

APPENDIX 1

(referred to in paragraph 2.2)

Outline of principal businesses comprising Nabisco Inc and Standard Brands Incorporated

Nabisco Inc

<i>Year</i>	<i>Formation</i>	<i>Principal products</i>
1898	Incorporated in the USA as National Biscuit Company on the merger of American Biscuit & Manufacturing Co, the New York Biscuit Co and United States Baking Co	
	<i>Development and principal acquisitions in the USA</i>	
During 1920s and 1930s	A number of small bakeries were acquired and large new bakeries built near major cities	
	<i>Principal acquisitions in the USA</i>	
1963	James O Welch Company	Confectionery
1970	Fred W Amend Co	Confectionery
1971	Name changed to Nabisco, Inc	
1971	J B Williams Company	Non-food (toiletries and pharmaceuticals)
1973	Associated Products Inc	Non-food (fabrics, shower curtains)
1974	Ace Combs Inc	Non-food (combs)
	<i>Acquisitions in the United Kingdom</i>	
1929	Shredded Wheat Company	Dry cereals and biscuits
1962	Frear's Ltd	Biscuits

Standard Brands Incorporated

<i>Year</i>	<i>Formation</i>	<i>Principal products</i>
1929	Incorporated in the USA as Standard Brands Incorporated on the merger of The Fleischmann Company, Royal Baking Powder Company, Chase & Sanborn Company ¹ , and E W Gillett Co Ltd	Yeast and alcoholic beverages, baking powder, powdered gelatin; pudding mixes, coffee and tea
	<i>Principal acquisitions in the USA</i>	
1942	Standard Margarine Company	Margarine
1956	Clinton Corn Processing Company	Corn syrups and starches
1960	Planters Nut and Chocolate Company	Peanuts and other nuts
1964	Curtiss Candy Company	Confectionery
1972	Julius Wile Sons & Co Inc	Imported alcohol (distribution of)
1978	All Brand Importers Inc	Imported beer (distribution of)
	<i>Acquisitions in the United Kingdom</i>	
1971	Walkers Crisps	Potato crisps and other snack products
1979	Romix Foods Ltd	Pastry, bread and cheesecake mixes

Source: NBI.

¹In 1982 the Chase and Sanborn coffee business was sold.

APPENDIX 2
(referred to in paragraph 2.5)

Corporate fit of Nabisco Inc and Standard Brands Incorporated products

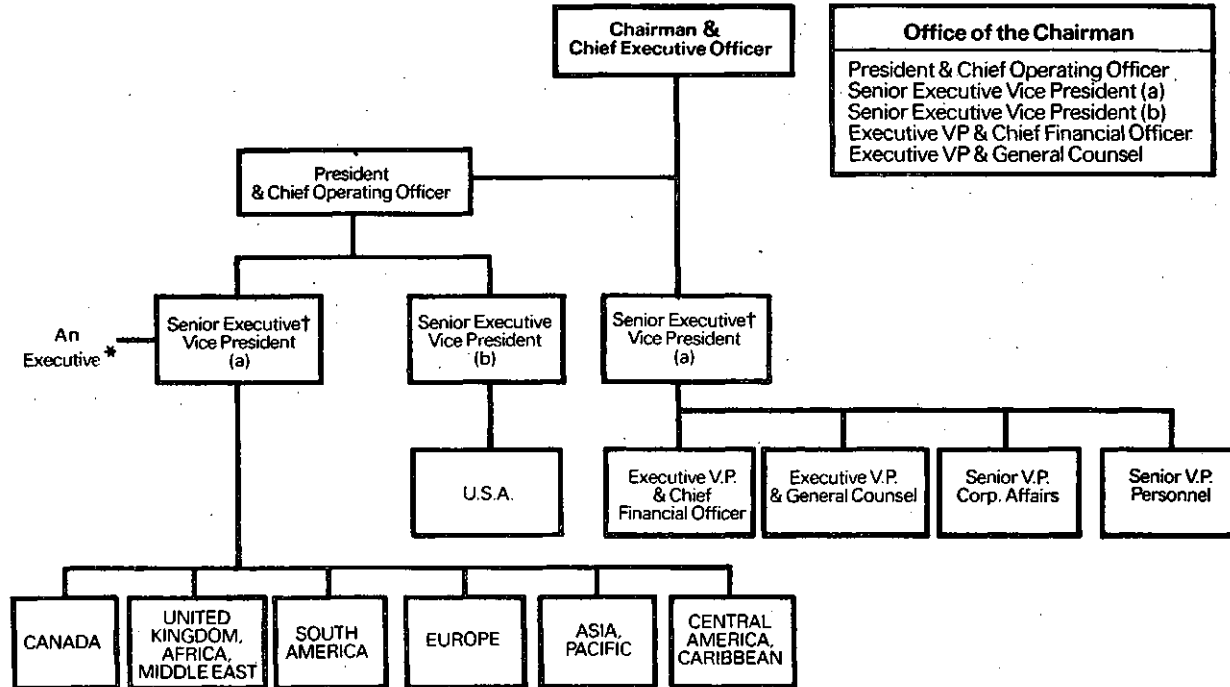
(origin of product lines by country)

