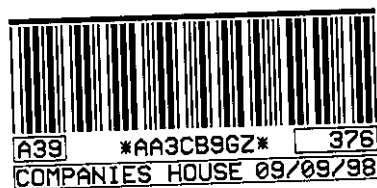


GB HOLDING LIMITED
(Registered Number 493198)

REPORT AND ACCOUNTS

FOR THE YEAR ENDED 31 DECEMBER 1997



GB HOLDING LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 1997

The Directors have pleasure in presenting their report and accounts for the year ended 31 December 1997.

OPERATING RESULTS

The Company has not traded during the year.

DIVIDENDS

The Directors do not recommend the payment of a dividend (1996: £Nil).

TAX STATUS

The Company is a close company within the meaning of the Income and Corporation Taxes Act 1988.

DIRECTORS

The Directors who served during the year were as follows:

J F Mould
R A Mould

None of the Directors had any beneficial interest in the share capital of this company during the year. The Directors are all directors of the ultimate holding company and their interests in the shares of that company are disclosed in the Group accounts.

J F Mould retires by rotation and being eligible offers himself for re-election.

GB HOLDING LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 1997 (CONTINUED)

DIRECTORS' RESPONSIBILITIES

Company law requires the Directors to prepare accounts 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 accounts, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments 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 accounts;
- prepare the accounts 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 accounts comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

AUDITORS

An elective special resolution was passed at the 1995 Annual General Meeting that auditors were not to be reappointed.

By Order of the Board



V J FAIRBANKS
Secretary
27 March 1998

Registered company number

493198

Registered office

123 Mansfield Road
Daybrook
Nottingham
NG5 6HS

GB HOLDING LIMITED

BALANCE SHEET - 31 DECEMBER 1997

	<u>1997</u> £'000	<u>1996</u> £'000
CURRENT ASSETS		
Debtors:		
Amounts due from fellow subsidiary undertakings	101	101
CURRENT LIABILITIES		
Creditors due within one year:		
Amounts due to holding company	<u>(39)</u>	<u>(39)</u>
	62	62
	<u> </u>	<u> </u>
CAPITAL AND RESERVES		
Called up share capital (Note 2)	1	1
Profit and loss account	<u>61</u>	<u>61</u>
Amounts attributable to equity shareholders	62	62
	<u> </u>	<u> </u>

We hereby state that the Company was dormant, within the meaning of section 250 of the Companies Act 1985, throughout the financial year.

APPROVED BY THE BOARD ON

27 March 1998

signed on its behalf

J F Mould

R A Mould
DIRECTORS

The notes on page 4 form part of these accounts.

GB HOLDING LIMITED

NOTES TO THE ACCOUNTS - 31 DECEMBER 1997

1 ACCOUNTING POLICIES

(1) Accounting convention

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

2 CALLED UP SHARE CAPITAL

	<u>1997</u>	<u>1996</u>
	£	£
Authorised, issued and fully paid Ordinary shares of £1 each	500	500
	<u> </u>	<u> </u>

3 CONTINGENT LIABILITIES

Bank guarantees

The Company has given an unlimited guarantee to Barclays Bank plc in respect of any indebtedness due to the bank by Romo Limited, Ocaer Limited, RE Ashworth & Co Limited, Villa Nova Limited and Romo (Holdings) Limited.

In addition the Company has entered into a debenture with Barclays Bank plc whereby any indebtedness of the Group to the bank is secured on the assets of the Company. The total indebtedness of the Group to the bank at the balance sheet date covered by this guarantee and debenture amounted to £2,316,735 (1996: £3,828,765).

4 ULTIMATE HOLDING COMPANY

The Company is a wholly owned subsidiary of RE Ashworth & Co Limited which is a wholly owned subsidiary of Romo (Holdings) Limited a company registered in England. Romo (Holdings) Limited is the ultimate controlling party.

5 RELATED PARTY TRANSACTIONS

The Company has taken advantage of the exemption offered to subsidiary companies under Financial Reporting Standard 8 ("Related Party Transactions") for the non-disclosure of transactions between companies in the same group.