DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2000

Company Number: 1958712

A23 *A64LM459* D227

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2000

The Directors submit their annual report and financial statements of the Company for the year to 31 December 2000.

The Company did not trade during the financial year under review.

Review of Developments

On 14th December 2000 the ultimate ownership of the Group changed to Holwood Limited.

Directors and their interests

The Directors who served during the year are as follows:

A J Hewitt (resigned 14 December 2000)

S.P. Hayes

P.J. Holdsworth (appointed 14 December 2000)

D.N. Wood (appointed 14 December 2000)

None of the Directors had any interest in the shares of the Company or its immediate parent company at any time during the year.

P.J. Holdsworth and D.N. Wood are also directors of the ultimate parent company, Holwood Limited and their interests in the share capital of that Company are disclosed in the accounts of that Company.

Directors' Statement of Responsibilities

The Directors are required to prepare for each financial year, financial statements which give a true and fair view of the state of affairs of the Company at the end of that year, and of the profit for the year to date. The financial statements must be prepared in compliance with the Companies Act 1985 and with the applicable accounting standards. In preparing the financial statements the Directors are also required

- * to maintain adequate accounting records, which disclose with reasonable accuracy the financial position of the Company at any time.
- * to safeguard the assets and to prevent and detect fraud and other irregularities.
- * to select suitable accounting policies and apply them consistently, supported as appropriate by reasonable and prudent judgement and estimates.

Auditors

The Company has passed a special resolution to exempt itself from the obligation to appoint auditors.

By order of the Board

S.P. HAYES Secretary

BALANCE SHEET AT 31 DECEMBER 2000

	Note	2000 £	1999 £
NET ASSETS			
Cash at bank and in hand		2 ===	2 ===
CAPITAL AND RESERVES			
Called up Share capital	3	2 ===	2 ===

The Company was dormant throughout the financial year.

Signed on behalf of the Board of Directors who approved the financial statements on 11th September 2001.

S.P. HAYES

Director

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2000

1. Accounting Policy

Accounting convention

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

2. Profit and Loss Account

The company did not trade during the year, received no income and incurred no expenditure. Consequently a profit and loss account has not been presented.

3. Debtors

		2000 £	1999 £
	Amounts due from Carleton Furniture Group Ltd Parent undertaking	2====	2=====
4.	Share Capital	2000	1999
	Authorised	£	£
	10,00 ordinary shares of £1 each	10,000	10,000
	Allotted, issued and fully paid		
	2 ordinary shares of £1 each	2 ===	2 ===

5. Ultimate Parent Company and Parent Company

The immediate parent company and controlling party is Carleton Furniture Group Limited, a company incorporated in England and Wales. Copies of the accounts of Carleton Furniture Group Limited can be obtained from Monkhill, Pontefract WF8 2NS.

The ultimate parent undertaking is Holwood Ltd., a company incorporated in England and Wales. Copies of the accounts of Holwood Limited may be obtained from Monkhill, Pontefract WF8 2NS.