COMPANY NUMBER: 2297714

REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2000

Messrs. John C. Durston & Co., Chartered Accountants 49 Walter Road Swansea SA1 5PW

Tel. No: Fax. No:

01792 301302 01792 301305



A21 COMPANIES HOUSE

0571

<u>INDEX</u>

	Page
Company Information	1
Report of the Directors	2 - 3
Report of the Auditors	4
Accounting Policies	5 - 6
Profit and Loss Account	7
Balance Sheet	8
Cashflow Statement	9
Notes to the Financial Statements	10 - 15

COMPANY INFORMATION

<u>Directors</u>: Mr. D. H. Jenkins (Chairman)

Mrs. V.J. Jenkins Mr. J.A.F. Walker Mr. A. G. Smith

Secretary: Mr. D. H. Jenkins

Registered Office: 49 Walter Road

Swansea SA1 5PW

Auditors: John C. Durston & Co.

Chartered Accountants and

Registered Auditors 49 Walter Road

Swansea SA1 5PW

Bankers: Royal Bank of Scotland

45 The Promenade

Cheltenham GL50 1PY

Company Number: 2 2 9 7 7 1 4

DIRECTORS'REPORT

The Directors present their Report and the Audited Financial Statements of the Company for the year ended 31st March 2000.

PRINCIPAL ACTIVITIES

The principal activity of the Company is the manufacture of glass-fibre mouldings.

DIRECTORS

The Directors who served during the year and their interests in the shares of the Company were as follows:

	At 31 st March 2000 Ordinary Shares of £1 each	At 31 st March 1999 Ordinary Shares of £1 each
Mr. D.H. Jenkins	Nil	Nil
Mrs. V.J. Jenkins	Nil	Nil
Mr. J.A.F. Walker	Nil	Nil
Mr. A. G. Smith	Nil	Nil

There have been no changes in the Holdings between the Accounting date and the date of this Report.

DIRECTORS RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

Company law requires the Directors to prepare Financial Statements for each financial year which give a true and fair view of the state of the affairs of the Company and of the Profit or Loss of the Company for that period. In preparing these Financial Statements, the Directors are required to:

- (a) select suitable accounting policies and apply them consistently;
- (b) make judgements and estimates that are reasonable and prudent;
- (c) prepare the Financial Statements on the going concern basis unless it is inappropriate to presume that the Company will continue to operate

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.

DIRECTORS'	REPORT	(Continued)
DIRECTORS		(Conuntaca)

AUDITORS

John C. Durston & Co., will be proposed for re-appointment as Auditors in accordance with Section 385, Companies Act 1985.

APPROVED BY THE BOARD:

DATE: 5TH JANUARY 2001

SIGNED BY THE BOARD

D fankar

Mr. D. H. Jenkins

Secretary

AUDITORS' REPORT TO THE SHAREHOLDERS OF

CHELTENHAM LAMINATING COMPANY LIMITED

We have audited the Financial Statements on pages 7 to 15 which have been prepared under the Historical Cost Convention and the accounting policies set out on pages 5 and 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 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 mis-statement, 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 as at 31st March 2000 and of its Profit for the year then ended and have been properly prepared in accordance with the provisions of the Companies Act 1985.

John C. Durston & Co., Chartered Accountants

Registered Auditors 49 Walter Road

Swansea

SA1 5PW

5th January 2001

ACCOUNTING POLICIES

The Financial Statements have been prepared under the Historical Cost Convention except that the leasehold property and improvements are shown at their revalued amounts, and in accordance with the Companies Act 1985.

The principal accounting policies of the Company are set out below:

(a) Turnover

Turnover is the total amount receivable by the Company in the ordinary course of business with outside customers for goods supplied and for services provided, excluding VAT.

(b) Depreciation

Depreciation is calculated to write down the cost or valuation less estimated residual value of all Tangible Fixed Assets over their expected useful lives.

