# Grant Thornton &

### R GRIGGS AND CO LIMITED

FINANCIAL STATEMENTS FOR THE YEAR ENDED

31 MARCH 1997

Company number: 494207

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### FINANCIAL STATEMENTS

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For the year ended 31 March 1997

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### REPORT OF THE DIRECTORS

The directors present their report together with financial statements for the year ended 31 March 1997.

### Principal activities

The company is principally engaged in the manufacture of footwear and related components.

### **Business review**

With effect from 1 April 1996 the company took over the remaining trading activities of Wollaston Vulcanizing Company Limited, one of its fellow subsidiaries from within the R Griggs group of companies, as disclosed in note 19 to the financial statements.

The directors consider that the company has traded satisfactorily during the year and will continue to do so for the foreseeable future.

There was a profit for the year after taxation amounting to £16,114,408 (1996: £10,701,627). The directors do not recommend payment of a dividend and the profit has therefore been retained.

### **Directors**

The present membership of the Board is set out below. All directors served throughout the year.

The interests of the directors, who are also directors of the parent undertaking, are disclosed in that company's financial statements. The other directors held no interests in the shares of the company, the parent undertaking or other group undertakings at 1 April 1996 or 31 March 1997.

Mr S W Griggs (Chairman) (also a director of the parent undertaking)
Mr R C Shelton (Deputy Chairman) (also a director of the parent undertaking)
Mr W A Pearson (Managing Director) (also a director of the parent undertaking)
Mr S P Horne
Mr G M Brent

Mr G M Brent Mr S A Ball Mr K Shooter Mr B R Wagstaff Mr M J Kedwards

Mr S Shelton was appointed to the Board on 1 May 1997.

No director had, during or at the end of the year, a material interest in any contract which was significant in relation to the company's business.

### REPORT OF THE DIRECTORS

### **Employee involvement**

The company has continued its practice of keeping employees informed of matters affecting them as employees and the financial and economic factors affecting the performance of the company. This is achieved through consultations with employee representatives.

### Disabled employees

Applications for employment by disabled persons are given full and fair consideration for all vacancies, having regard to their particular aptitudes and abilities.

In the event of employees becoming disabled, every effort is made to retrain them in order that their employment with the company may continue. It is the policy of the company that training, career development and promotion opportunities should be available to all employees.

### Directors' responsibilities for the financial statements

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 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 maintaining proper accounting records, for safeguarding the assets of the company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

### Land and buildings

During the year the investment property was revalued and the revised values incorporated in the financial statements. The surplus of £225,000 arising from the revaluation has been transferred to reserves.

### REPORT OF THE DIRECTORS

### Auditors

Grant Thornton offer themselves for reappointment as auditors in accordance with section 385 of the Companies Act 1985.

ON BEHALF OF THE BOARD

W Griggs Chairman

Registered office:

Cobbs Lane Wollaston Wellingborough Northants NN29 7SW

2 October 1997

### Grant Thornton **3**

# REPORT OF THE AUDITORS TO THE MEMBERS OF

### R GRIGGS AND CO LIMITED

We have audited the financial statements on pages 5 to 18 which have been prepared under the accounting policies set out on pages 5 and 6.

### Respective responsibilities of directors and auditors

As described on page 2 the company's directors are responsible for the preparation of 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 the company's affairs at 31 March 1997 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

GRANT THORNTON
REGISTERED AUDITORS
CHARTERED ACCOUNTANTS

Northampton

2 October 1997

### PRINCIPAL ACCOUNTING POLICIES

For the year ended 31 March 1997

### BASIS OF PREPARATION

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost convention, except that certain freehold properties are shown at their revalued amounts and the investment property is revalued at market value annually.

The principal accounting policies of the company have remained unchanged from the previous year and are set out below.

### TURNOVER

Turnover is the total amount receivable by the company for goods supplied and services provided, excluding VAT and trade discounts.

### DEPRECIATION

No depreciation is provided on freehold land.

Depreciation is calculated to write down the cost of freehold buildings, property improvements, moulds and motor vehicles by equal annual instalments over their expected useful lives.

Depreciation on all other tangible fixed assets is calculated on the reducing balance method and aims to write down the cost of the assets over their expected useful lives.

