

M6 CASH & CARRY LIMITED

(Company Registration Number 01450484)

FINANCIAL STATEMENTS

for the 52 weeks ended

29 December 1995



M6 CASH & CARRY LIMITED
REPORT OF THE DIRECTORS
for the 52 weeks ended 29 December 1995

DIRECTORS

D J Sims	- appointed 14 August 1995
M J Russell	- appointed 19 June 1996
H N Hall	
J A Rentoul	
A D Hopkins	- resigned 14 August 1995

SECRETARY

R G B Lamb

The directors present their annual report together with the audited financial statements of the company for the 52 weeks ended 29 December 1995.

DIRECTORS' RESPONSIBILITIES

The prime responsibility of the directors is to direct the management of the Company in such a way as to maximise the long term return to shareholders. They are also required, however, to ensure that proper regard is given to the interests of the Company's customers, its staff and the community.

The directors have a specific responsibility for reporting to shareholders and for the assets of the Company. The directors are required to present for each accounting period financial statements which comply with the provisions of the Companies Act 1985 and give a true and fair view of the state of affairs of the Company as at the end of the accounting period and of the profit or loss for that period. In preparing the financial statements, the directors must select and apply consistently suitable accounting policies, framed by reference to reasonable and prudent judgements and estimates. The directors must prepare the financial statements on a going concern basis, unless it is inappropriate to presume that the Company will continue in business. They must also comply with applicable accounting standards or disclose details of any material departures that are necessary. The directors are responsible for ensuring that arrangements are made for the maintenance of adequate accounting records, for safeguarding the assets of the Company, and for ensuring that steps are taken with a view to preventing and detecting fraud and other irregularities.

M6 CASH & CARRY LIMITED
REPORT OF THE DIRECTORS
for the 52 weeks ended 29 December 1995
(Continued)

PRINCIPAL ACTIVITY AND RESULTS

The Company did not trade during the year. The profit after taxation attributable to shareholders is £15,000 (1994 - £1,544,000 loss) and is dealt with as shown in the profit and loss account on page 4. The directors do not recommend the payment of a dividend for the period (1994 - £NIL).

REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS

It is the intention of the directors that the Company will remain dormant for the foreseeable future.

DIRECTORS' INTERESTS

None of the directors has any interest in the share capital of the Company. The disclosable interests of the directors and their families in the shares of the parent undertaking, Nurdin & Peacock PLC, are dealt with in the financial statements of that company.

AUDITORS

Binder Hamlyn have expressed their willingness to continue in office as auditors and in accordance with Section 385 of the Companies Act 1985, a resolution proposing that Binder Hamlyn be reappointed will be put to the Annual General Meeting.

This report was approved by the Board on 8 July 1996.

R G B Lamb
Secretary



REPORT OF THE AUDITORS TO THE MEMBERS OF
M6 CASH & CARRY LIMITED

We have audited the financial statements on pages 4 to 9 which have been prepared on the basis of the accounting policies set out on page 6.

Respective responsibilities of directors and auditors

As described on page 1 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.

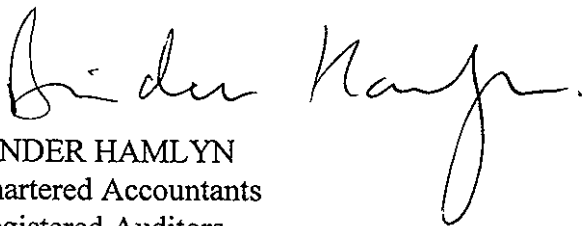
Basis of opinion

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 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 29 December 1995 and of its profit for the 52 weeks then ended and have been properly prepared in accordance with the Companies Act 1985.



BINDER HAMLYN
Chartered Accountants
Registered Auditors
20 Old Bailey
London
EC4M 7BH

8 July 1996

M6 CASH & CARRY LIMITED
PROFIT AND LOSS ACCOUNT
for the 52 weeks ended 29 December 1995

	Notes	1995 £'000	1994 £'000
Amounts written off investments	5	-	(1,544)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		<hr/> -	<hr/> (1,544)
Taxation on loss on ordinary activities	4	<hr/> (15)	<hr/> -
PROFIT/(LOSS) FOR THE FINANCIAL YEAR		<hr/> 15	<hr/> (1,544)
STATEMENT OF RETAINED (LOSSES)/PROFITS			
Retained (losses)/profits brought forward		(491)	1,053
Retained profit/(loss) for the financial year transferred from the profit and loss account		<hr/> 15	<hr/> (1,544)
Retained losses carried forward		<hr/> (476)	<hr/> (491)

Other than the profit for the financial year there were no recognised gains or losses, (1994 - £Nil).

