

WESTON FOODS LIMITED

Directors' report and financial statements

16 September 2000
Registered number 346959



Directors' report and financial statements

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Directors' report

The directors present their annual report and the audited financial statements for the 52 week period ended 16 September 2000.

Principal activities

The company is a holding company and the principal activities of the subsidiary were the manufacture and sale of food.

Business review and future developments

During the period the main activity of the company remained unchanged and the directors anticipate that any future developments would be related to this activity.

Trading results, dividends and transfer to reserves.

Dividend received amounted to £Nil (1999: £22,000,000). There was no transfer to reserves (1999: £Nil).

Directors and directors' interests

The directors who held office during the period were as follows:

J G Bason
P J Jackson
L Rendall (resigned 26 July 2000)
P A Russell (appointed 27 July 2000)
P Telford
G H Weston

Notification of an interest in, or a right to subscribe for, the shares of this company and shares in or debentures of other group companies by J G Bason, P J Jackson, P A Russell and G H Weston was not required because at the end of the period each was also a director of a company of which this company is a wholly owned subsidiary undertaking.

P Telford had the following interests in the ordinary shares of 5¹⁵/₂₂p each in Associated British Foods plc, as recorded in the register of directors' interests:

	Interest at <u>16.09.00</u>	Interest at <u>18.09.99</u>
P Telford	880	880

Directors' report (*Continued*)

Directors and directors' interests (*Continued*)

The following director had outstanding options to acquire ordinary shares of 5¹⁵/₂₂p each in Associated British Foods plc as follows:

	Number of shares		Exercise price	Date from which exercisable	Expiry Date
	<u>16.09.00</u>	<u>18.09.99</u>			
P Telford	15,000	15,000	561.5p	28 April 2003	27 April 2008

No other director required to disclose interests had share options.

No director had at any time during the period any material interest in a contract with the company, being a contract of significance to either party, other than his service contract.

Auditors

Pursuant to a shareholders' resolution, the company is not obliged to re-appoint its auditors annually and KPMG Audit Plc will therefore continue in office.

By order of the board



J Foster
Secretary

Weston Centre
Bowater House
68 Knightsbridge
London
SW1X 7LQ

19 October 2000

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 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 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.

Report of the auditors to the members of Weston Foods Limited

We have audited the financial statements on pages 5 to 9.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the directors' report and, as described on page 3, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with Companies Act. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

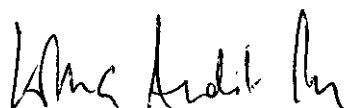
Basis of opinion

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 financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements 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 financial statements 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 financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 16 September 2000 and of its result for the year then ended, and have been properly prepared in accordance with the Companies Act 1985.



KPMG Audit Plc
Chartered Accountants
Registered Auditor
London

19 October 2000

Profit and loss account
for the period ended 16 September 2000

	Note	52 week period ended 16 September 2000 £	53 week period ended 18 September 1999 £
Income from fixed asset investments	4	-	22,000,000
Profit on ordinary activities before taxation			22,000,000
Tax on profit on ordinary activities		-	-
Profit on ordinary activities after taxation		-	22,000,000
Dividend	5	-	(22,000,000)
Retained result for the financial period		-	-
Retained profit brought forward		1,570,459	1,570,459
Retained profit carried forward		<u>1,570,459</u>	<u>1,570,459</u>

There are no recognised gains or losses other than the result for the period and the previous period.

There is no material difference between the company's results as reported and on an historical cost basis. Accordingly no note of historical costs profits and losses has been prepared.

The profit on ordinary activities before taxation relates entirely to continuing activities.

Balance Sheet

at 16 September 2000

	Note	16 September 2000 £	18 September 1999 £
Fixed assets			
Investments	6	77,814	77,814
Current assets			
Debtors	7	<u>4,042,645</u>	<u>4,042,645</u>
Net assets		<u>4,120,459</u>	<u>4,120,459</u>
Capital and reserves			
Called up share capital	8	1,803,595	1,803,595
Capital redemption reserve		746,405	746,405
Profit and loss account		<u>1,570,459</u>	<u>1,570,459</u>
Shareholders' funds - equity and non-equity		<u>4,120,459</u>	<u>4,120,459</u>

These financial statements were approved by the board of directors on 19 October 2000 and were signed on its behalf by



J G Bason
Director

Notes

(forming part of the financial statements)

1. Accounting reference date

The accounting reference date of the company is the Saturday nearest to 15 September. Accordingly these financial statements have been prepared for the 52 week period ended on 16 September 2000.

2. Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

The company is exempt by virtue of s228 of the Companies Act 1985 from the requirement to prepare group accounts.

Under Financial Reporting Standard 1 the company is exempt from the requirement to prepare a cash flow statement on the grounds that it is a wholly owned subsidiary undertaking. A group cash flow statement is included in the financial statements of ABF Investments plc.

3. Directors' emoluments

The directors have received no emoluments in respect of their services as directors of this company in the current or the previous period.

4. Income from fixed asset investments

	52 week period ended 16 September 2000 £	53 week period ended 18 September 1999 £
Income from shares in group undertakings	_____ -	<u>22,000,000</u>

Notes (continued)

5. Dividend

	52 week period ended 16 September 2000 £	53 week period ended 18 September 1999 £
Interim ordinary dividend	-	<u>22,000,000</u>

6. Fixed asset investments

	Subsidiary undertakings £
Shares	
<i>Cost</i>	
At 16 September 2000 and 18 September 1999	<u>77,814</u>

The investments in which the company's interest is more than 10% are as follows:

	Country of Registration or incorporation	Principal activity	Class of shares held	Percentage of shares held
<i>Subsidiary undertakings</i>				
Burtons Gold Medal Biscuits Limited	England and Wales	Trading	Ordinary	100

In the opinion of the directors the investments in the company's subsidiary undertakings are worth at least the amounts at which they are stated in the balance sheet.

7. Debtors: amounts falling due within one year

	16 September 2000 £	18 September 1999 £
Amounts owed by holding company	<u>4,042,645</u>	<u>4,042,645</u>

Notes (continued)

8. Called up share capital	Number	£
<i>Authorised</i>		
At 18 September 1999 and 16 September 2000		
Ordinary shares of 50p each	3,992,810	1,996,405
6% cumulative preference shares of £1 each	<u>3,595</u>	<u>3,595</u>
	<u>3,996,405</u>	<u>2,000,000</u>
 <i>Allotted, called up and fully paid</i>		
At 18 September 1999 and 16 September 2000		
Ordinary shares of 50p each	3,600,000	1,800,000
6% cumulative preference shares of £1 each	<u>3,595</u>	<u>3,595</u>
	<u>3,603,595</u>	<u>1,803,595</u>

The preference shares carry the right to a cumulative preference dividend of 6% per annum on the paid up capital and a preference over the ordinary shares as to a repayment of capital. In the event of a winding up, they are entitled to receive no more than the amount paid up, together with a 5 pence premium per share, plus any arrears of dividends (whether earned or declared or not) up to the date of return of capital.

The dividends on these preference shares for the 52 weeks ended 16 September 2000 have been waived.

9. Holding company

The ultimate holding company, and controlling party as defined by FRS 8, is Wittington Investments Limited which is incorporated in Great Britain and registered in England and Wales.

The largest group in which the results of the company are consolidated is that headed by Wittington Investments Limited. The smallest group in which they are consolidated is that headed by ABF Investments plc, which is incorporated in Great Britain and registered in England and Wales. The consolidated financial statements of these groups are available to the public and may be obtained from Weston Centre, Bowater House, 68 Knightsbridge, London, SW1X 7LQ.