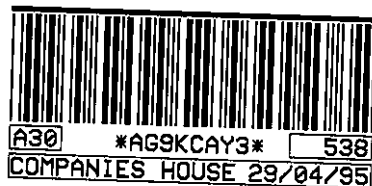


OTFORD ESTATES LTD
FINANCIAL STATEMENTS
YEAR ENDED 30TH SEPTEMBER 1994
COMPANY NO. 407127



OTFORD ESTATES LTD

Directors' Report

The directors have pleasure in submitting their annual report and financial statements for the year ended 30th September 1994.

Activities

The principal activity of the company is that of a property company. The directors foresee no material change in the nature of the company's activities.

Financial

The directors recommend that no dividend be paid (1993 - £nil). The profit for the period retained in the company is £8,981 (1993 - £20,713).

Directors

The directors during the year were as follows:-

M.G. Delahooke

C.J. Evans

C.J. Sandham

Directors' Interests

The interests of the directors who held office at the end of the year in the shares of Grand Metropolitan PLC are disclosed in the financial statements of the intermediate holding company, International Distillers and Vintners Limited.

Mr. M. Delahooke, Mr. C.J. Evans and Mr. C.J. Sandham were directors of the immediate holding company, International Distillers & Vintners Limited, at the end of the year and their interests are disclosed in the annual report of that company.

OTFORD ESTATES LTD

Directors' Report - *continued*

Auditors

The auditors, KPMG Peat Marwick, are willing to continue in office and a resolution concerning their re-appointment and remuneration will be submitted at the annual general meeting.

By order of the board,



M.S. LEATHES

Secretary

9th February 1995

1 York Gate
Regent's Park
London NW1 4PU

OTFORD ESTATES LTD

DIRECTORS' RESPONSIBILITIES

in relation to financial statements

The following statement, which should be read in conjunction with the report of the auditors set out on page 4, is made with a view to distinguishing for shareholders the respective responsibilities of the directors and of the auditors in relation to the financial statements.

The directors are required by the Companies Act 1985 to prepare financial statements 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 financial year and of the profit or loss of the company for the financial year.

The directors consider that in preparing the financial statements on pages 5 to 9, the company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates, that all accounting standards which they consider to be applicable have been followed, and that it is appropriate to use a going concern basis.

The directors have responsibility 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 financial statements comply with the Companies Act 1985.

The directors 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.

The directors, having prepared the financial statements, have requested the auditors to take whatever steps and undertake whatever inspections they consider to be appropriate for the purpose of enabling them to give their audit report.



DIRECTOR

OTFORD ESTATES LTD

Report of the Auditors, KPMG Peat Marwick, to the members of Otford Estates Limited

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

Respective responsibilities of directors and auditors

As described on page 3 the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements 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 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 as at 30th September 1994 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG

KPMG Peat Marwick
Chartered Accountants
Registered Auditors

London,

9th Feb 1995

OTFORD ESTATES LTD

Profit and Loss Account

for the year ended 30th September 1994

	<u>Notes</u>	<u>1994</u> £	<u>1993</u> £
Turnover	1	6,000	23,000
Interest receivable from group companies		7,404	7,915
Profit on ordinary activities before taxation		13,404	30,915
Taxation on profit on ordinary activities	3	(4,423)	(10,202)
Profit on ordinary activities after taxation retained for the year		8,981	20,713

MOVEMENT IN RESERVES

Reserves at beginning of period	1,100,013	1,079,300
Retained profit for the period	8,981	20,713
Reserves at end of period	1,108,994	1,100,013

The profit and loss account relates wholly to continuing operations. The company has no recognised gains or losses for the year other than the profit for the financial year.

OTFORD ESTATES LTD

Balance Sheet

At at 30th September 1994

	<u>Notes</u>	<u>1994</u> £	<u>1993</u> £
FIXED ASSETS			
TANGIBLE ASSETS			
Freehold Land	4	950,000	950,000
CURRENT ASSETS			
Debtors: Amounts due from group companies	5	46,944	50,492
Cash at Bank		118,473	111,723
		<u>165,417</u>	<u>162,215</u>
CREDITORS: Amounts falling due within one year			
Other creditors including taxation	3	<u>(4,423)</u>	<u>(10,202)</u>
NET CURRENT ASSETS		<u>160,994</u>	<u>152,013</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>1,110,994</u>	<u>1,102,013</u>
CAPITAL AND RESERVES			
CALLED UP SHARE CAPITAL			
Authorised, Allotted, called up and fully paid			
2,000 ordinary shares of £1 each		2,000	2,000
RESERVES			
Property revaluation reserve		937,751	937,751
Profit and loss account		171,243	162,262
		<u>1,108,994</u>	<u>1,100,013</u>
		<u>1,110,994</u>	<u>1,102,013</u>

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

9 February 1995


C.J. EVANS

DIRECTOR

OTFORD ESTATES LTD

Reconciliation of Movements in Shareholders' Funds for the year ended 30th September 1994

	<i>1994</i> <i>£</i>	<i>1993</i> <i>£</i>
Profit/(Loss) for the financial year	8,981	20,713
Dividends	-	-
Net additions to Shareholders' Funds	<u>8,981</u>	<u>20,713</u>
Shareholders' Funds at 30th September 1993	<u>1,102,013</u>	<u>1,081,300</u>
Shareholders' Funds at 30th September 1994	<u><u>1,110,994</u></u>	<u><u>1,102,013</u></u>

OTFORD ESTATES LTD

Notes

(forming part of the financial statements)

1. Accounting Policies

a) Accounting Convention

The financial statements are prepared under the historical cost convention. They have been drawn up to comply in all material respects with applicable UK accounting standards.

b) Turnover

Turnover comprises rental income

c) Freehold Land not Depreciated

No depreciation has been charged on the freehold land.

2. Operating Costs

The directors received no emoluments in respect of their services to the company (1993 -£nil) and the audit fee has been borne by International Distillers and Vintners Limited. The company has no employees and therefore has no staff costs.

3. Taxation on Profit on Ordinary Activities

	<u>1994</u>	<u>1993</u>
	£	£
UK Corporation tax @ 33% on profits for the period (1993 - 33%) due within one year	4,423	10,202
	<hr/>	<hr/>
	4,423	10,202
	<hr/>	<hr/>

OTFORD ESTATES LTD

Notes - *continued*

4. Fixed Assets

	<u>1994</u> £	<u>1993</u> £
Details of revalued land is as follows:		
At 1988 professional valuation	950,000	950,000
Historical cost of land	<u>12,249</u>	<u>12,249</u>

A professional valuation of the company's land was carried out at 30th September 1988 on an open market existing use basis. The valuation was made by a specialist firm of chartered surveyors.

5. Debtors

All debtors are receivable within one year.

6. Cash Flow Statement

A cash flow statement is not presented as the company is a member of a group whose ultimate holding company, Grand Metropolitan PLC, includes a group cash flow statement in its financial statements.

7. Ultimate Holding Company

The company is a wholly owned subsidiary of Gilbeys Limited and its ultimate holding company is Grand Metropolitan PLC, both companies are incorporated in Great Britain and registered in England and Wales. A copy of the financial statements of the latter can be obtained from 20 St. James's Square, London SW1Y 4RR.