Englewood Limited

Directors' report and financial statements
Registered number 2630824
31 December 2000

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Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 December 2000.

Principal activities

The principal activity of the Company is the design, manufacture and distribution of printed wall coverings and borders and related textile products.

Business review

Further considerable progress was made during the year in following through the rationalisation of the former business of John Wilman Limited and Vymura plc. Trading conditions have been difficult but the directors remain confident that the strategy of focusing the product offer under strong brands will be successful in the medium term.

Results and dividends

The retained profit for the financial year is £437,000 (1999: £4,087,000 loss) and has been transferred to reserves. The directors do not recommend the payment of a dividend (1999: £Nil).

Directors and directors' interests

The directors who held office during the year and changes since the year end were as follows:

(resigned 7 September 2001) M Hennessy K Revitt J Bowler (appointed 20 September 2000) GL Blenkinship (resigned 31 August 2000) (resigned 31 August 2000) T Langstroth (resigned 11 September 2000) C Thomas J G Hey (appointed 15 March 2001) M J McCauley (appointed 15 March 2001) (appointed 15 March 2001) C G Thomason K P Woodcock (appointed 15 March 2001) E M Kilby (appointed 1 October 2001)

None of the directors who held office at the end of the financial year had any disclosable interest in the shares of the Company.

According to the register of directors' interests, no rights to subscribe for shares in or debentures of the Company were granted to any of the directors or their immediate families, or exercised by them, during the financial year.

Employees

Applications for employment by disabled persons are always fully considered, bearing in mind the aptitudes of the applicant concerned. In the event of members of staff becoming disabled every effort is made to ensure their employment with the Company continues and that appropriate training is arranged. It is the policy of the Company that the training, career development and promotion of disabled persons should, as far as possible, be identical with that of other employees.

The Company places considerable value on the involvement of its employees and has continued its previous practice of keeping them informed on maters affecting them as employees. This is achieved through formal and informal meetings and the Company magazine. Employee representatives are consulted regularly on a wide range of matters affecting their current and future interests.

Directors' report (continued)

Political and charitable contributions

The Company made no political contributions during the year. Donations to UK charities amounted to £8,276 (1999: £5,983).

Auditors

In accordance with Section 384 of the Companies Act 1985, a resolution for the re-appointment of KPMG as auditors of the Company is to be proposed at the forthcoming Annual General Meeting.

By order of the board

J Bowler Director

22/10/01

PO Box 15 Talbot Road Hyde Cheshire SK14 4EJ

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 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 to 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.



St James' Square Manchester M2 6DS United Kingdom

Report of the auditors to the members of Englewood Limited

We have audited the financial statements on pages 5 to 19.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the directors' report and, as described on page 3, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the Company is not disclosed.

Basis of audit 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 as at 31 December 2000 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG

Chartered Accountants Registered Auditors In Edda 2001

Profit and loss account

for the year ended 31 December 2000

you me year enaca 51 1	occenioer 2000	Notes	2000	1999
			€000	£000
Turnover		2	71,564	45,800
Cost of sales - operating			(46,061)	(31,248)
- exception	onal - restructuring	4	-	(6,735)
	- release of negative goodwill	4	-	374
			(46,061)	(37,609)
Gross profit			25,503	8,191
Distribution costs				
Distribution costs	- operating	4	(5,606)	(3,834)
	- exceptional	4	-	(419)
			(5,606)	(4,253)
Administrative expenses	- operating		(18,215)	(10,467)
•	- exceptional	4	-	(2,740)
			(18,215)	(13,207)
Operating profit/(loss)		3	1,682	(9,269)
Amounts written off inves	stments		_	(624)
Interest payable and simil	ar charges	7	(1,245)	(465)
Waiver of intercompany I	oans		•	6,271
	activities before taxation		437	(4,087)
Tax on profit/(loss) on ord	dinary activities	8	-	-
	activities after taxation retained			
for the year			437	(4,087)
			25 (25.2)	2.5.22

The turnover and operating profit arose from continuing operations.