The rates applicable are:

Leasehold Property and Improvements

- 2% (straight line)

Motor Vehicles

- Over the Terms of the Agreement

Plant, Machinery and Computer Equipment

- 20% (reducing balance)

(c) Goodwill

Purchased goodwill is recognised as an Intangible Asset and amortised on a straight line basis over its estimated useful economic life of 40 years.

(d) Stock

Stock is stated at the lower of cost and net realisable value.

ACCOUNTING POLICIES (CONTINUED)

(e) Deferred Tax

Deferred Tax is the tax attributable to time differences between profits or losses as computed for tax purposes and results as stated in the Financial Statements.

Deferred tax is provided to the extent that it is probable that a liability or asset will crystallise.

Deferred tax is calculated at the rates at which it is estimated that the tax will be paid when the timing differences reverse.

(f) Contributions to Pension Funds

Defined contribution scheme for the benefit of the employees. The assets of the scheme are administered by Trustees in a fund independent of the Company. The pension costs charged against profits represent the amount of the contributions payable to the scheme in respect of the accounting period

(g) Going Concern

The Financial Statements have been prepared on the going concern basis, the validity of which depends on the continued support of the Company's Holding Company and Directors.

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31ST MARCH 2000

		2000	<u> 1999</u>
	<u>Note</u>	£	£
TURNOVER	1	2529977	2447382
Cost of Sales		<u>(1551052</u>)	<u>(1482182</u>)
GROSS PROFIT		978925	965200
Establishment Costs		(263136)	(182688)
Administrative Expenses		(495615)	(366216)
Depreciation Provisions		(59851)	<u>(53784</u>)
OPERATING PROFIT	3	160323	362512
Profit on disposal of Fixed Assets			
In continuing operations		13856	1649
PROFIT ON ORDINARY ACTIVITIES BEFORE INTEREST PAYABLE		174179	364161
Interest Payable		<u>(16402</u>)	(16012)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		157777	348149
Tax on Profit on Ordinary Activities	4	(19352)	(30836)
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		138425	317313
Dividends	5	-	(250000)
RETAINED PROFIT FOR YEAR		138425	67313
RETAINED PROFIT BROUGHT FORWARD		<u>640974</u>	<u>573661</u>
RETAINED PROFIT CARRIED FORWARD		<u>779399</u>	<u>640974</u>

CONTINUING OPERATIONS

None of the Company's activities were acquired or discontinued during the above two financial years.

TOTAL RECOGNISED GAINS AND LOSSES

The Company has no recognised gains or losses other than the Profit and Loss for the above two financial years.

BALANCE SHEET

AT 31ST MARCH 2000

		<u>2000</u>		<u>1999</u>	
	Note	£	£	£	£
FIXED ASSETS					:
Intangible Assets Tangible Assets <u>CURRENT ASSETS</u>	6 7		677663 <u>170005</u> 847668		701471 <u>139353</u> 840824
Stocks Debtors Cash at Bank and in Hand	8 9	130692 756319 <u>37336</u> 924347		98523 635086 <u>177</u> 733786	
<u>CREDITORS</u> : Amounts falling Due within One Year	10	(358579)		(282842)	
NET CURRENT ASSETS			<u>565768</u>		<u>450944</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			1413436		1291768
CREDITORS: Amounts falling due After more than One Year	11		(106786)		(124955)
PROVISIONS FOR LIABILITIES AND CHARGES	13		<u>(2251)</u>		<u>(839</u>)
CAPITAL AND RESERVES			<u>1304399</u>		1165974
Called up Share Capital Share Premium Account Capital Redemption Reserve Profit and Loss Account	15		430000 75000 20000 779399		430000 75000 20000 <u>640974</u>
Shareholders Funds	16		<u>1304399</u>		1165974

All items under capital and reserves are equity.

