



Activities

The business of the Company is to deal with intellectual property matters on behalf of T&N plc.

Directors

The following served as Directors during (and, unless otherwise indicated, throughout) the year:-

H F Baines
J D Bell, resigned 31/12/95
J A Crux
J H Devonald, appointed 31/12/95
D W Finnett

Directors' Interests

The interests, all beneficial, of the Directors in the share capital of T&N plc comprise:-

						Ordinary Shares			
						31.12.95		31.12.94	
H F Baines						-		-	
J A Crux						640		636	
J H Devonald						-		-	
D W Finnett						-		-	
						640		636	
		Number of options Granted during year	Exercised during year		Exercise Price	Market price on date exercised	Date of Grant	Date from which exercisable	Expiry Date
	1.1.95			31.12.95					
H F Baines	41,827	-	41,827	-	111.4	159.0	19.3.92	19.3.95	18.3.2002
	15,685	-	-	15,685	172.1	-	15.4.93	15.4.96	14.4.2003
	25,416	-	-	25,416	226.2	-	12.4.94	12.4.97	11.4.2004
	25,416	-	-	25,416	207.5	-	6.10.94	6.10.97	5.10.2004
	-	50,000	-	50,000	159.0	-	10.5.95	10.5.98	9.5.2005
(1)	-	5,077	-	5,077	135.9	-	1.7.95	1.7.2000	31.12.2000
	108,344	55,077	41,827	121,594					
J A Crux	(1) 4,424	-	-	4,424	101.7	-	6.5.92	1.6.97	1.12.1997
	(1) -	5,077	-	5,077	135.9	-	1.7.95	1.7.2000	31.12.2000
	4,424	5,077	-	9,501					
J H Devonald	10,457	-	-	10,457	127.1	-	11.9.92	11.9.95	11.9.2002
	12,548	-	-	12,548	172.1	-	15.4.93	15.4.96	14.4.2003
	10,166	-	-	10,166	226.2	-	12.4.94	12.4.97	11.4.2004
	-	20,000	-	20,000	159.0	-	10.5.95	10.5.98	9.5.2005
	33,171	20,000	-	53,171					
D W Finnett	10,166	-	-	10,166	226.2	-	12.4.94	12.4.97	11.4.2004
	20,333	-	-	20,333	207.5	-	6.10.94	6.10.97	5.10.2004
	-	20,000	-	20,000	159.0	-	10.5.95	10.5.98	9.5.2005
	30,499	20,000	-	50,499					

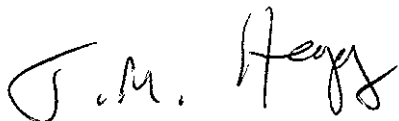
(1) These options have been granted under the Savings-Related Scheme. All other options have been granted under the Executive Scheme.

None of the directors have any other registered interests in the shares of the Company or any other company in the T&N Group.

Dividends

There was no dividend declared in respect of the year ended 31st December 1995.

By Order of the Board

A handwritten signature in cursive script, appearing to read 'J.M. Hogg'.

Miss J M Hogg

Secretary

17th October 1996

T&N TRADE MARKS LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires 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 of the Company 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 to 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.

T&N TRADE MARKS LIMITED

AUDITORS' REPORT TO THE MEMBERS OF T&N TRADE MARKS 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 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 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 affairs of the Company as at 31 December 1995 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG

KPMG
Chartered Accountants
Registered Auditors
LONDON

22 OCT 1996

T&N TRADE MARKS LIMITED

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31ST DECEMBER 1995

	Notes	1995 £	1994 £
Other operating income		2,631,214	2,074,144
Operating profit	2	2,631,214	2,074,144
Interest receivable from group undertakings		35,833	260,000
Profit on ordinary activities before taxation		2,667,047	2,334,144
Tax on profit on ordinary activities	4	-	-
Profit on ordinary activities after taxation		2,667,047	2,334,144
Dividend paid		-	(3,211,000)
Transfer to/(from) reserves		2,667,047	(876,856)

The Company has no recognised gains or losses other than the profit for the period.

There is no difference between the result as disclosed above and the result given by an unmodified historical cost basis.