The rates generally applicable are:

Freehold buildings - 2% straight line method
Property improvements - 2% straight line method
Motor vehicles - 25% straight line method
Moulds - 33% straight line method
Plant and machinery - 25% reducing balance method
Office and computer equipment - 25% reducing balance method

### INVESTMENT PROPERTIES

In accordance with Statement of Standard Accounting Practice No 19, certain of the company's properties are held for long-term investment and are included in the balance sheet at their open market values. The surplus or deficit on revaluation of such properties is transferred to the investment property revaluation reserve. Depreciation is not provided in respect of freehold investment properties.

This policy represents a departure from statutory accounting principles, which require depreciation to be provided on all fixed assets. The directors consider that this policy is necessary in order that the financial statements may give a true and fair view, because current values and changes in current values are of prime importance rather than the calculation of systematic annual depreciation. Depreciation is only one of many factors reflected in the valuation and the amount which might otherwise have been shown cannot be separately identified or quantified.

### **STOCKS**

Stocks are stated at the lower of cost and net realisable value.

### PRINCIPAL ACCOUNTING POLICIES

For the year ended 31 March 1997

### **DEFERRED TAXATION**

Deferred tax is provided for under the liability method using the rates estimated to arise when the timing differences reverse and is accounted for to the extent that it is probable that a liability or asset will crystallise. Unprovided deferred tax is disclosed as a contingent liability.

### FOREIGN CURRENCIES

Transactions in foreign currencies are translated at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities in foreign currencies are translated at the rates of exchange ruling at the balance sheet date. All other exchange differences are dealt with through the profit and loss account.

### LEASED ASSETS

All leases are regarded as operating leases and the payments made under them are charged to the profit and loss account on a straight line basis over the lease term.

### CONTRIBUTIONS TO PENSION FUNDS

### **Defined Contribution Scheme**

The pension costs charged against profits represent the amount of the contributions payable to the scheme in respect of the accounting period.

### **Defined Benefit Scheme**

The pension costs charged against profits are based on actuarial methods and assumptions designed to spread the anticipated pension costs over the service lives of the employees in the scheme, so as to ensure that the regular pension cost represents a substantially level percentage of the current and expected future pensionable payroll. Variations from regular cost are spread over the remaining service lives of current employees in the scheme.

### PROFIT AND LOSS ACCOUNT

For the year ended 31 March 1997

	Note	1997 £	1996 £
Turnover	1	205,173,294	169,663,331
Other operating income and charges	2	180,854,634	152,796,162
Operating profit		24,318,660	16,867,169
Income from other fixed asset investments	3	220,000	220,000
Profit on ordinary activities before taxation	1	24,538,660	17,087,169
Tax on profit on ordinary activities	5	8,424,252	6,385,542
Profit retained	13	£16,114,408	£10,701,627

The results for 1997 include contributions from operations acquired during the year, as referred to in note 19 to the financial statements.

The accompanying accounting policies and notes form an integral part of these financial statements.

### BALANCE SHEET AT 31 MARCH 1997

	Note		1997		1996
·	1.000	£	£	£	£
Fixed assets					
Tangible assets	6		32,915,281		22,733,008
Current assets					
Stocks	7	28,167,469		29,093,455	
Debtors	8	28,644,138		23,333,170	
Cash at bank and in hand		12,298		7,721	
		56,823,905		52,434,346	
Creditors: amounts falling				40.045.410	
due within one year	9	48,016,784		49,847,419	
Net current assets			8,807,121		2,586,92
Total assets less current liabilities			41,722,402		25,319,93:
Provisions for liabilities					
and charges	10		1,108,758		1,045,699
			£40,613,644		£24,274,23
Capital and reserves					
Called up share capital	12		64,278		64,278
Other reserves	13		884,369		659,369
Profit and loss account	13		39,664,997		23,550,589
Shareholders' funds	14		£40,613,644		£24,274,23

The financial statements were approved by the Board of Directors on 2 October 1997

S W Griggs

Chairman

# STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

For the year ended 31 March 1997

	1997 £	1996 £
Profit for the financial year	16,114,408	10,701,627
Unrealised surplus on revaluation of investment properties	225,000	-
Total recognised gains and losses for the year	£16,339,408	£10,701,627

The accompanying accounting policies and notes form an integral part of these financial statements.

### NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 1997

# 1 TURNOVER AND PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

Turnover and profit on ordinary activities before taxation are attributable to the manufacture of footwear and related components.