APPROVED BY THE BOARD OF DIRECTORS ON 5^{TH} JANUARY 2001 AND SIGNED ON ITS BEHALF

Mr. D. H. Jenkins

Mrs. V.J. Jenkins

CASH FLOW STATEMENT

FOR THE YEAR ENDED 31ST MARCH 2000

	<u>2000 </u>	<u>1999</u>
	£	£
Net Cashflow from Operating Activities (Note 17)	146798	344277
Corporation Taxation Paid	(24937)	(37287)
Interest Payable	<u>(16402</u>)	(<u>16012)</u>
	105459	290978
Investing Activities:-		
Purchase of Tangible Fixed Assets	(68948)	(22812)
Sale of Tangible Fixed Assets	16109	5701
	52620	273867
Equity Dividend Paid	-	(250000)
	<u>52620</u>	<u>23867</u>
Financed by:-		
Movement in Cash Funds	<u>52620</u>	<u>23867</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2000

1. TURNOVER AND PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

The Turnover and Profit before taxation is attributable to one activity, which is carried on in the following geographical markets.

Turnover:	<u>2000</u>	<u>1999</u>
	£	£
United Kingdom	2519296	2438953
Europe	10681	8429
	<u>2529977</u>	2447382
Profit on Ordinary Activities is stated after:		
Auditors' Remuneration	6400	5900
Depreciation	36043	29976
Amortisation of Goodwill	<u>23808</u>	<u>23808</u>
1. INTEREST PAYABLE AND SIMILAR CHARGES		
On Bank Loans, Overdrafts and Other Loans		
- Repayable wholly or partly in more than 5 years	<u>13234</u>	<u>11957</u>
2. DIRECTORS AND EMPLOYEES		
Staff Costs During the Year		
Wages and Salaries	927869	842561
Social Security	81551	80623
Pension Costs	41292	<u>33531</u>
Average Weekly Number of Employees	<u>1050712</u>	<u>956715</u>
Office and Management	2	2
Manufacturing	<u>55</u>	<u>57</u>
	<u>57</u>	<u>59</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2000

	<u>2000</u>	<u>1999</u>
	£	£
3. DIRECTORS AND EMPLOYEES (Continued)		
Staff Costs include remuneration in respect of Directors:-		
Management Remuneration	<u>-</u>	-
4 TAX ON PROFIT ON ORDINARY ACTIVITIES		
The taxation charge is based on the profit for the year and is made up as follows:-	<u>2000</u>	<u>1999</u>
	£	£
United Kingdom Corporation Tax at 20% (1999: 21%)	17940	26239
Deferred Tax Charge (Credit)	1412	(1642)
Adjustment in respect of prior year Corporation Tax	-	6239
	<u>19352</u>	30836
5. DIVIDENDS		
Dividends paid to Holding Company	-	250000
6. INTANGIBLE FIXED ASSETS	Purchase	d Goodwill
		£
Cost at 1st April 1999		<u>952719</u>
At 31st March 2000		<u>952719</u>
Amortisation at 1 st April 1999		251248
Charge for the Year		23808
At 31st March 2000		<u>275056</u>
Net Book Amount at 31st March 2000		<u>677663</u>

Purchased Goodwill relates to the acquisition of the trade of Medwin Limited, (formerly Cheltenham Laminating Company Limited) and is being amortised over a period of 40 years.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2000

7. TANGIBLE FIXED ASSETS	Leasehold	Plant and Machin	<u>ery</u>	
		Property and	and Computer	<u>Motor</u>
	Total <u>£</u>	Improvements £	Equipment £	Vehicles £
Cost/Valuation at 1st April 1999	271004	94961	87958	88085
Additions	68948	1311	43058	24579
Disposals	(18250)		<u>-</u>	(18250)
At 31 st March 2000	321702	96272	131016	94414
Depreciation at 1st April 1999	131651	18081	47995	65575
Provided in Year	36043	2009	13662	20372
Disposals	(15997)			(15997)
At 31 st March 2000	151697	20090	61657	69950
Net Book Value 31 st March 2000	170005	76182	69359	24464
Net Book Value 31 st March 1999	139353	76880	39963	22510

The net book value of Tangible Fixed Assets includes £29257 (1999: £23785) in respect of Assets acquired under Hire Purchase and Finance Leases.

