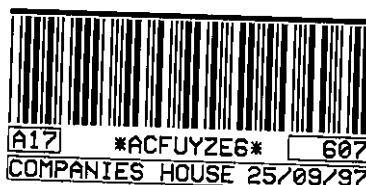


RED CHEEK FINANCE P.L.C.

Reg. No. 2087795

DIRECTORS' REPORT AND ACCOUNTS

for the year ended 25th April, 1997



RED CHEEK FINANCE P.L.C.

REPORT OF THE DIRECTORS for the year ended 25th April, 1997

The directors have pleasure in submitting the audited accounts for the year ended 25th April, 1997.

ACTIVITIES

The Company has not traded on its own account during the year and is not expected to trade in the forthcoming year.

DIRECTORS

The directors holding office during the period were:

A.C. Flockhart
T.J. Gregory

DIRECTORS' INTERESTS IN SHARES

No director had an interest in the issued shares of the Company during the period. The Company's ultimate parent Company is H.P. Bulmer Holdings P.L.C. and the directors had the following interests in the issued shares of H.P. Bulmer Holdings P.L.C. at the dates shown:

		At 25th April, 1997	At 26th April, 1996
T.J. Gregory	- Ordinary	2,353	2,906
A C Flockhart	- Ordinary	2,994	-

The above shareholdings include the interests, if any, held by a director as trustee or by a director's wife or infant children.

Save as disclosed above, none of the directors held shares in the Company's ultimate parent company or in subsidiaries of the Company's ultimate parent company.

RED CHEEK FINANCE P.L.C.

REPORT OF THE DIRECTORS for the year ended 25th April, 1997 (continued)

AUDITORS

A resolution will be submitted to the Annual General Meeting to re-appoint Binder Hamlyn under the provisions of the Companies Act 1985.

By Order of the Board



W.G. STEBBINGS
Secretary

10th July, 1997

The Cider Mills
Plough Lane
Hereford

RED CHEEK FINANCE P.L.C.

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, describes the responsibilities of the directors in relation to these 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 year and of the profit or loss for the year.

The directors consider that in preparing the financial statements on pages 5 to 6 the Company has used appropriate accounting policies consistently applied and supported by reasonable and prudent judgements and estimates. All accounting standards have been followed and the financial statements have been prepared on a going concern basis.

The directors are responsible for ensuring that the Company maintains adequate accounting records which disclose with reasonable accuracy the financial position of the Company and which enables them to ensure that the financial statements comply with the Companies Act 1985.

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

RED CHEEK FINANCE P.L.C.

AUDITORS' REPORT

TO THE MEMBERS OF RED CHEEK FINANCE P.L.C.

We have audited the financial statements on pages 5 to 6 which have been prepared on the basis of the accounting policies set out on page 5.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As described on page 3 the Company's Directors are responsible for the preparation of the 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

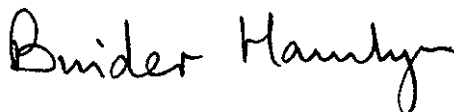
We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the financial statements and of whether the accounting policies are appropriate to the circumstances of the Company, 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 affairs of the Company at 25th April, 1997 and have been properly prepared in accordance with the Companies Act 1985.

BINDER HAMLYN
Chartered Accountants
Registered Auditors



20 Old Bailey
London EC4M 7BH

10th July, 1997

RED CHEEK FINANCE P.L.C.

ACCOUNTING POLICIES

1 *FINANCIAL YEARS*

Financial years of the Company comprise either 52 or 53 weeks ending on the last Friday in April of each year.

2 *ACCOUNTING BASIS*

These accounts have been prepared under the historical cost convention and in accordance with applicable accounting standards.

RED CHEEK FINANCE P.L.C.
BALANCE SHEET AT 25th April, 1997

	25th April, 1997 £	26th April, 1996 £
Debtors: amounts falling due within one year		
Amounts owed by fellow subsidiary	108,278	108,278
	<hr/>	<hr/>
Financed by:		
Capital and reserves		
Called up share capital (Note 1)	50,000	50,000
Profit and loss account	58,278	58,278
	<hr/>	<hr/>
Equity shareholders' funds	108,278	108,278
	<hr/>	<hr/>

Notes:

1 Called up Share Capital

Authorised, allotted and fully paid -
50,000 ordinary shares of £1 each

	50,000	50,000
	<hr/>	<hr/>

2 Ultimate Parent Company

The ultimate parent Company is H. P. Bulmer Holdings P.L.C. which is registered in England. These accounts are included in the consolidated accounts of H.P. Bulmer Holdings P.L.C. and its subsidiaries which are available from the registered office of H.P. Bulmer Holdings P.L.C., The Cider Mills, Plough Lane, Hereford.

3 These accounts were approved by the Board on 10th July, 1997



T. J. Gregory
Director