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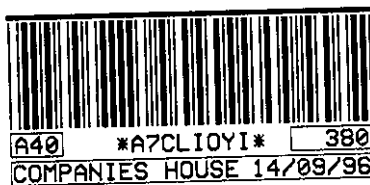
Company Registration No. 2216661

**WIX McLELLAND LIMITED**

**Report and Financial Statements**

**31 December 1995**

**Deloitte & Touche  
Colmore Gate  
2 Colmore Row  
Birmingham  
B3 2BN**





**REPORT AND FINANCIAL STATEMENTS 1995**

**OFFICERS AND PROFESSIONAL ADVISERS**

**DIRECTORS**

D Summerfield (Chairman)  
D A Bell  
D Collin  
C J McLelland

**SECRETARY**

C S Dixon

**REGISTERED OFFICE**

Climate House  
Highlands Road  
Shirley  
Solihull  
West Midlands  
B90 4NL

**BANKERS**

Midland Bank plc  
130 New Street  
Birmingham  
B2 4JU

**AUDITORS**

Deloitte & Touche  
Chartered Accountants  
Colmore Gate  
2 Colmore Row  
Birmingham  
B3 2BN

## **DIRECTORS' REPORT**

The directors present their annual report and the audited financial statements of the Company for the year ended 31 December 1995.

### **PROFIT AND LOSS ACCOUNT**

The Company has not traded during the year and consequently no profit and loss account is presented.

During the year Estimation Limited, the parent company waived the loan of £140,575 due to it by the Company. This movement is set out in Note 4 of the financial statements.

### **DIRECTORS AND THEIR INTERESTS**

The directors at 31 December 1995 were:

D Summerfield (Chairman)

D A Bell

D Collin

C J McLelland

In accordance with the Articles of Association directors are not required to retire by rotation.

The directors hold no shares of the Company.

The directors who are not also directors of the ultimate parent undertaking, How Group plc, held the following interests in the 10p ordinary shares of that company:

	At 31 December 1995		At 31 December 1994	
	Fully paid	Share options	Fully paid	Share options
D A Bell	3,500	75,000	3,500	78,888
D Collin	-	50,000	-	50,000

D Summerfield is also a director of How Group plc and his interests are disclosed in that company's financial statements

### **AUDITORS**

On 1 February 1996 our auditors changed the name under which they practise to Deloitte & Touche and, accordingly, have signed their report in their new name. A resolution for the reappointment of Deloitte & Touche as auditors of the Company is to be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors  
 and signed on behalf of the Board



C S Dixon

Secretary

**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
- 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. 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.



## Chartered Accountants

Deloitte & Touche  
Colmore Gate  
2 Colmore Row  
Birmingham B3 2BN

Telephone: National 0121 200 2211  
International + 44 121 200 2211  
Fax (Gp. 3): 0121 695 5311

## AUDITORS' REPORT TO THE MEMBERS OF

### WIX McLELLAND LIMITED

We have audited the financial statements on pages 4 to 6 which have been prepared under the accounting policies set out on page 5.

#### 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 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 at 31 December 1995 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

*Neville Lence*

Chartered Accountants and Registered Auditors

*27 June 1996*



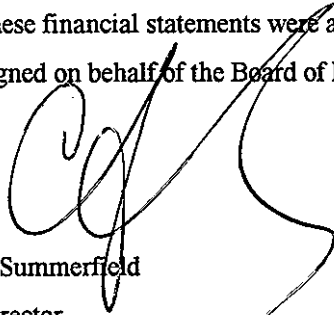


**BALANCE SHEET**  
**31 December 1995**

	Note	1995 £	1994 £
<b>CREDITORS: amounts falling due within one year</b>	2	-	(140,575)
<b>CAPITAL AND DEFICIENCY</b>			
Called up share capital	3	100	100
Profit and loss account	4	(100)	(140,675)
<b>EQUITY SHAREHOLDERS' DEFICIT</b>	5	-	(140,575)

These financial statements were approved by the Board of Directors on 22 March 1996.

Signed on behalf of the Board of Directors

  
D Summerfield  
Director

**NOTES TO THE ACCOUNTS**  
**Year ended 31 December 1995**

**1. ACCOUNTING POLICIES**

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

**2. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	1995 £	1994 £
Amounts owed to Group undertakings	-	140,575

**3. CALLED UP SHARE CAPITAL**

	1995 £	1994 £
Authorised, allotted and fully paid Ordinary shares of £1 each	100	100

**4. PROFIT AND LOSS ACCOUNT**

	£
At 1 January 1995	(140,675)
Waiver of inter-Group loan	140,575
At 31 December 1995	(100)

**5. RECONCILIATION OF MOVEMENTS IN EQUITY SHAREHOLDERS' DEFICIT**

	1995 £	1994 £
At 31 December 1994	(140,575)	(140,575)
Waiver of intergroup loan	140,575	-
At 31 December 1995	-	(140,575)

**6. CONTINGENT LIABILITIES**

The Company has entered into an unlimited multilateral guarantee in respect of the bank borrowings of How Group plc and its subsidiary undertakings, under which the Company had a contingent liability at 31 December 1995 of £16,369,737 (1994 - £14,609,013) relating to the overdrafts of certain companies.



**NOTES TO THE ACCOUNTS**  
**Year ended 31 December 1995**

**7. ULTIMATE PARENT UNDERTAKING**

The Company's ultimate parent undertaking is How Group plc, registered in England and Wales.

How Group plc is the parent undertaking of the largest group of which Wix McLelland Limited is a member and for which group accounts are drawn up.

Accounts for this undertaking have been delivered and are available from the Registrar of Companies, Crown Way, Maindy, Cardiff, CF4 3UZ.