During the year Assets with a net book value of £22246 were transferred from Knight Advanced Polymers Limited, a fellow subsidiary Company.

In the opinion of the Directors, the valuation of the Leasehold Property and Improvements is approximately £280,000.

<u>8.</u>	STOCKS	<u>2000</u>	<u>1999</u>
		£	£
	Raw Materials	60037	49330
	Short Term Work-in-Progress	<u>70655</u>	<u>49193</u>
		<u>130692</u>	<u>98523</u>

There were no significant differences between the replacement cost and the values disclosed for stock.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2000

	<u>2000</u>	<u>1999</u>
	£	£
8. DEBTORS		
Amounts falling due within one year		
Trade Debtors	423850	403885
Prepayments and Accrued Income	<u>30790</u>	<u>17993</u>
	454640	421878
Amounts falling due outside one year		
Amount due from Fellow Subsidiary Undertaking	220054	213208
Amount due from Holding Company	81625	Nil
		
	<u>756319</u>	<u>635086</u>

The likelihood of recovering the amount due from Fellow Subsidiary Undertaking is extremely remote and it is the intention of the Directors to write off this debt as at 31st March 2001.

9. CREDITORS

Amounts fal	lling due	within	one vear	
-------------	-----------	--------	----------	--

Corporation Tax		17940	24937
Bank Overdraft	(Note 12)	-	10804
Trade Creditors		208026	136670
Other Taxes and Social Security		59514	55113
Accruals and Deferred Income		43460	26274
Directors' Loan Account		13296	13433
Bank Loan	(Note 12)	4972	4372
Hire Purchase Agreements		<u>11371</u>	<u>11239</u>
		358579	282842

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2000

		2000 £	<u>1999</u> <u>£</u>
11. CREDITORS		=	=
Amounts falling due after more than one year			
Bank Loan	(Note 12)	98580	103837
Amount due to Holding Company		-	12596
Hire Purchase Agreements		<u>8206</u>	<u>8522</u>
		<u>106786</u>	124955

All amounts are repayable within 5 years except for the bank loan of £ 78692 (1999 - £86349) which is repayable after more than 5 years.

12. BANK OVERDRAFT AND LOAN

٠, .

The Bank Overdraft and Loan are secured by:-

- (a) Debenture dated 23rd December 1991 incorporating site 15, East Camp, Staverton Airport, Gloucester.
- (b) An unlimited Inter-Company guarantee dated 19th December 1991 between Medwin Limited, Doric Advanced Plastics Limited In Liquidation and Cheltenham Laminating Company Limited
- (c) An unlimited Inter-Company guarantee dated 4th September 1998, between Knight Advanced Polymers Limited, Cheltenham Holdings Limited and Cheltenham Laminating Company Limited.

13. PROVISIONS FOR LIABILITIES AND CHARGES

	Deferred Taxation
	(Note 14) <u>£</u>
At 1 st April 1999	839
Charge for Year	<u>1412</u>
At 31st March 2000	2251

14. DEFERRED TAXATION

Deferred taxation provided in the Financial Statements and the total potential liability, including the amounts provided, are set out below.

	Amount Provided		Potential Liability	
	2000	<u> 1999</u>	2000	<u> 1999</u>
Accelerated Capital Allowances	2251	839	2251	839

80026

146798

(64428)

344277

CHELTENHAM LAMINATING COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2000

15. SHARE CAPITAL	2000	<u>1999</u>
	£	£
AUTHORISED		
450,000 Ordinary Shares of £1 each	<u>450,000</u>	<u>450,000</u>
ALLOTTED, CALLED UP AND FULLY PAID		
430,000 Ordinary Shares of £1 each	<u>430,000</u>	<u>430,000</u>
16. RECONCILIATION OF MOVEMENTS ON SHAREHOLDERS FUNDS		
Profit for the financial year after taxation	138425	67313
Opening Shareholders Funds Closing Shareholders Funds	<u>1165974</u> <u>1304399</u>	1098661 1165974
17. CASH FLOW STATEMENT		
Reconciliation of trading profit to net cash inflow from operating activities		
Operating Profit	160323	362512
Depreciation	59851	53784
(Increase) in Stocks	(32169)	(13557)
(Increase)/Decrease in Debtors	(121233)	5966

18. CONTINGENT LIABILITIES

Increase (Decrease) in Creditors

. . .