Statement of total recognised gains and losses

for the year ended 31 December 2000	for	the year	ended	31	December	2000
-------------------------------------	-----	----------	-------	----	----------	------

	2000	1999
	£000	£000£
Profit/(loss) for the financial year	437	(4,087)
Unrealised surplus on revaluation of properties	16	4,451
Total recognised gains and losses during the year	437	364
	a Tanner	
Note of historical cost profits and losses		
for the year ended 31 December 2000		

	2000 £000	1999 £000
Reported profit/(loss) on ordinary activities before taxation Difference between historical cost depreciation charge and the actual depreciation	437	(4,087)
charge calculated on the revalued amount	107	41
Historical cost profit/(loss) on ordinary activities before taxation	544	(4,046)
Historical cost profit/(loss) for the year retained after taxation and dividends		2.5
	544	(4,046)

Balance sheet

at 31 December 200	at	31	December	2000
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ut 31 December 2000	Note	2	000	10	999
	71010	£000	£000	£000	£000
Fixed assets				2000	2000
Tangible assets	9		23,709		23,817
Investments	10		34		34
			23,743		23,851
Current assets			,		
Stocks	11	15,669		17,786	
Debtors	12	15,027		18,614	
Cash at bank and in hand		6		4	
		$-{30,702}$		36,404	
Creditors: amounts falling due within				·	
one year	13	(32,714)		(38,826)	
Net current liabilities			(2,012)		(2,422)
Total assets less current liabilities			21,731		21,429
Creditors: amounts falling due after more					
than one year	14		(90)		(225)
Net assets			21,641		21,204
Capital and reserves					
Called up share capital	16		1,293		1,293
Share premium account	17		9,728		9,728
Revaluation reserve	17		5,054		5,120
Capital redemption reserve	17		-		7
Profit and loss account	17		5,566		5,056
Equity shareholders' funds	18		21,641		21,204
					15.35.5

These financial statements were approved by the board of directors on Divicing little and were signed on its behalf by:

Kathap Routt

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements.

Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules, modified to include the revaluation of land and buildings.

At 31 December 2000 the balance sheet of the Company shows net current liabilities of £2m. However, based on the bank facilities made available to Gleadway plc (the company's ultimate parent company) and its subsidiary undertakings the directors consider it appropriate to prepare the accounts on a going concern hasis.

The company is exempt by issue of S228 of the Companies Act 1985 from the requirement to prepare group financial statements. These financial statements present information about the company as an individual undertaking and not about its group.

Under Financial Reporting Standard Number 1, the Company is exempt from the requirement to prepare a cash flow statement on the grounds that it is a wholly owned subsidiary of Gleadway plc and its cash flows are included in the consolidated cash flow statement of that company.

Fixed assets and depreciation

Land and buildings are shown at original historic cost or subsequent valuation as set out in note 9. Other fixed assets are shown at cost.

Depreciation is provided to write off the cost or valuation less the estimated residual value of tangible fixed assets by equal instalments over their estimated useful economic lives as follows:

Freehold buildings - 25 years
Plant and machinery - 3 to 25 years

No depreciation is provided on land and assets in the course of construction.

Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

Leases

Assets acquired under finance leases are capitalised and the outstanding future lease obligations are shown in creditors. Operating lease rentals are charged to the profit and loss account on a straight line basis over the period of the lease.

1 Accounting policies (continued)

Pensions

The Company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The amount charged against profits represents the contributions payable to the scheme in respect of the accounting period.

The Company operates a pension scheme providing benefits based on final pensionable pay. The assets of the scheme are held separately from those of the Company. Contributions to the scheme are charged to the profit and loss account so as to spread the cost of pensions over employees' working lives with the Company.

Development, design and pattern book costs

These comprise expenditure on:

- the development of new production techniques;
- costs of artwork and the preparation of print rollers for new designs;
- the excess of expenditure and anticipated income on pattern books directly associated with new product ranges.

To the extent that the directors are satisfied with the technical, commercial and financial viability of individual projects, these costs are deferred and amortised over the period during which the Company is expected to benefit. The maximum period of amortisation is three years.

Stocks

Stocks are stated at the lower of cost and net realisable value. In determining the cost of raw materials, purchase cost on a first-in, first-out basis, including transport is used. For work in progress and finished goods cost is taken as production cost, which includes an appropriate proportion of attributable overheads.

Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Provision is made for deferred tax only to the extent that it is probable that an actual liability will crystallise.

Turnover

Turnover represents the amounts (excluding value added tax and trade discounts) derived from the provision of goods and services to customers.

