

GB Holding Limited
(Registered Number 493198)

Report and Financial Statements

For The Year Ended 31 December 2002



The directors present their report and financial statements for the year ended 31 December 2002.

Operating Results

The company has not traded during the year.

Dividends

The directors do not recommend the payment of a dividend (2001: £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 financial statements of Romo (Holdings) Limited.

R A Mould retires by rotation and being eligible offers himself for re-election.

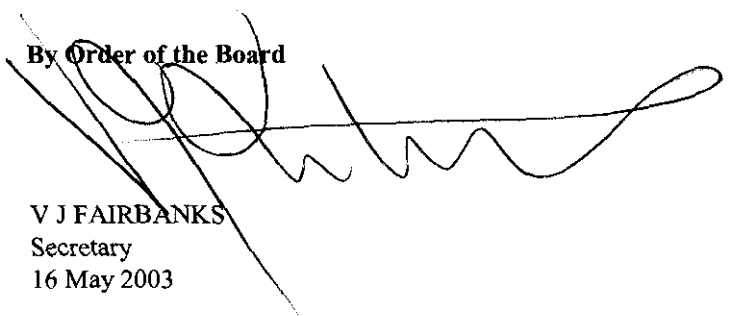
Directors' Responsibilities

Company law requires the 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 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 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 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.

By Order of the Board



V J FAIRBANKS
Secretary
16 May 2003

Registered company number
493198

Registered office

Lowmoor Road
Kirkby-in-Ashfield
Nottinghamshire
NG17 7DE

	2002 £	2001 £
<i>Current Assets</i>		
Debtors:		
Amounts due from group undertakings	500	500
<i>Net Assets</i>	500	500
<i>Capital and Reserves</i>		
Called up share capital (Note 2)	500	500
Profit and loss account	-	-
<i>Amounts attributable to equity shareholders</i>	500	500

For the year ended 31 December 2002 the company was entitled to the exemption under section 249AA(1) of the Companies Act 1985.

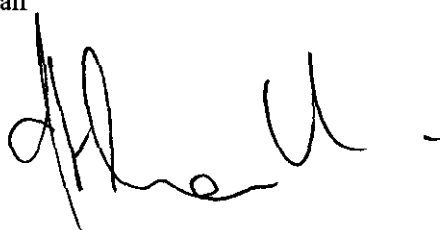
Members have not required the company to obtain an audit of its financial statements in accordance with section 249(B)(2) of the Companies Act 1985.

The directors acknowledge their responsibility for:

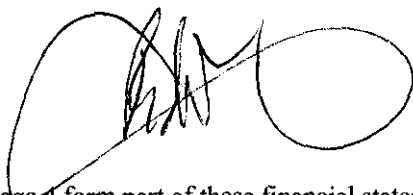
- (i) ensuring the company keeps accounting records which comply with section 221; and
- (ii) preparing financial statements that give a true and fair view of the state of affairs of the company as at the end of the financial year, and of its profit or loss for the financial year, in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to financial statements so far as applicable to the company.

APPROVED BY THE BOARD ON 16 May 2003
signed on its behalf

J F Mould



R A Mould



DIRECTORS

The notes on page 4 form part of these financial statements.

1 Accounting Policies

Accounting convention

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

Cash flow statement

The company has taken advantage of the exemption from providing a cash flow statement offered under Financial Reporting Standard No 1 ("Cash Flow Statements") to wholly owned subsidiaries.

2 Called Up Share Capital

	2002	2001
	£	£
Authorised, issued and fully paid Ordinary shares of £1 each	500	500

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, The Fabric Exchange 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 £nil (2001: £nil).

4 Ultimate Holding Company

At 31 December 2002 the directors regard Romo (Holdings) Limited, a company registered in England and Wales, as both the ultimate holding and 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.