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# **BLUEBELL PRINTING LIMITED**

**Company Registration No. 706388**

## **REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2002**



**Report and financial statements**  
**For the year ended 31 December 2002**

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**Company Information**

**Directors**

J M Bishop  
W R Johnston

**Secretary**

W R Johnston  
C Sheridan (Joint Secretary)

**Registered Office**

77 Newman Street  
London  
W1T 3EW  
Tel: 020 7307 9230  
Fax: 020 7307 9202

**Auditors**

Deloitte & Touche  
Chartered Accountants and Registered Auditors  
St Albans

**Solicitors**

Charles Russell  
8-10 New Fetter Lane  
London  
EC4 1RS

**Principal Bankers**

Lloyds TSB Bank Plc  
11-15 Monument Street  
London  
EC3V 9JA

**Directors' Report**  
**For the year ended 31 December 2002**

**The Directors present their annual report and the audited financial statements for the year ended 31 December 2002.**

**Activities**

The company is an intermediate holding company for investments in certain Morgan Sindall group subsidiaries.

**Dividends**

The directors do not recommend the payment of a dividend in respect of the year (2001: Nil).

**Directors and their interests**

The directors who served during the year are shown on page 1.

The directors have no interests in the shares of the Company.

Mr J M Bishop is also a director of Morgan Sindall plc and his interests are shown in the accounts of that Company. The interests of the remaining directors in the shares of the parent company Morgan Sindall plc were as follows;

Mr W R Johnston had a beneficial interest in 7,182 shares in Morgan Sindall plc and has the following options as listed below:

Morgan Sindall plc has two share option schemes, the 1988 Executive Share Option Scheme approved on 21 January 1988 ("the 1988 Scheme") and the 1995 Executive Share Option Scheme adopted by that company on 24 May 1995 ("the 1995 Scheme")

Director	1988 Scheme	1995 Scheme
W R Johnston		1) 5,000

Notes :

**1995 Scheme**

- 1) Granted 11 September 1998. Exercise price 201p. Exercisable between 11 September 2003 and 10 September 2005.

No shares were exercised during the year.

Bluebell Printing Limited has adopted new Articles of Association, the provisions of which do not require the Directors to retire by rotation or to retire at the first Annual General Meeting after their appointment.

**Directors' Report (Continued)**  
**For the year ended 31 December 2002**

**Auditors**

A resolution for the re-appointment of Deloitte & Touche as auditors of the Company will be proposed at the forthcoming Annual General Meeting.

**Statement of Directors' responsibilities**

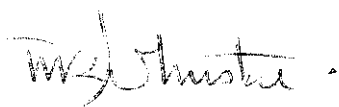
Company Law requires the Directors to prepare financial statements for each financial year, which give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit or loss of the Company for that period. In preparing those financial statements, the 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 its 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.

The Directors are responsible for safeguarding the assets of the Company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**By order of the board**



W R Johnston  
Company Secretary  
11 February 2003

**Independent Auditors' Report to the members of Bluebell Printing Limited**

We have audited the financial statements of Bluebell Printing Limited for the year ended 31 December 2002, which comprise the profit and loss account, the balance sheet, reconciliation of movements in shareholders' funds, principal accounting policies and the related notes 1 to 8. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

**Respective responsibilities of directors and auditors**

As described in the statement of directors' responsibilities, the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and auditing standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the directors' report for the above year and consider the implications for our report if we become aware of any apparent misstatements.

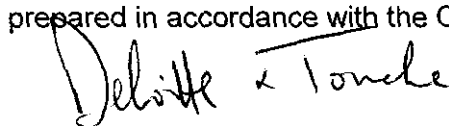
**Basis of audit opinion**

We conducted our audit in accordance with United Kingdom 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 as at 31 December 2002 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Deloitte & Touche  
Chartered Accountants and Registered Auditors  
St Albans  
14 February 2003

**Profit and Loss Account**  
**For the year ended 31 December 2002**

	Notes	Year ended 31 December 2002 £	Year ended 31 December 2001 £
Administrative expenses		500	-
Profit on ordinary activities before taxation		500	-
Taxation on profit on ordinary activities	4	-	-
<b>Retained profit on ordinary activities</b>		<b>500</b>	<b>-</b>

The result for the year derives from continuing operations.