2 Analysis of turnover

Turnover originated wholly in the United Kingdom and arose entirely on the sale of printed wallcoverings and related textile products.

	and rolated territe products.	2000	1999
	By geographical destination:	£000	£000
	United Kingdom	61,375	40,548
	North America	5,078	1,812
	Europe and other	5,111	3,440
		71,564	45,800
		. A. Fall	
3	Operating profit/(loss)		
		2000	1999
		£000	£000
	Operating profit/(loss) is stated after charging		2000
	Auditors' remuneration:		
	Audit	23	84
	Other services	8	23
	Depreciation and other amounts written off tangible fixed assets:		
	Owned	2,732	5,266
	Leased	61	74
	Hire of plant and machinery - rentals payable under operating		
	leases	536	559
		. : <u></u>	
4	Exceptional items		
		2000	1000
		2000 £000	1999
	Destruction	£000	£000
	Restructuring costs: Closure of John Wilman sites		4 272
	Write down of plant and machinery	_	4,272 3,571
	Stock provisions	-	5,571 557
	Bad debt provisions	_	268
	Other redundancy	-	403
	Professional fees	-	823
	Release of negative goodwill	-	(374)
	Release of negative goodwin	-	(3/4)
			9,520
		51.5.52222	

4 Exceptional items (continued)

Restructuring costs

In 1999, the Company undertook a significant restructuring exercise, closing the wallcoverings manufacturing operation at Nelson and transferring certain production to the Englewood Limited site at Hyde, following the acquisition of the trade and assets of John Wilman Limited. This resulted in exceptional costs, primarily redundancy and other closure costs (£4.3m) and the write down of surplus plant and machinery (£3.6m).

Following the acquisition Englewood reviewed its trading position with Eastern Europe and as a result made provisions of £557,000 against stock and £268,000 against trade debtors.

The Company incurred other redundancy costs during 1999 of £403,000. These costs principally relate to the former directors of the Company.

Professional fees

Prior to the acquisition of Englewood Limited by Gleadway plc, the Company incurred professional fees of £823,000 in connection with the acquisition.

Release of negative goodwill

Negative goodwill arose on the acquisition of John Wilman Limited. This was released to the profit and loss account as the fair values of the fixed assets were recovered.

5 Remuneration of directors

	2000	1999
	£000	£000
Directors' emoluments	283	470
Company contributions to money purchase pension schemes	24	44
Compensation for loss of office	-	103
	307	617

The aggregate emoluments of the highest paid director were £115,000 (1999: £242,000), including amounts paid as compensation for loss of office. Company pension contributions of £8,810 (1999: £27,000) were made to a money purchase scheme on his behalf. The highest paid director was a member of the Company's defined benefit pension scheme under which his accrued pension at 31 December 2000 was £1,500 per annum (1999: £240 per annum).

	Number of directors	
	2000	1999
Retirement benefits are accruing to the following number of		
directors under:		
Money purchase schemes	1	2
Defined benefit schemes	1	3

6 Staff numbers and costs

The average number of persons employed by the Company (including directors) during the year, analysed by category, was as follows:

		Number (2000	of employees 1999
	Production	316	278
	Distribution	411	10
	Sales	89	34
	Administration	120	56
		936	378
		VE. VEE	n velocity
	The aggregate payroll costs of these persons were as follows:		
		2000	1999
		£000	£000
	Wages and salaries	14,587	11,017
	Social security costs	1,135	884
	Other pension costs	805	799
		16,527	12,700
		www.combas.	* ** *********************************
7	Interest payable and similar charges		
		2000	1999
		£000	£000
	On bank loans and overdrafts	1,218	430
	Finance charges payable in respect of finance leases and hire		
	purchase contracts	27	35
		1,245	465
		se et	50
8	Taxation		
		2000	1999
		£000	£000
	UK corporation tax at 30% on the loss for the year on ordinary		
	activities	-	100
	Adjustment to prior years	-	(100)
			== +

9 Tangible fixed assets

	Freehold land and buildings	Plant and machinery	Plant and Machinery in the course of	Total
	£000	£000	construction £000	£000
Cost or valuation	2000	£000	£000	£000
At beginning of year	8,938	24,094	825	33,857
Additions	0,550	274	2,435	2,709
Transfers between items	_	2,127	(2,127)	2,707
Disposals	•	(44)		(44)
At end of year	8,938	26,451	1,133	36,522
Depreciation				
At beginning of year	85	9,955	-	10,040
Charge for year	301	2,492	-	2,793
Revaluations	-	(20)	-	(20)
At end of year	386	12,427		12,813
Net book value				
At 31 December 2000	8,552	14,024	1,133	23,709
At 31 December 1999	8,853	14,139	825	23,817
	:			- : " - :

On 31 December 1999 the freehold land and buildings at Hyde, Manchester were independently revalued by King Sturge, International Property Consultants, in accordance with the RICS Appraisal and Valuation Manual. The basis of valuation was existing use value.