	The profit on ordinary activities is stated after:		
		1997	1996
		£	£
	Auditors' remuneration	17,000	12,500
	Hire of plant and machinery	78,531	42,705
	Other operating lease rentals	517,863	397,064
			======
2	OTHER OPERATING INCOME AND CHARGES		1007
	Note	1997	1996
		£	£
	Change in stocks of finished goods and work in progress	243,191	(4,712,290)
	Other operating income	(274,146)	(174,262)
	Raw materials and consumables	98,798,693	89,425,462
	Other external charges	25,249,619	19,283,074
	Staff costs 4	35,847,243	31,354,345
	Depreciation 6	4,507,522	3,909,802
	Other operating charges	16,482,512	13,710,031
		£180,854,634	£152,796,162
3	INCOME FROM OTHER FIXED ASSET INVESTMENTS		
-		1997	1996
	External rent receivable	£220,000	£220,000
		=======	======

### NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 1997

4 DIRECTORS AND EM	<b>IPLOYEES</b>
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Staff costs during the year were as follows:	1997 £	1996 £
Wages and salaries Social security costs Other pension costs Other staff costs	32,354,917 2,860,517 555,336 76,473	28,271,951 2,533,256 505,100 44,038
	£35,847,243	£31,354,345

The average number of employees of the company during the year was 2,748 (1996: 2,546).

Remuneration in respect of directors was as follows:

Remuneration in respect of directors was as ronows.	1997	1996
Emoluments	£382,548	£274,308

During the year 6 directors (1996: 5) participated in defined benefit pension schemes.

The amounts set out above include remuneration in respect of the highest paid director as follows:

	1997	1996
Emoluments	£73,040	£63,811

The highest paid director's accrued pension at the year end was £16,374.

### TAX ON PROFIT ON ORDINARY ACTIVITIES 5

The tax charge represents:	1997 £	1996 £
United Kingdom corporation tax @ 33% (1996: 33%) Group relief Deferred tax Overseas tax	8,318,874 31,426 63,059 5,276	5,907,774 50,793 426,732
	8,418,635	6,385,299
Adjustments in respect of prior year:		243
Corporation tax Overseas tax	5,617	-
	£8,424,252	£6,385,542

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 1997

ASSETS
FIXED
ANGIBLE
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I ANGIBLE FIXED ASSETS	3E13		Land and buildings	ings				Office
÷	Total £	Investment property £	Freehold properties £	Property improvements £	Motor vehicles £	Moulds	Plant and machinery	and computer equipment £
Cost or valuation At 1 April 1996 Additions	40,781,012 7,727,807	2,250,000	11,520,486 1,487,670	203,751 272,630	978,924 101,888	1,169,265	22,858,675 4,984,943	1,799,911 563,469
transier from group company Surplus on revaluation	6,867,458 225,000	225,000	6,867,458	1 1	1 1	1 1	1 1	1 1
Disposals	55,601,277 (347,723)	2,475,000	19,875,614	476,381	1,080,812 (165,098)	1,486,472	27,843,618 (156,802)	2,363,380 (25,823)
At 31 March 1997	£55,253,554	£2,475,000 ========	£19,875,614	£476,381	£915,714	£1,486,472	£27,686,816	£2,337,557
Depreciation At 1 April 1996 Provided in the year	18,048,004 4,507,522		1,606,780 225,690	5,807 9,528	629,811 193,674	922,205 280,677	13,862,667 3,473,052	1,020,734
Eliminated on disposals	22,555,526 (217,253)	1 1	1,832,470	15,335	823,485 (130,272)	1,202,882	17,335,719 (69,131)	1,345,635 (17,850)
At 31 March 1997	£22,338,273	### 	£1,832,470	£15,335	£693,213	£1,202,882	£17,266,588	£1,327,785
Net book amount at 31 March 1997	£32,915,281	£2,475,000	£18,043,144	£461,046	£222,501	£283,590	£10,420,228	£1,009,772
Net book amount at 31 March 1996	£22,733,008	£2,250,000	£9,913,706	£197,944 ========	£349,113 =======	£247,060	£8,996,008	£779,177 ========

### NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 1997

### 6 TANGIBLE FIXED ASSETS (CONTINUED)

The gross amount of land and buildings on which depreciation is being provided is £11,284,495 (1996: £10,587,812)

The figures stated above for cost or valuation include valuations as follows:

	Land and buildings £
At cost	20,266,995
At valuation: 1987 1997	85,000 2,475,000
	£22,826,995

During the year the investment property was revalued by the directors. The basis of the valuation used was open market value. The surplus arising has been transferred to the investment property revaluation reserve.

No provision has been made in the deferred taxation account for the estimated corporation tax that would be payable on disposal at these valuations because, in the opinion of the directors, the assets are unlikely to be disposed of in the foreseeable future.