Country	United States	Canada	U.K.	France	Spain	Italy	Portugal	Holland	Denmark	Germany	South Africa	Mideast	Argentina	Brazil	Columbia	Venezuela	Ecuador	Peru	Chile	Uruguay	Mexico	Puerto Rico	Trinidad	Central America	Japan	Australia	New Zealand	Singapore	Philippines	Hong Kong
Product Category																														
Cookies	Standard Brands	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco
Crackers	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco
Margarine	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands
Dry Mix Desserts	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands
RTE Cereals	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco
Hot Cereals	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco
Pet Foods/ Snacks	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco
"Chocolate" Bars	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco
Other Confectionery	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco
Nuts	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco
Snacks	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco
Baking Powder	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands
Compressed Yeast	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands
Consumer/ Dry Yeast	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands	Standard Brands
Wines & Spirits	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco
Coffee	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco	Nabisco

Source: NBI.

APPENDIX 3
(referred to in paragraph 2.11)

Nabisco Brands Inc : Organisation chart



* Reports to this Senior Executive Vice President with special responsibilities related to international operations.

† These posts currently occupied by the same person.

Source: NBI.

APPENDIX 4

(referred to in paragraph 2.22)

Nabisco Brands Inc's United Kingdom activities

<i>Location</i>	<i>Numbers* employed</i>	<i>Activity</i>	<i>Principal products produced/distributed</i>
<i>Nabisco Limited</i>			
Welwyn Garden City	1,113	Plant/Office/ Distribution	Dry mixes, crackers and cereals
Woodgate, Leicester	505	Plant/Office	Biscuits and crackers
Wigston, Leicester	568	Plant	Biscuits and crackers
Haydock, Lancashire	17	} Distribution only	Dry mixes, biscuits, crackers and cereals
Freeman Common, Leicester	9		
Yate, Gloucester	11		
East Kilbride, Strathclyde	11		
Maidstone, Kent	1	Office only	
<i>Standard Brands Limited</i>			
St Crispins Way, Leicester	5 } 3 }	Office only	
PO Box, 14, Chichester			
<i>Walkers Crisps Limited</i>			
Feature Road, Thurmaston, Leicester	329	Office/Distribution	Crisps
Barkby Road, Leicester	331	Plant	Crisps
Cobden Street, Leicester	825	Plant/Office/Distribution	Crisps and extruded snacks
Thurmaston Boulevard, Leicester	6	Potato Store	
<i>Romix Foods Limited</i>			
Atherton Road, Liverpool	322	Plant/Office/Distribution	Nuts
Ashton-in-Makerfield	319	Plant/Office/Distribution	Mixes
Earlstown, Lancashire	42	Distribution	Dry mixes and nuts
<i>International Standard Brands Management Limited</i>			
Berkeley Square, London	9	Office	
Total	<u>4,426</u>		

Sales forces

The above figures include sales forces as follows:

