

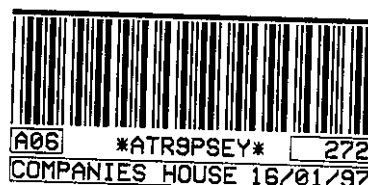
A.M. PROOS & SONS (BIRMINGHAM) LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 1996

146 9267

PORTER MATTHEWS & MARSDEN
Chartered Accountants
Oakmount
6 East Park Road
Blackburn



A.M. PROOS & SONS (BIRMINGHAM) LIMITED

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YEAR ENDED 31ST MARCH 1996

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COMPANY INFORMATION

YEAR ENDED 31ST MARCH 1996

DIRECTORS:

A.M. Proos
D.M. Proos
J.A. Proos

SECRETARY:

J.A. Proos

AUDITORS:

Porter Matthews & Marsden
Oakmount
6 East Park Road
Blackburn
Lancs.

COMPANY REGISTRATION NO:

1469267

DIRECTORS' REPORT

DIRECTORS

A.M. Proos
D.M. Proos
J.A. Proos

The directors submit their report and the financial statements of the company for the year ended 31st March 1996.

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 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.

PRINCIPAL ACTIVITY

The company has not traded in the year.

DIRECTORS

The names of the present directors of the company are given at the head of this report.

The directors of the company during the year and their beneficial interests in shares of the company are set out below:

	<u>Ordinary shares of £1 each</u>	
	<u>31st March 1996</u>	<u>31st March 1995</u>
A.M. Proos	-	-
J.A. Proos	-	-
D.M. Proos	-	-

DIRECTORS' REPORT - CONTINUED

CLOSE COMPANY PROVISIONS

The company is a close company as defined by the provisions of the Income and Corporation Taxes Act 1988.

AUDITORS

A resolution will be proposed at the next annual general meeting to re-appoint Messrs. Porter Matthews & Marsden as auditors.

Advantage is taken in the preparation of the directors' report of the special exemptions applicable to small companies conferred by Part II of Schedule 8 to the Companies Act 1985.

BY ORDER OF THE BOARD,



J.A. PROOS
Secretary

28 OCTOBER 1996

PM&M
CHARTERED ACCOUNTANTS

PORTER MATTHEWS
& MARSDEN

AUDITORS' REPORT TO THE MEMBERS OF

A.M. PROOS & SONS (BIRMINGHAM) LIMITED

We have audited the financial statements on pages 5 to 6 which have been prepared under the historical cost convention, and the accounting policies set out on page 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 judgments 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 31st March 1996 and have been properly prepared in accordance with the provisions of the Companies Act 1985 that are applicable to small companies. The company has not traded during the year.

Porter, Matthews & Marsden

PORTER MATTHEWS & MARSDEN
Chartered Accountants and
Registered Auditors
Blackburn

4 November 1996

OAKMOUNT
6 EAST PARK ROAD
BLACKBURN BB1 8BW

TEL: 01254 679131
FAX: 01254 681759
Email: postmaster@pmm.co.uk

Also at

83 BANK PARADE
BURNLEY BB11 1UG

TEL: 01282 438035
FAX: 01282 427021
Email: burnley@pmm.co.uk

Partners

JEREMY N STIRRUP
BRIAN C MARSDEN
RICHARD A AINSCOUGH
MICHAEL G BATTERSBY
DAVID P BRADLEY
DIANE L EATOUGH
STEPHEN M ANDERSON



INVESTOR IN PEOPLE

A member of

**Moores
Rowland**
INTERNATIONAL

An association of independent
accounting firms throughout the world

Registered to carry on audit
work and authorised to carry
on investment business by
the Institute of Chartered
Accountants in England and
Wales

BALANCE SHEET

31ST MARCH 1996

	NOTES	<u>1996</u>	<u>1995</u>
		£	£
CURRENT ASSETS			
Debtors	2	<u>209,097</u>	<u>209,097</u>
CAPITAL AND RESERVES			
Called up share Capital	3	100	100
Profit and loss account		<u>208,997</u>	<u>208,997</u>
SHAREHOLDERS' FUND		<u>209,097</u>	<u>209,097</u>

Advantage is taken in the preparation of the financial statements of the special exemptions applicable to small companies conferred by part 1 of Schedule 8 to the Companies Act 1985. In the directors' opinion, the company is entitled to those exemptions on the grounds that it is a small company.

Approved by the board on 28 October 1996 and signed on their behalf by:

DIRECTOR



A.M. PROOS

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31ST MARCH 1996

1. ACCOUNTING POLICIES

Basis of Accounting

These financial statements have been prepared under the historical cost convention in accordance with the Companies Act 1985 and with applicable Accounting Standards.

2. DEBTORS

	<u>1996</u>	<u>1995</u>
	<u>£</u>	<u>£</u>
Amounts owed by group companies	<u>209,097</u>	<u>209,097</u>

3. SHARE CAPITAL

Authorised:

100,000 ordinary shares of £1 each	<u>100,000</u>	<u>100,000</u>
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Allotted, issued and fully paid:

100 ordinary shares of £1 fully paid	<u>100</u>	<u>100</u>
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4. CONTINGENT LIABILITIES

The bank holds an unlimited guarantee given on behalf of A.M. Proos & Sons (Darwen) Limited.

5. HOLDING COMPANY

The company is a wholly owned subsidiary of A.M. Proos & Sons Limited, a company registered in England.