If the land and buildings had not been revalued, they would have been included on the historical cost basis at the following amounts:

Cost	22,002,088
Accumulated depreciation	1,847,805
Net book amount at 31 March 1997	£20,154,283
Net book amount at 31 March 1996	£11,761,743

£

### NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 1997

7	STOCKS	1997	1996
		£	£
	Raw materials and consumables	21,995,724	22,678,519
	Work in progress	3,710,059	4,197,191
	Finished goods	2,461,686	2,217,745
		£28,167,469	£29,093,455
	·	<del>=====</del> ==	
8	DEBTORS		
		1997	1996
		£	£
	Trade debtors	178,004	154,586
	Amounts owed by group undertakings	25,644,686	20,678,179
	Other debtors	2,444,862	2,138,701
	Prepayments and accrued income	376,586	361,704
		£28,644,138	£23,333,170
9	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	1007	1007
		1997 £	1996
		Z.	£
		æ.	£
	Bank overdrafts		
	Bank overdrafts Trade creditors	10,154,715	£ 21,104,112 4,481,642
	Trade creditors	10,154,715 7,015,629	21,104,112 4,481,642
	Trade creditors  Amounts owed to group undertakings	10,154,715 7,015,629 19,737,100	21,104,112
	Trade creditors  Amounts owed to group undertakings  Corporation tax	10,154,715 7,015,629 19,737,100 8,318,874	21,104,112 4,481,642 15,079,117
	Trade creditors Amounts owed to group undertakings Corporation tax Social security and other taxes	10,154,715 7,015,629 19,737,100 8,318,874 1,408,366	21,104,112 4,481,642 15,079,117 5,949,440
	Trade creditors  Amounts owed to group undertakings  Corporation tax	10,154,715 7,015,629 19,737,100 8,318,874	21,104,112 4,481,642 15,079,117 5,949,440 1,291,923
	Trade creditors Amounts owed to group undertakings Corporation tax Social security and other taxes Other creditors Accruals and deferred income	10,154,715 7,015,629 19,737,100 8,318,874 1,408,366 623,815 758,285	21,104,112 4,481,642 15,079,117 5,949,440 1,291,923 1,595,042 346,143 £49,847,419
	Trade creditors Amounts owed to group undertakings Corporation tax Social security and other taxes Other creditors Accruals and deferred income	10,154,715 7,015,629 19,737,100 8,318,874 1,408,366 623,815 758,285	21,104,112 4,481,642 15,079,117 5,949,440 1,291,923 1,595,042 346,143
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10	Trade creditors Amounts owed to group undertakings Corporation tax Social security and other taxes Other creditors Accruals and deferred income  PROVISIONS FOR LIABILITIES AND CHARGES	10,154,715 7,015,629 19,737,100 8,318,874 1,408,366 623,815 758,285	21,104,112 4,481,642 15,079,117 5,949,440 1,291,923 1,595,042 346,143 £49,847,419 ————————————————————————————————————
10	Trade creditors Amounts owed to group undertakings Corporation tax Social security and other taxes Other creditors Accruals and deferred income	10,154,715 7,015,629 19,737,100 8,318,874 1,408,366 623,815 758,285	21,104,112 4,481,642 15,079,117 5,949,440 1,291,923 1,595,042 346,143 \$\overline{x}\$49,847,419  Deferred taxation (note 11) \$\overline{x}\$
10	Trade creditors Amounts owed to group undertakings Corporation tax Social security and other taxes Other creditors Accruals and deferred income  PROVISIONS FOR LIABILITIES AND CHARGES  At 1 April 1996	10,154,715 7,015,629 19,737,100 8,318,874 1,408,366 623,815 758,285	21,104,112 4,481,642 15,079,117 5,949,440 1,291,923 1,595,042 346,143 £49,847,419  Deferred taxation (note 11) £

### NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 1997

### 11 DEFERRED TAXATION

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Deferred taxation provided for and not provided for in the financial statements is set out below. The amounts unprovided represent contingent liabilities at the balance sheet date and are calculated using tax rates of 33%.