Nabisco Ltd (mainly biscuits and cereals): 192

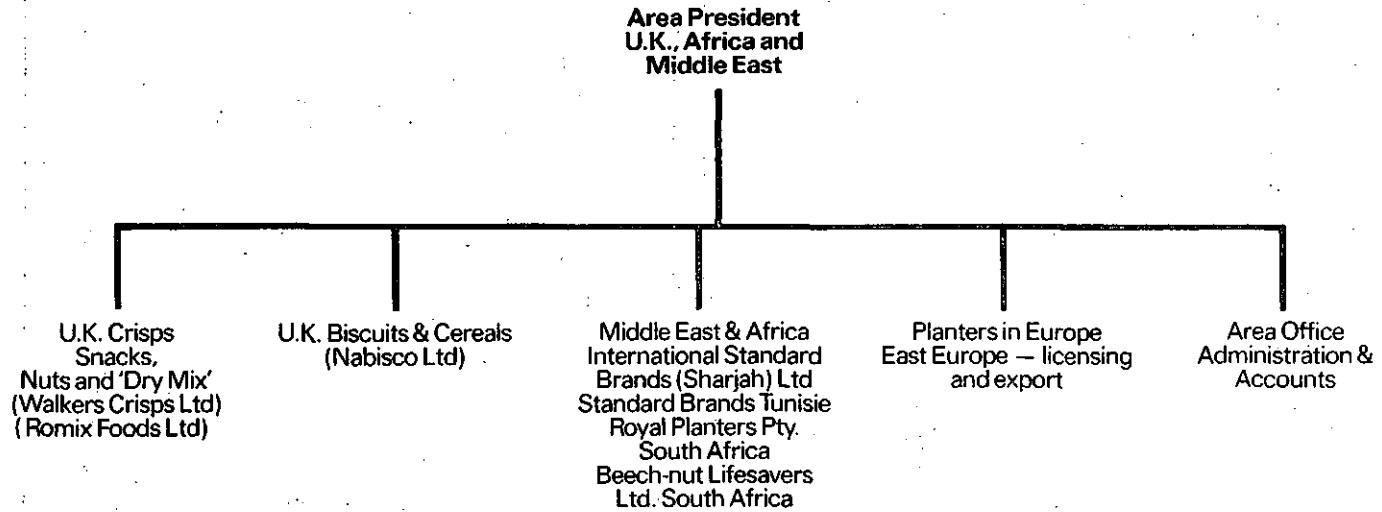
Walkers, Romix, Planters (mainly snack foods): 70

*Average over financial year ended 30 November 1981, including part-time employees.

APPENDIX 5

(referred to in paragraph 2.26)

United Kingdom, Africa and Middle East Division of NBI : Organisation chart



Source: NBI.

APPENDIX 6

(referred to in paragraph 2.29)

**Trading results for the financial years
ended 30 November 1977 to 1981**

Nabisco Limited

	1977	1978	1979	1980	1981
Turnover	32,752	39,121	42,100	49,532	57,548
Trading profit before depreciation % to turnover	1,961 (6.0)	2,304 (5.9)	3,180 (7.6)	3,433 (6.9)	4,435 (7.7)
Trading profit % to turnover	1,491 (4.6)	1,800 (4.6)	2,620 (6.2)	2,808 (5.7)	3,723 (6.5)
Exports % to total UK including exports	2,866 (8.8)	3,794 (9.7)	4,221 (10.0)	3,790 (7.7)	8,646* (15.0)
Capital expenditure % to turnover	1,023 (3.1)	1,718 (4.4)	1,917 (4.6)	2,645 (5.3)	2,698 (4.7)
Profit before tax before interest % capital employed	1,038 (15.1)	1,168 (17.3)	1,874 (18.1)	2,230 (26.1)	3,145 (28.6)
Profit before tax after interest % shareholders' equity	932 (16.9)	986 (18.6)	1,545 (25.0)	1,440 (21.5)	2,421 (29.2)

*The increase in exports in 1981 as compared with 1980 was attributable to one particular contract for the export of biscuits to Libya.

Walkers Crisps Limited

	1977	1978	1979	1980	1981
Turnover	30,183	33,239	38,024	46,323	56,807
Trading profit before depreciation % to turnover	5,095 (16.9)	6,417 (19.3)	6,160 (16.2)	7,615 (16.4)	10,235 (18.0)
Trading profit % to turnover	4,557 (15.1)	6,055 (18.2)	5,621 (14.8)	5,953 (12.9)	9,104 (16.0)
Exports % to total UK	124 (0.4)	132 (0.4)	149 (0.4)	151 (0.3)	164 (0.3)
Capital expenditure (gross) % to turnover	1,525 (5.1)	1,828 (5.5)	527 (1.4)	3,064 (6.6)	5,681 (10.0)
Profit before tax before interest % capital employed	4,557 (67.0)	6,055 (52.7)	5,621 (44.7)	5,953 (39.6)	9,104 (40.6)
Profit before tax after interest % shareholders' equity	4,620 (67.9)	6,286 (57.2)	6,054 (48.1)	6,925 (51.4)	9,329 (41.6)

Source: NBI.

