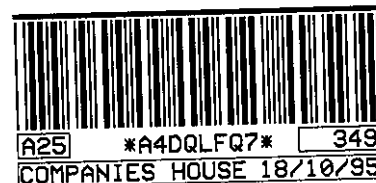


**UNITED BISCUITS (AGRICULTURE) LIMITED****1994 ANNUAL REPORT AND ACCOUNTS****REPORT OF THE DIRECTORS**

The directors submit their annual report together with the accounts for the 52 weeks ended 31 December 1994.

**REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS**

The Company did not trade during the period, and there is no present intention to pursue any activity.

**DIRECTORS**

The directors of the Company who served during the year are as follows :

A G Clark  
A D Frew

The interests of the directors in the share capital of the Company's ultimate holding company United Biscuits (Holdings) plc and options outstanding at the beginning and end of the Company's financial period were as follows :

	<u>Shares</u>		<u>Options</u>	
	<u>1994</u>	<u>1993</u>	<u>1994</u>	<u>1993</u>
A G Clark	38,332	36,708	84,562	74,911
A D Frew	-	-	101,360	94,262

The options are exercisable at prices varying from 190p to 400p up to April 2004.

**DIRECTORS' RESPONSIBILITIES IN RELATION TO THE ACCOUNTS**

The directors are required by the Companies Act 1985 to prepare accounts for each financial year which give a true and fair view of the state of affairs of the Company as at the end of the year and of the profit or loss for the year.

The directors are of the opinion that, in preparing these accounts, the Company has used appropriate and consistently applied accounting policies, supported by reasonable and prudent estimates and judgements. All applicable accounting standards have been followed.

The directors are responsible for ensuring that the Company keeps accounting records which disclose, with reasonable accuracy, the financial position of the Company and which enable them to ensure that the accounts comply with the Companies Act 1985.

The directors also have responsibility for safeguarding the assets of the Company and for taking reasonable steps to ensure the prevention of fraud and other irregularities.

**UNITED BISCUITS (AGRICULTURE) LIMITED**

**1994 ANNUAL REPORT AND ACCOUNTS**

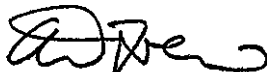
**DIVIDEND**

The directors do not recommend the payment of a dividend.

**AUDITORS**

Auditors have not been appointed in accordance with the provisions of Section 250 of the Companies Act 1985.

ON BEHALF OF THE BOARD



**A D FREW**

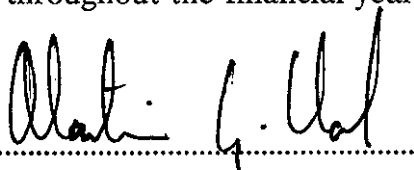
Secretary

24 March 1995

**BALANCE SHEET AT 31 DECEMBER 1994**

	Note	1994 £	1993 £
Current assets			
Debtors			
Amount due from group company		<u>83,716</u>	<u>83,716</u>
Capital and reserves			
Called up equity share capital			
Authorised, allotted and			
fully paid ordinary shares of £1 each		100	100
Profit and loss account		<u>83,616</u>	<u>83,616</u>
		<u>83,716</u>	<u>83,716</u>

The company was dormant (within the meaning of Section 250 of the Companies Act 1985) throughout the financial year.

  
.....

**DIRECTOR**

24 March 1995

**UNITED BISCUITS (AGRICULTURE) LIMITED**

**NOTES TO THE ACCOUNTS AT 31 DECEMBER 1994**

1. Activity and basis of accounting

The company did not trade during the period. The accounts have been prepared on the historical cost basis of accounting.

2. Ultimate holding company

The ultimate holding company is United Biscuits (Holdings) plc which is registered in Scotland and incorporated in Great Britain. Copies of the group accounts can be obtained from Church Road, West Drayton, Middlesex, UB7 7PR.