	Amount provided 1997 1996		Amount unprovided 1997 1996	
	1997 £	£	£	£
Accelerated capital allowances Other timing differences	1,139,069 (30,311)	1,087,400 (41,701)	-	-
	£1,108,758	£1,045,699	£ -	£ -
Unrealised capital gains	£ -	£ -	£214,978	£156,647
SHARE CAPITAL				1997 and 1996 £
Authorised 1,000,000 ordinary shares of £1 each	ch			£1,000,000
Allotted, called up and fully paid 64,278 ordinary shares of £1 each				£64,278
RESERVES	Capital redemption reserve	Investment property revaluation reserve	Revaluation reserve £	Profit and loss account £
At 1 April 1996 Profit retained Surplus on revaluation of	59,462	599,907	:	23,550,589 16,114,408
investment property Reclassification	-	225,000 (81,721)	81,721	-
At 31 March 1997	£59,462	£743,186	£81,721	£39,664,997

### NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 1997

14 F	RECONCILIATION	OF MOVEMENTS IN	SHAREHOLDERS' FUNDS
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		1997 £	1996 £
	Profit for the financial year	16,114,408	10,701,627
	Other recognised gain: Surplus on revaluation of assets	225,000	-
	Net increase in shareholders' funds	16,339,408	10,701,627
	Shareholders' funds at 1 April 1996	24,274,236	13,572,609
	Shareholders' funds at 31 March 1997	£40,613,644	£24,274,236
15	CAPITAL COMMITMENTS	1997	1996
	Contracted for but not provided in these financial statements	£2,091,582	£382,493
16	CONTINGENT LIABILITIES	1997	1996
	H M Customs and Excise guarantee given by the bank	£800,000	£800,000

The company, together with other group undertakings, is party to unlimited multilateral guarantees given in respect of the bank loans and overdrafts of the participating companies. As at 31 March 1997 the total of the overdrafts and loans guaranteed by the company under this agreement amounted to £4,465,880 (1996: £9,076,392).

There was a contingent liability in respect of deferred taxation as disclosed in note 11.

### NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 1997

### 17 PENSION COMMITMENTS

### **Defined Benefit Scheme**

The company operates a funded pension scheme providing defined benefits. The assets of the scheme are held separately from those of the company, their investment being delegated to professional investment managers.

The contributions are determined by a qualified actuary on the basis of triennial valuations using the Partly Projected Unit method, with a control period of 20 years, and making allowance for new entrants. The most recent valuation was carried out as at 6 April 1996. The assumptions which have the most significant effect on the results of the valuation are those relating to the rate of return on investments and the rate of increase in salaries, which were 9.5% per annum and 8.0% per annum respectively. In calculating the discounted income value of assets, equity dividends were assumed to increase in the future at 4.5% per annum. At the valuation date, the market value of the scheme's assets was approximately £10.8m and the actuarial value of assets was sufficient to cover 106% of the liabilities for pensioners, deferred pensioners and in-service members as valued on the funding method employed. The contributions of the company and employees continue to be 15% and 5% of pensionable salaries respectively, in accordance with the advice of the actuary.

### **Defined Contribution Scheme**

The company also operates a defined contribution pension scheme for the benefit of certain senior directors. The assets of the scheme are administered by trustees in a fund independent from those of the company.

### 18 LEASING COMMITMENTS

Operating lease payments amounting to £525,088 (1996: £517,863) are due within one year. The leases to which these amounts relate expire as follows:

	1997			1996
	Land and buildings £	Other £	Land and buildings £	Other £
In one year or less Between one and five years In five years or more	47,952 203,336 209,612	3,468 60,720	56,377 198,207 209,610	53,669 -
	£460,900	£64,188	£464,194	£53,669

### NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 1997

### 19 ACQUIRED OPERATIONS

With effect from 1 April 1996 the company took over the remaining trading activities of Wollaston Vulcanizing Company Limited, one of its fellow subsidiaries from within the R Griggs group of companies.

The main operations and trading activities of the operations acquired have been absorbed within the existing trade of the company. In view of this, the directors are of the opinion that it is not practicable to determine the post-acquisition results of the operations acquired, nor is it possible to give an indication of the contribution of the acquisitions to the turnover and operating profit of the continuing operations as required by Financial Reporting Standard 3.

The results therefore show the contributions of all the operations of the company.

### 20 CONTROLLING RELATED PARTY

The ultimate parent undertaking and controlling related party of this company is R Griggs Group Limited, which is registered in England and Wales.

The largest group of undertakings for which group accounts have been drawn up is that headed by R Griggs Group Limited.

### 21 RELATED PARTY TRANSACTIONS

### Transactions with group undertakings

The company has taken advantage of exemptions conferred to it as a subsidiary undertaking by Financial Reporting Standard Number 8 - Related Party Transactions. The company is therefore not required to disclose transactions with fellow group undertakings.