APPENDIX 7

(referred to in paragraph 2.29)

Trading results for the financial years ended 30 November 1977 to 1981

Planters Products

	1977	1978	1979	1980	£'000 1981
Turnover	85	318	2,468	10,929	9,287
Trading profit before depreciation % to turnover	17 (20·0)	(78) (-24·5)	(80) (-3·2)	1,605 (14·7)	(129) (-1·4)
Trading profit % to turnover	9 (10·6)	(93) (-29·2)	(100) (-4·1)	1,482 (13·6)	(333) (-3·6)

Source: NBI.

APPENDIX 8

(referred to in paragraph 3.1)

HPF's United Kingdom activities

<i>Location</i>	<i>Numbers employed*</i>	<i>Principal product or activity</i>
Reading:		
Headquarters Office	623	Headquarters for HPF, for the Biscuit and Snack Foods Divisions and for European and International Divisions
Woodley	364	Huntley Boorne & Stevens Manufacture of tin boxes, aerosols etc
Worton Grange	103	AB Truck Services (vehicle sales and servicing) and Biscuit Division Depot
Liverpool:		
Aintree	3,284	Biscuit manufacture
Huyton	1,456	Biscuit manufacture
London:		
Bermondsey	1,669	Biscuit manufacture
Wood Green	399	Caxton Chocolate, manufacture of chocolate couverture
London (various parts)	21	Newmans and Bendicks Chocolate Shops
South Wales:		
Dowlais	779	OP Chocolate, manufacture of wafers and novelties
Abergavenny	67	Headquarters of Confectionery Division
Cardiff	193	Hunter & Roberts, manufacture of mallows
Swansea	303	Snakpak, processing of nuts
Manchester, Stockport	462	Manufacture of crisps (closure planned for March 1983)
Corby, Northants	226	Snakpak, processing of nuts
Fleetwood, Lancs	238	Manufacture of square crisps and snacks
Great Yarmouth	212	Manufacture of crisps (closure planned for January 1983)
Lincoln	641	Manufacture of square crisps and snacks
Pershore, Worcestershire	41	Rosor, manufacture of chocolate novelties
Peterlee, Co Durham	786	Tudor foods, manufacture of crisps and snacks
Portsmouth, Paulsgrove	311	Manufacture of crisps
Winchester	164	Bendicks, chocolate manufacture
<i>Sales and non-factory depot staff</i>		
Field sales forces:		
Biscuit division	694	
Snack Foods	179	
Non-factory depots:		
Biscuit division	428	
Snack Foods	440	
Total	14,083	

Source: HPF.

*As at 20 June 1982. Includes part-time employees.

APPENDIX 9

(referred to in paragraph 3.1)

HPF : Overseas subsidiaries and associates

<i>Location</i>	<i>Name of company</i>	<i>Product</i>
Canada	Associated Biscuits of Canada	Biscuits
USA	Salerno-Megowen Biscuit Co.* Independent Biscuit Co* Shelby Biscuit Co*	Biscuits Biscuit distribution Biscuit distribution
Singapore	Kuan Enterprises	Biscuits
France	de Loisy et Gelet France Feuilletés	Confectionery Packaged pastry goods
Germany	Dragees aus Weseke	Confectionery
<i>Associates</i>		
India	Britannia Industries	Biscuits, bread and frozen foods
Ireland	W & R Jacob & Co	Biscuits

In addition there are subsidiaries or associates acting as selling agents in USA, Singapore, Malaysia and Ireland.

Source: HPF.

*We understand that negotiations are in progress which are expected to result in the sale of these companies by the end of September.

APPENDIX 10

(referred to in paragraph 3.8)