M6 CASH & CARRY LIMITED
BALANCE SHEET AS AT 29 DECEMBER 1995

	Notes	1995 £'000	1995 £'000	1994 £'000	1994 £'000
FIXED ASSETS					
Investments	5		-		-
CURRENT ASSETS					
Debtors	6	5,429		5,429	
Cash at bank and in hand		-		-	
		5,429		5,429	
CREDITORS: amounts falling due within one year	7	-		(5)	
NET CURRENT ASSETS			5,429		5,424
TOTAL ASSETS LESS CURRENT LIABILITIES			5,429		5,424
PROVISIONS FOR LIABILITIES AND CHARGES	8	-		(10)	
			5,429		5,414
CAPITAL AND RESERVES					
Called up share capital	9	2,482		2,482	
Share premium account		3,423		3,423	
Profit and loss account		(476)		(491)	
Shareholders' Funds	10	5,429		5,414	

Approved by the Board of Directors on 8 July 1996.

D J Sims - DIRECTOR



M6 CASH & CARRY LIMITED
NOTES TO THE FINANCIAL STATEMENTS
for the 52 weeks ended 29 December 1995

1. ACCOUNTING POLICIES

(a) Basis of Accounting

The financial statements are prepared under the historical cost convention.

(b) Deferred Taxation

Provision is made for deferred taxation using the liability method to take account of timing differences between the incidence of income and expenditure for taxation and accounting purposes, except to the extent that the directors consider that a liability to taxation is unlikely to arise.

(c) Compliance with Accounting Standards

The financial statements have been prepared in accordance with applicable Accounting Standards.

(d) Cash Flow Statement

The Company has taken advantage of the exemptions of FRS1 and has not presented a cash flow statement for the period. The financial statements of the parent undertaking, Nurdin & Peacock PLC, provide a cash flow statement for the group as a whole.

2. OPERATING PROFIT

1995
£'000

1994
£'000

Operating profit is stated after charging:

Auditors' remuneration

- audit services

- non audit services

-

-

-

-

3. EMPLOYEES' COSTS AND DIRECTORS' EMOLUMENTS

The Company had no employees other than the directors. The directors were remunerated by the parent undertaking Nurdin & Peacock PLC in respect of their services to the group as a whole. Their emoluments are dealt with, and disclosed in, the parent undertaking's own financial statements.

M6 CASH & CARRY LIMITED
NOTES TO THE FINANCIAL STATEMENTS
for the 52 weeks ended 29 December 1995

4. TAXATION ON PROFIT ON ORDINARY ACTIVITIES

	1995 £'000	1994 £'000
Based on the profit for the year:		
Corporation tax at 33%:		
Prior year	(5)	-
Deferred taxation (Note 8)	(10)	-
	<u>(15)</u>	<u>-</u>

5. INVESTMENTS

	1995 £'000	1994 £'000
Shares in subsidiary undertakings	1,544	1,544
Less: Provision	(1,544)	(1,544)
	<u>-</u>	<u>-</u>

The following are the subsidiary undertakings of the Company. All are wholly owned, incorporated in the United Kingdom, and dormant.

M6 Cash & Carry (Haydock) Limited
M6 Cash & Carry (West Midlands) Limited
M6 Cash & Carry (Crewe) Limited
M6 Cash & Carry (Blackburn) Limited
M6 Furnishing Concepts Limited
M6 Cash & Carry (Non-Foods) Limited

The Company, being a wholly owned subsidiary undertaking of another Company incorporated in the United Kingdom, is not required to prepare group financial statements.

6. DEBTORS

	1995 £'000	1994 £'000
Amounts owed by group undertakings	<u>5,429</u>	<u>5,429</u>

M6 CASH & CARRY LIMITED
NOTES TO THE FINANCIAL STATEMENTS
for the 52 weeks ended 29 December 1995
(Continued)

7. CREDITORS	1995	1994
	£'000	£'000
Amounts falling due within one year:		
Corporation tax	-	5

8. DEFERRED TAXATION	1995	1994
	£'000	£'000
Potential and provided:		
Other timing differences	-	10

The movement in deferred taxation is as follows:

31 December 1994	10
Transferred to the profit and loss account	(10)
29 December 1995	-

9. CALLED UP SHARE CAPITAL

	1995		1994	
	Number	£'000	Number	£'000
Authorised				
Ordinary shares of 25p each	12,000,000	3,000	12,000,000	3,000
Allotted, issued and fully paid				
Ordinary shares of 25p each	9,927,809	2,482	9,927,809	2,482

M6 CASH & CARRY LIMITED
NOTES TO THE FINANCIAL STATEMENTS
for the 52 weeks ended 29 December 1995
(Continued)

10. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	1995 £'000	1994 £'000
Issue of ordinary share capital	-	1,223
Profit/(loss) for the financial year	<u>15</u>	<u>(1,544)</u>
Net reduction in shareholders' funds	15	(321)
Opening shareholders' funds	<u>5,414</u>	<u>5,735</u>
Closing shareholders' funds	<u><u>5,429</u></u>	<u><u>5,414</u></u>

11. ULTIMATE PARENT UNDERTAKING

The ultimate parent undertaking is Nurdin & Peacock PLC, a company registered in England and Wales and it is the parent undertaking of the only group, of which the Company is a member, to consolidate these financial statements. Copies of the group financial statements are available from Bushey Road, Raynes Park, London, SW20 0JJ.