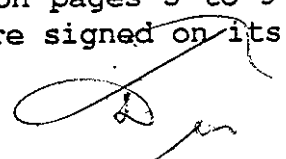
T&N TRADE MARKS LIMITED

BALANCE SHEET

AS AT 31ST DECEMBER 1995

	Notes	1995 £	1994 £
<u>Fixed Assets</u>			
Intangible assets	5	13,113,555	9,979,104
<u>Current Assets</u>			
Cash		44	445,015
Debtors	6	617,701	6,957,940
<u>Creditors: amounts falling due within one year</u>	7	-	(178,891)
Net current assets		617,745	7,224,064
Total assets less current liabilities		13,731,300	17,203,168
<u>Creditors: amounts falling due after more than one year</u>	8	(8,706,109)	(14,845,024)
Net Assets		5,025,191	2,358,144
<u>Capital and Reserves</u>			
Called up share capital	9	24,000	24,000
Profit and loss account	10	5,001,191	2,334,144
Shareholders' funds - equity	11	5,025,191	2,358,144

The financial statements on pages 5 to 9 were approved by the Board on
17th October 1996 and were signed on its behalf by:-


D W Finnnett - Director

T&N TRADE MARKS LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

1. ACCOUNTING POLICIES

(a) Basis of accounting

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

(b) Deferred taxation

Deferred tax is recognised in the Company's financial statements only to the extent that it is probable it will be payable in the foreseeable future.

(c) Cash flow statement

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.

2. OPERATING PROFIT

1995
£

1994
£

Is after crediting

Trademark royalties

2,710,916

2,240,173

There were no audit fees charged in the year (1994: fnil).

3. DIRECTORS AND EMPLOYEES

The directors have not received any remuneration for services to the company during the period (1994: fnil).

There are no employees of the Company.

4. TAXATION

The charge for the year has been reduced by £880,000 (1994: £825,000) to fnil (1994: fnil) as a result of Group Relief received for which no consideration will pass.

T&N TRADE MARKS LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

5. INTANGIBLE ASSETS

These consist of trademarks whose value is carried at cost.

	£
Cost at 1st January 1995	9,979,104
Additions in the period	3,355,000
Adjustments to cost of trademarks previously acquired	(220,549)
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Cost at 31st December 1995	13,113,555
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6. DEBTORS

	1995 £	1994 £
Amounts owed by parent undertaking or fellow subsidiary undertakings	43,092	5,592,099
Accrued income	574,609	1,365,841
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	617,701	6,957,940
	<hr/>	<hr/>

7. CREDITORS: Amounts falling due
within one year

Deferred income	-	178,891
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8. CREDITORS: Amounts falling due
after more than one year

Amounts owed to parent undertaking or fellow subsidiary undertaking	8,706,109	14,845,024
	<hr/>	<hr/>

9. CALLED UP SHARE CAPITAL

	<u>Allotted and fully paid</u> 1995 £	1994 £
Ordinary shares of £1 each		
Authorised £25,000	24,000	24,000
	<hr/>	<hr/>

T&N TRADE MARKS LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

10. RESERVES

	Profit & Loss A/C £
Opening reserves	2,334,144
Profit for the year	2,667,047
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Closing reserves	5,001,191
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11. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	1995 £	1994 £
Profit for the financial year	2,667,047	2,334,144
Dividends	-	(3,211,000)
	<hr/>	<hr/>
Net addition to/(reduction in) shareholders' funds	2,667,047	(876,856)
Opening shareholders' funds	2,358,144	3,235,000
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Closing shareholders' funds	5,025,191	2,358,144
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12. ULTIMATE PARENT COMPANY

The Company's immediate parent company is T&N PLC and the Company's ultimate parent company is T&N plc. Both are registered in England and Wales. Copies of the T&N plc Annual Report and Accounts can be obtained from the Company Secretary at Bowdon House, Ashburton Road West, Manchester, M17 1RA.

13. ASSETS SECURED

All assets of the Company are charged, by way of a floating charge in favour of the Trustee of the mortgage debenture stocks of T&N plc.