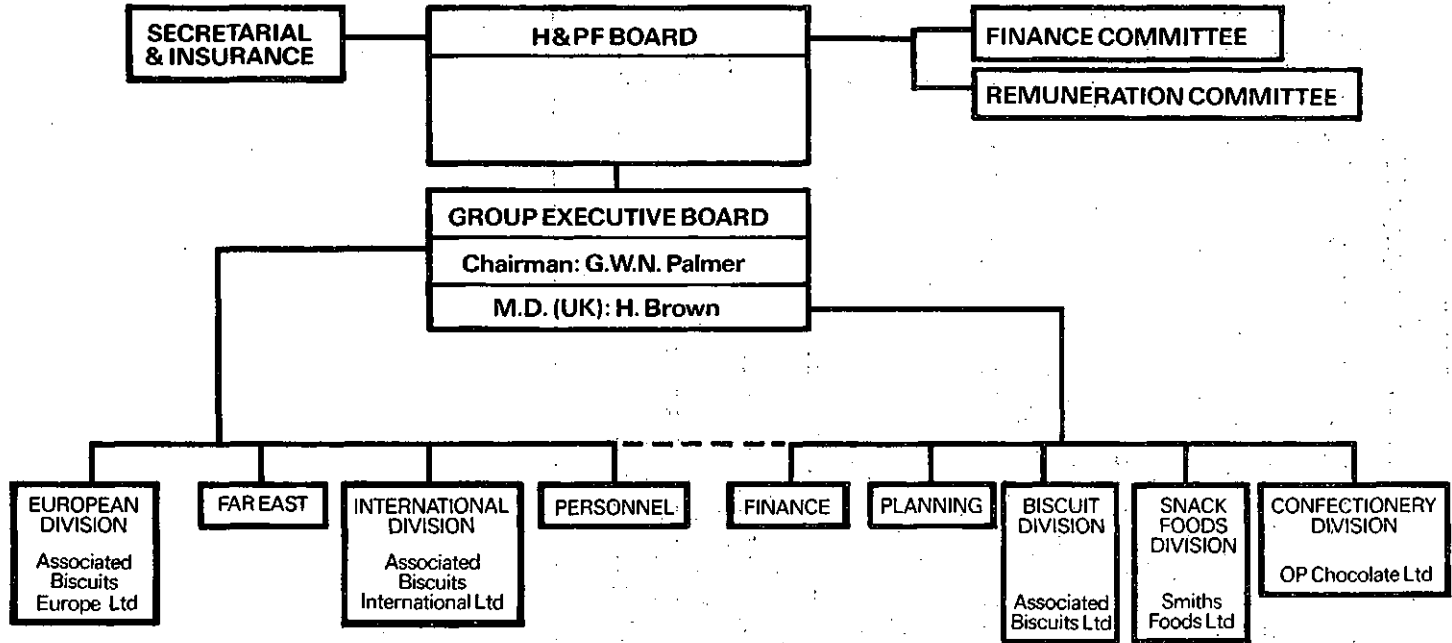
HPF : Principal acquisitions since 1972

- 1972: David et frères (Canada)
- 1972: OP Chocolate (Caxton chocolate and Hunter & Roberts are subsidiaries of OP)
- 1975: France Feuilletés (France)
- 1978: Salerno-Megowen (USA)
- 1978: de Loisy et Gelet (France)
- 1978: Dragees aus Weseke (West Germany)
- 1978: Dickmann Group (West Germany) (disposed of at the end of 1980)
- 1978: Bendicks
- 1979: Dads Industries (Canada)
- 1979: Mama Cookie Bakeries and Independent Biscuit Company (USA)
- 1979: Smiths Food Group
- 1979: Chiltonian Biscuits
- 1980: Newman's Chocolates
- 1980: Shelby (USA)
- 1981: Rosor Confectionery
- 1981: Kuan Enterprises (Singapore)

Source: HPF.

APPENDIX 11
 (referred to in paragraph 3.14)

HPF : Organisation chart as at August 1982



In addition HPF owns Huntley Boorne & Stevens Ltd: a light engineering firm.

Source: HPF.

APPENDIX 12

(referred to in paragraph 3.15)