There is a Contingent Liability at the Balance Sheet date of £ 77936 in respect of a Guarantee given to the Royal Bank of Scotland for overdraft facilities provided to a Subsidiary Company; Doric Advanced Plastics Limited, which is now in liquidation.

19. CAPITAL COMMITMENTS

The Company had no capital commitments at 31st March 2000.

20. POST BALANCE SHEET EVENTS

There have been no material events up to the date on which these Accounts were formally approved by the Directors which would affect the clear understanding of the results.

21. ULTIMATE HOLDING COMPANY

The Company is a wholly owned subsidiary of Cheltenham Holdings Limited, which is registered in **England and Wales**

ACCOUNTANTS REPORT

YEAR ENDED 31ST MARCH 2000

We have prepared the Detailed Profit and Loss Account on pages 17 to 18 from the Company's records. It does not form part of the Audited Financial Statements and is excluded from the Report we make as Auditors.

JOHN C. DURSTON & CO., CHARTERED ACCOUNTANTS

JOHN C. DURSTON & CO., CHARTERED ACCOUNTANTS 49 WALTER ROAD SWANSEA SA1 5PW

5TH JANUARY 2001

TRADING AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2000

	£	<u>2000</u> <u>£</u>	<u>£</u>	<u>1999</u> <u>£</u>
Sales		2529977		2447382
COST OF SALES				
Opening Stock	98523		84966	
Purchases	688036		670828	
Other Direct Charges	895185		824911	
<u>Less</u> : Closing Stock	(130692)		(<u>98523)</u>	
		<u>(1551052</u>)		(1482182)
GROSS PROFIT		978925		965200
Establishment Costs	263136		182688	
Administrative Expenses	495615		366216	
Finance Costs	16402		16012	
Depreciation Provisions	<u>45995</u>		<u>52135</u>	
		<u>(821148</u>)		(617051)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		<u> 157777</u>		<u>348149</u>

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31ST MARCH 2000

	<u>2000</u>	<u>1999</u>
ECT A DI IGUNENTE COCCO	£	<u>£</u>
ESTABLISHMENT COSTS		
Rent and Rates	173344	116268
Heat and Light	30634	27205
Repairs and Maintenance	45295	27836
Insurance	13863	11379
	<u> 263136</u>	182688
ADMINISTRATIVE EXPENSES		
Staff Welfare	19181	16529
Office Salaries (including N.I. Contributions)	115120	99416
Staff Pensions	41292	33531
Telephone and Postage	4063	2139
Printing, Stationery and Advertising	9110	6358
Bank Charges	13745	16067
Accountancy and Audit Fee	6400	5900
Legal and Professional Costs	29038	4695
Sundry and Cleaning Expenses	21390	11325
Motor and Travelling Expenses	22351	15427
Carriage and Packing	11645	4733
Management Charge	202280	<u>150096</u>
	<u>495615</u>	<u>366216</u>
FINANCE COSTS		
Bank Interest	13234	11957
Hire Purchase Interest	<u>3168</u>	<u>4055</u>
	<u>16402</u>	<u>16012</u>
DEPRECIATION/AMORTISATION PROVISIONS		
Plant	13662	9198
Vehicles	20372	18769
Leasehold Property	2009	2009
Goodwill	23808	23808
(Profit) on Disposal of Vehicle	<u>(13856)</u>	<u>(1649)</u>
	<u>45995</u>	<u>52135</u>