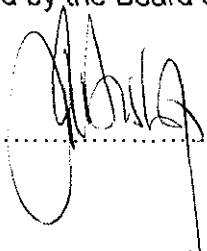
The company has no recognised gains and losses other than those included in the results above and therefore no separate statement of total recognised gains and losses has been presented.

BLUEBELL PRINTING LIMITED

**Balance Sheet**  
**31 December 2002**

	Notes	31 December 2002 £	31 December 2001 £
<b>Fixed Assets</b>			
Investments	1	687,665	687,665
<b>Creditors</b>			
Amounts owed to parent undertaking		(597,512)	(597,512)
Amounts owed to group company		(16,164)	(16,164)
Accruals and deferred income		-	(500)
<b>Total Assets Less Current Liabilities</b>		<u>73,989</u>	<u>73,489</u>
<b>Capital and Reserves</b>			
Called up share capital	2	10,000	10,000
Profit and loss account	3	<u>63,989</u>	<u>63,489</u>
<b>Equity Shareholders' Funds</b>		<u>73,989</u>	<u>73,489</u>

Approved by the Board on 11 February 2003



J M Bishop, Director



**Reconciliation of Movements in Shareholders' Funds**  
**For the year ended 31 December 2002**

	Year Ended 31 December 2002 £	Year Ended 31 December 2001 £
Profit on ordinary activities after Taxation	500	-
Opening shareholders' funds	73,489	73,479
<b>Closing shareholders' funds</b>	<u>73,989</u>	<u>73,489</u>

## Accounting Policies

### For the year ended 31 December 2002

#### Basis of accounting

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

#### Cash flow statement

A cash flow statement has not been produced as the Company's ultimate parent undertaking, Morgan Sindall plc, publishes a consolidated cash flow statement.

#### Turnover

Turnover is defined as the value of goods and services rendered excluding VAT.

#### Investments

Investments are stated at cost less any provision for impairment.

### Notes to the financial statements

#### For the year ended 31 December 2002

#### 1. Investments

	Year Ended 31 December 2002 £	Year Ended 31 December 2001 £
At 1 January	<u>687,665</u>	<u>687,665</u>
At 31 December	<u>687,665</u>	<u>687,665</u>

The investments are in the following companies, which are all registered in the UK. In all companies the ordinary shareholding is 100%.

Sindall Norwich Limited	Dormant
Sindall Eastern Limited	Dormant
Snape Group Limited	Dormant
Snape Developments Limited	Dormant
Snape Parkway Limited	Dormant

#### 2. Called up Share Capital

	31 December 2002 £	31 December 2001 £
<b>Authorised</b>		
Ordinary shares of £1 each	<u>10,000</u>	<u>10,000</u>
<b>Allotted, called up and fully paid</b>		
Ordinary shares of £1 each	<u>10,000</u>	<u>10,000</u>

**Notes to the financial statements (continued)**  
**For the year ended 31 December 2002**

**3. Profit and Loss Account**

	Year ended 31 December 2002 £	Year ended 31 December 2001 £
Balance as at 1 January	63,489	63,489
Retained profit for the year	500	-
Balance as at 31 December	<u>63,989</u>	<u>63,489</u>

The remuneration of the auditors is borne by Morgan Sindall plc.

**4. Tax on profit on ordinary activities**

Any tax on profit arising will be borne by Morgan Sindall plc.

**5. Contingent liabilities**

Group bank accounts are supported by cross-guarantees given by the Company and certain Group companies and floating and fixed charges on certain Group properties. A performance bond facility is supported by cross-guarantees given by the Company and other participating trading companies in the Group.

**6. Ultimate parent company**

The directors consider that the ultimate parent undertaking and ultimate controlling party of this Company is Morgan Sindall plc, which is registered in England and Wales. Copies of the group financial statements of this company may be obtained from 77 Newman Street, London W1T 3EW.

The largest and smallest group of undertakings for which group financial statements have been drawn up is that headed by Morgan Sindall plc.

**7. Related party transactions**

The company is exempt from disclosing details of the transactions because copies of Morgan Sindall plc group financial statements are available from 77 Newman Street, London W1T 3EW.

The immediate controlling party of this Company is Morgan Sindall plc.

**8. Directors and employees**

The company had no employees other than its Directors. None of the Directors received any remuneration from the Company.