

J & F POOL (HOLDINGS) LIMITED

Registered Number 569474

DIRECTORS' REPORT AND ACCOUNTS

FOR THE YEAR ENDED

31 JANUARY 1995



J & F POOL (HOLDINGS) LIMITED

DIRECTORS' REPORT

The directors submit their report and the accounts for the year ended 31 January 1995.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The company did not trade during the year and had no income or expenditure. The directors consider the company's financial position at 31 January 1995 to be satisfactory.

DIVIDENDS

An interim dividend of £90,000 was paid during the year. The directors recommend the payment of a final dividend of £115,000.

DIRECTORS

The directors of the company are R W F Yates and A G McGreal. G A Davies was removed as a director on 11 April 1994. Mr Yates is also a director of the ultimate parent company.

DIRECTORS INTEREST IN SHARES

The directors had no interest in the shares of the company. The interests of Mr Yates in the shares of the ultimate parent company are stated in that company's accounts. The interest of Mr McGreal in the shares of the ultimate parent company is shown below :

	1995		1994	
	Shares	Options	Shares	Options
A G McGreal	—	37,500	—	—

Mr McGreal's options were granted as to 12,500 shares on 29 April 1994 and 25,000 shares on 11 November 1994 at prices of 15.83p and 14.5p respectively.

AUDITORS

With effect from 3 October 1994, the company's former auditors, Moores Rowland, resigned and Ernst & Young were appointed by the directors to fill the casual vacancy. Moores Rowland confirmed, for the purposes of Section 394 of the Companies Act 1985, that there were no circumstances connected with their resignation which they considered should be brought to the attention of the members or creditors of the company.

A Resolution in respect of which special notice has been given to the company in accordance with the provisions of Section 388(3)(b) of the Companies Act 1985 will be proposed at the Annual General Meeting to re-appoint Ernst & Young as auditors and to authorise the directors to fix their remuneration.

By order of the Board

A G McGREAL
Secretary

6 June 1995

J & F POOL (HOLDINGS) LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for the maintenance of adequate accounting records and business controls which disclose with reasonable accuracy at any time the financial position of the company and also for the preparation and publication of accounts in compliance with the Companies Act 1985 giving a true and fair view of the state of affairs of the company as at the end of the financial year and of the result for the year. The directors have general responsibility for the preparation of accounts on a going concern basis unless it is inappropriate to presume that the company will continue in business and 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.

They are of the opinion that all applicable accounting standards have been followed and that suitable accounting policies, supported by reasonable and prudent judgements and estimates, have been consistently applied in the preparation of the accounts.

AUDITORS' REPORT to the members of J & F POOL (HOLDINGS) LIMITED

We have audited the accounts on pages 3 to 5, which have been prepared under the historical cost convention and on the basis of the accounting policies set out on page 5.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As set out above the company's directors are responsible for the preparation of the accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion to you.

BASIS OF OPINION

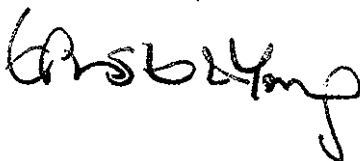
We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence related to the amounts and disclosures in the accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, 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 accounts 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 accounts.

OPINION

In our opinion the accounts give a true and fair view of the state of affairs of the company as at 31 January 1995 and of the result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Ernst & Young
Chartered Accountants
Registered Auditor
Birmingham



6 June 1995

J & F POOL (HOLDINGS) LIMITED**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 JANUARY 1995**

	1995 £	1994 £
Dividend income	<u>205,000</u>	<u>1,000,000</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	205,000	1,000,000
Dividends paid	(90,000)	—
Dividend payable	<u>(115,000)</u>	<u>(1,000,000)</u>
TRANSFER TO RESERVES	—	—
Balance brought forward	<u>—</u>	<u>—</u>
Balance carried forward	<u>—</u>	<u>—</u>

J & F POOL (HOLDINGS) LIMITED

BALANCE SHEET

AT 31 JANUARY 1995

	Notes	1995 £	1994 £
FIXED ASSETS			
Investments	2	<u>1,094,290</u>	<u>1,094,290</u>
DEBTORS DUE AFTER MORE THAN ONE YEAR			
Amounts due to ultimate parent company		64,581	64,581
DEBTORS DUE WITHIN ONE YEAR			
Dividend receivable		115,000	—
Amounts due from ultimate parent company		—	1,000,000
CREDITORS DUE WITHIN ONE YEAR			
Proposed dividend		(115,000)	(1,000,000)
Amounts due to subsidiary undertakings		(2,000)	(2,000)
NET CURRENT ASSETS		<u>62,581</u>	<u>62,581</u>
		<u>1,156,871</u>	<u>1,156,871</u>
CAPITAL AND RESERVES			
Called up share capital	3	774,000	774,000
Revaluation reserve		382,871	382,871
Profit and loss account		—	—
Equity shareholders' funds		<u>1,156,871</u>	<u>1,156,871</u>

Approved by the Board on 6 June 1995.

R W F YATES

Directors

A G McGREAL

J & F POOL (HOLDINGS) LIMITED

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31 JANUARY 1995

1. ACCOUNTING POLICIES

Basis of accounting

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

Group accounts

Group accounts for the company and its subsidiary undertakings are not produced as the company is itself a wholly owned subsidiary of C I Group plc.

2. INVESTMENTS (Held at 1988 valuation)

The company owns the whole of all classes of issued share capital of three subsidiary undertakings, which are registered in England and Wales :

J & F Pool Limited	Operates in England and Wales
J & F Pool (Engineers) Limited	Non trading
Expandel Limited	Non trading

The company has waived its rights to receive any dividend for the year ended 31 January 1995 from its holding of 3000 £1 cumulative preference shares in J & F Pool Limited.

3. CALLED UP SHARE CAPITAL

	1995	1994
	£	£
Authorised		
4,000,000 ordinary shares of 25p each	1,000,000	1,000,000
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Allotted and fully paid		
3,096,000 ordinary shares of 25p each	774,000	774,000
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4. DIRECTORS AND EMPLOYEES

The only employees of the company were the directors to whom no remuneration was paid by the company either this year or last year. Mr Yates is a director of the ultimate parent company, C I Group plc. His emoluments are fully disclosed in the accounts of that company.

5. ULTIMATE PARENT COMPANY

The company's ultimate parent company is C I Group plc which is registered in England and Wales.