HPF : Major projects of capital expenditure since 1979

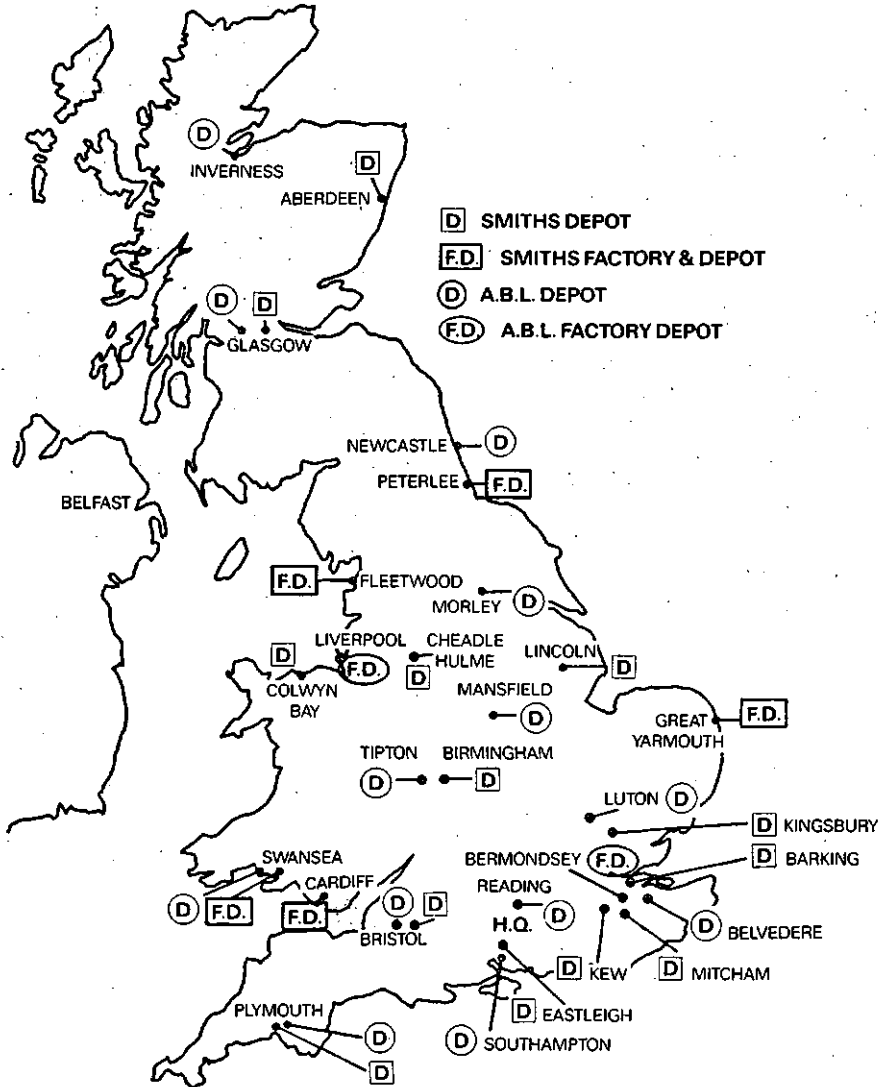
	<i>Year</i>	<i>£'000</i>
<i>Biscuit division</i>		
Chocolate moulding plant—Aintree	1980-81	1,414
IBM 4341 Computer	1981	464
<i>Snack foods division</i>		
Tudor refurbishment	1981-82	4,400
Paulsgrove packaging equipment	1981	1,466
Lincoln extension	1980-81	1,433
Lincoln—square crisps equipment	1980	787
<i>Confectionery division</i>		
Chocolate moulding plant—Dowlais	1980	408
Plant transferred from Chiltonian (including inter-company £99)	1980	298
Caxton—building extension	1979-80	840
Milk crumb plant	1980-81	224
Aasted moulding plant	1982	852
<i>European division</i>		
De Loisy Cavemil moulding line	1982-83	688
France Feuilletés —re-equipment	1979	939
—Palmiers production line	1982	314
<i>International division</i>		
AB Canada—Toronto factory extension—		
buildings	1980-81	567
machinery	1980-81	956
Montreal —Soda cracker wrapping system	1979-80	468
New warehouse	1979-80	429
Salerno —Sig packaging system	1981	1,121

Source: HPF.

APPENDIX 13

(referred to in paragraph 3.16)

HPF : Locations of its distribution depots



Source: HPF.

APPENDIX 14

(referred to in paragraph 5.4)

**Press Release : Contemplated offer by NBI to acquire the
share capital of HPF**

**HUNTLEY & PALMER FOODS PLC AND NABISCO
BRANDS INC**

LONDON, March 18—Huntley & Palmer and Nabisco Brands announced that following exploratory discussions, Nabisco Brands is contemplating making an offer for the Ordinary Shares of Huntley & Palmer.

It is Nabisco Brands' present intention that any such offer would comprise Nabisco Brands Common Shares to an equivalent value in excess of 120p per Huntley & Palmer share with an alternative cash offer equivalent to 115p per Huntley & Palmer share. The Board of Huntley & Palmer have indicated their intention to recommend such proposals to their Shareholders.

However, Huntley & Palmer and Nabisco Brands have been informed that the prospective merger is to be referred by the Secretary of State for Trade to the Monopolies and Mergers Commission.

Both companies intend to seek the approval of the Monopolies and Mergers Commission to a merger.

March 1982.