

MFI EMPLOYEE OWNERSHIP TRUSTEE COMPANY LTD

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE 52 WEEKS ENDED 26 APRIL 1997

REGISTERED NUMBER : 2242904



MFI EMPLOYEE OWNERSHIP TRUSTEE COMPANY LTD

DIRECTORS REPORT

The directors have pleasure in submitting their report and audited Financial Statements for the 52 weeks ended 26 April 1997.

PRINCIPAL ACTIVITY

The principal activity of the company is that of sole corporate trustee to the MFI Group Employee Benefit Trust and the MFI Group Profit Sharing Trust. The company did not trade during the period and there is no intention to commence trading in the foreseeable future.

PROFITS AND DIVIDENDS

The company has received no income and incurred no expenditure during the accounting period which ended on 26 April 1997 and the preceding accounting period. Consequently no profit and loss account has been presented.

The directors recommend that no dividend be paid.

DIRECTORS

The directors of the company who served through the period were :

D S Hunt (Chairman)
J J O'Connell
J D Randall F.C.M.A
R H Smith

No director held any beneficial interest in the shares of the company at any time during the period. The directors' shareholdings in MFI Furniture Group Plc, the ultimate holding company, are disclosed in the directors' report of MFI Furniture Group Plc.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare Financial Statements for each financial period 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 :

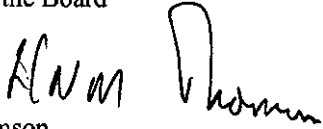
- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether Applicable Accounting Standards have been followed, subject to any material departures disclosed and explained in the Financial Statements;
- prepare the Financial Statements on the going concern basis unless it is inappropriate to presume that the company will continue 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 enable them to ensure that the Financial Statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

AUDITORS

In accordance with Section 250 of the Companies Act 1985, a resolution proposing not to appoint auditors was passed at the Annual General Meeting.

By Order of the Board


H N M Thomson
Secretary

24 FEB 1998

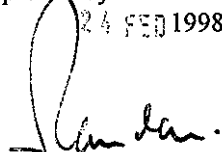
MFI EMPLOYEE OWNERSHIP TRUSTEE COMPANY LIMITED

BALANCE SHEET AT 26 APRIL 1997

	NOTE	1997 £	1996 £
Current assets			
Debtors	5	<u>2</u>	<u>2</u>
Capital and reserves			
Called up share capital	6	<u>2</u>	<u>2</u>

The company was dormant (within the meaning of Section 252 of the Companies Act 1985) throughout the period.

Approved by the board of directors
on 24 FEB 1998.



J D Randall
Director.

The notes on page 4 form part of these accounts.

MFI EMPLOYEE OWNERSHIP TRUSTEE COMPANY LIMITED

NOTES TO THE ACCOUNTS FOR THE 52 WEEKS ENDED 26 APRIL 1997

1. ACCOUNTING POLICIES

ACCOUNTING CONVENTION

The Financial Statements are prepared under the historical cost convention and in accordance with Applicable Accounting Standards.

Under Financial Reporting Standard 1, the company is exempt from the requirement to prepare a cash flow statement on the grounds that it is a wholly owned subsidiary undertaking and a consolidated cash flow statement is given in the Financial Statements of MFI Furniture Group Plc.

3. STAFF NUMBERS AND COSTS

The company had no employees during the period and staff costs amounted to £nil (1996 :£nil).

4. REMUNERATION OF DIRECTORS

No director received any emoluments during the period (1996 : £nil).

5. DEBTORS

	<u>1997</u>	<u>1996</u>
	<u>£</u>	<u>£</u>
Amounts falling due within one year :		
Amounts owed by parent and fellow subsidiary undertakings	<u>2</u>	<u>2</u>

6. SHARE CAPITAL

	<u>1997</u>	<u>1996</u>
	<u>£</u>	<u>£</u>
Authorised, Allotted and fully paid ordinary shares of £1 each	<u>2</u>	<u>2</u>

7. ULTIMATE HOLDING COMPANY

The company is a subsidiary undertaking of MFI Furniture Group Plc incorporated in Great Britain, and registered in England and Wales.

The largest and smallest group in which the results of the company are consolidated is that headed by MFI Furniture Group Plc. The consolidated accounts of this group are available to the public and can be obtained from the Registrar of Companies, Companies Registration Office, Crown Way, Maindy, Cardiff, CF4 3UZ.