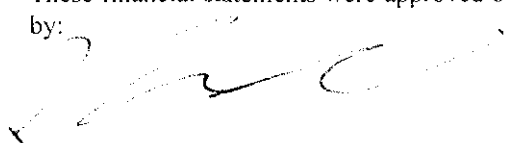
at 30 June 2003

	Notes	2003 £	2002 £
Debtors	3	1	1
		<hr/>	<hr/>
		1	1
		<hr/>	<hr/>
Called up share capital	4	1	1
		<hr/>	<hr/>

The directors:

- (a) confirm that the company was entitled to exemption under subsection (1) of section 249AA of the Companies Act 1985 from the requirement to have its accounts for the financial year ended 30 June 2002 audited.
- (b) confirm that members have not required the company to obtain an audit of its accounts for that financial year in accordance with sub-section (2) of section 249B(2) of that Act.
- (c) acknowledge their responsibility for:
 - (i) ensuring that the company keeps accounting records which comply with section 221 of the Companies Act 1985, and
 - (ii) preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial year and of its profit or loss for the financial year in accordance with the requirements of section 226 of that Act, and which otherwise comply with the requirements of that Act relating to accounts, so far as applicable to the company.

These financial statements were approved by the board of directors on 21 April 2004 and were signed on its behalf by:



P Kirk
Director

The notes on page 6 form part of the financial statements.

Notes

(forming part of the financial statements)

1 Profit and loss account

During the year the company did not trade and received no income and incurred no expenditure. Consequently during this period the company made neither a profit nor a loss. There were no other unrecognised gains or losses in the year.

2 Accounting policies

The financial statements have been prepared in accordance with applicable accounting standards.

3 Debtors

	2003 £	2002 £
Amounts owed by group undertaking	1	1
	<u>1</u>	<u>1</u>

4 Called up share capital

	2003 £	2002 £
<i>Authorised</i>		
Ordinary shares of £1 each	1	1
	<u>1</u>	<u>1</u>
<i>Share capital allotted and called up</i>		
Ordinary shares of £1 each	1	1
	<u>1</u>	<u>1</u>

5 Directors' emoluments

None of the directors received any remuneration in respect of their services for the year.

6 Parent undertaking and controlling party

The company's ultimate parent undertaking and controlling party is Arable Holdings Limited.