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CARRS BILLINGTON AGRICULTURE (PROPERTIES) LIMITED DIRECTORS' REPORT AND ACCOUNTS

for the year ended

31st August 2003

COMPANY REGISTRATION NO: 250349



Report of the Directors for the year ended 31st August 2003

The directors submit their report and accounts for the year ended 31st August 2003.

Results, dividends and activities

The company did not trade during the year.

Directors and directors' interests

At 31st August 2003 the directors were Dr. R.R. Toomey, Mr. L.L.R. Whiteley, Mr. S.N. Gooderham and Mr. P.W. Steeples.

The interests of the directors who are also directors of the ultimate parent undertaking, Edward Billington & Son Limited, are shown in that company's accounts.

The interests of the other directors in the share capital of the ultimate parent undertaking are as follows:

	Ordinary shares of £1 each		Second preferred ordinary shares of £1 each	
	2003	2002	2003	2002
S.N. Gooderham	2,950	2,950	10,105	9,242
P.W. Steeples	-	_	8,727	7,810

The holding of second preferred ordinary shares includes beneficial holdings held in the name of the trustees of the Edward Billington & Son Limited, Employee Share Ownership Plan.

None of the directors have any beneficial interest in the share capital of the company.

Auditors

As the company is dormant under the provisions of Section 249AA of the Companies Act 1985, it is exempt from the requirements to prepare audited accounts.

By Order of the Board

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C.J. FOWLE

Secretary

Cunard Building, Liverpool L3 1EL.

10th November 2003

Statement of Directors' Responsibilities for the year ended 31st August 2003

The directors are required under company law to prepare accounts for each financial period 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 the period then ended.

In preparing these accounts, they are required to:

- select suitable accounting policies and apply them consistently;
- make reasonable and prudent judgements and estimates;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the accounts;
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are also responsible for:

- keeping proper accounting records;
- safeguarding the company's assets;
- taking reasonable steps for the prevention and detection of fraud and other irregularities.

Balance Sheet 31st August 2003

	Notes	2003	2002
Current assets			
Debtors	2	£70,000	£70,000
			-
Capital and reserves			
Called up share capital	3	£70,000	£70,000
			 -

The company was dormant throughout the year ended 31st August 2003.

For the year ended 31st August 2003 the company was entitled to exemption under section 249AA(1) of the Companies Act 1985.

No members have required the company to obtain an audit of its accounts for the year in question in accordance with section 249B(2).

The directors acknowledge their responsibility for:

- a. Ensuring the company keeps accounting records which comply with section 221;
- b. Preparing accounts which give a true and fair view of the state of affairs of the company as at the end of its financial year, and of its profit and loss for the financial year in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

Approved by the Board of Directors on 10th November 2003

L.L.R. WHITELEY - Director

The notes on page 4 form part of these accounts.

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Notes to the Accounts

1. Accounting policies

Accounting basis

The accounts are prepared under the historical cost convention and in accordance with applicable Accounting Standards. The company has not traded during the year and therefore no Profit and Loss Account is presented.

2. Debtors

3.

	2003	2002
Parent undertaking	£70,000	£70,000
	=	
Share capital		
	2003	2002
Authorised		
150,000 ordinary shares of £1 each	£150,000	£150,000
	-	
Allotted, called up and fully paid		
70,000 ordinary shares of £1 each	£ 70,000	£ 70,000

4. Parent undertaking

The immediate parent undertaking is Carrs Billington Agriculture (Operations) Limited, a company incorporated in England. The ultimate parent undertaking is Edward Billington & Son Limited, which is itself incorporated in England.