Particulars relating to revalued assets are given below:

I difficulties foliating to revalued assets are given below.		
	2000	1999
	£000	£000
Land and buildings		
At 1999 existing value	7,375	7,375
At 1992 existing use value	=	-
Aggregate depreciation thereon	(209)	(62)
Net book value	7,166	7,313
	. A A NEW LINE WITH	
Historical cost of revalued assets	2,009	2,009
Aggregate depreciation based on historical cost	(320)	(280)
Historical cost net book value	1,689	1,729
	1.5 500	

9 Tangible fixed assets (continued)

Freehold land amounting to £3,431,000 (1999: £3,431,000) has not been depreciated.

Included in the total net book value of plant and machinery is £896,000 (1999: £957,000) in respect of assets held under finance leases and similar hire purchase contracts. Depreciation for the year on these assets was £61,000 (1999: £74,000).

10 Fixed asset investments

	Shares in group
	undertakings £000
Cost or valuation	2000
At beginning and end of year	658
Provision At beginning and end of year	624
Net book value At 31 December 2000	34
At 1 January 2000	34

The undertakings in which the Company's interest at the year end is more than 20% are as follows:

	Nature of business	Country of incorporation
Subsidiary undertakings		
Coloroll (1997) Limited Coloroll Exports (Jersey) Limited John Wilman (Export) Limited Saverapid Limited Ventura Wallcoverings Limited Vymura Employee Trust	Dormant company Non trading company Dormant company Dormant company Dormant company Dormant company	United Kingdom* Jersey** United Kingdom * United Kingdom * United Kingdom * United Kingdom*
Vymura LLC	Wholesale of wallcoverings	United States ***

All subsidiary undertakings have share capital consisting solely of ordinary shares and are wholly owned by the Company.

- * Registered in England and Wales
- ** Registered in Jersey
- *** Registered in United States

11 Stocks

12

L	Stocks		
		2000	1999
		£000	£000
	Raw materials and consumables	1,072	783
	Work in progress	634	1,002
	Finished goods and goods for resale	13,963	16,001
		15,669	17,786
		Addition to the second	*****
2	Debtors		
		2000	1999
		£000	£000
	Trade debtors	12,072	16,155
	Amounts owed by subsidiary undertaking	610	847
	Other debtors	496	486
	Prepayments and accrued income	1,657	934
	Corporation tax	192	192
		15,027	18,614

Debtors include prepayments and accrued income of £468,200 (1999: £411,000) due after more than one year.

13 Creditors: amounts falling due within one year

	2000	1999
	£000	£000
Bank loans and overdrafts	5,910	19,804
Loan notes	1,500	-
Obligations under finance leases and hire purchase contracts	180	180
Trade creditors	7,553	6,628
Amounts owed to group undertakings	15,069	4,057
Other creditors including taxation and social security:		
Corporation tax	150	150
Taxation and social security	321	2,099
Other creditors	22	189
Accruals and deferred income	2,009	5,719
	32,714	38,826

14 Creditors: amounts falling due after more than one year

	2000 £000	1999 £000
Obligations under finance leases and hire purchase contracts (all within five years)	90	225

15 Provisions for liabilities and charges

The amounts provided for deferred taxation and the amounts not provided are set out below:

•	20	00	199	99
	Provided	Unprovided	Provided	Unprovided
	£000	£000	£000	£000
Difference between accumulated				
depreciation and amortisation and capital				
allowances	_	1,523	-	1,061
On revaluation of land and buildings	_	1,516	-	1,536
Revenue losses	-	(1,476)	_	(1,768)
Other timing differences	-	9	-	(214)
		1,572	-	615

No deferred tax has been provided as the directors have concluded on the basis of reasonable assumptions, and the intentions of management, that it is improbable that any liability will crystallise.

16 Called up share capital

2000	1999
£000	£000
1,750	1,750
	÷
1.003	1 202
1,293	1,293
	£000

All options granted to subscribe for shares of the Company lapsed on the acquisition of 100% of the share capital of the Company by Gleadway plc.

17 Share premium and reserves

	Share premium account £000	Revaluation reserve	Capital redemption reserve £000	Profit and loss account £000
At beginning of year Retained profit for the year Transfers	9,728 - -	5,120 (66)	7 - (7)	5,056 437 73
At end of year	9,728	5,054	-	5,566

18 Reconciliation of movements in shareholders' funds

	2000 £000	1999 £000
Profit/(loss) for the financial year	437	(4,087)
Surplus on revaluation of land and buildings	437	(4,087) 4,451
Net addition to shareholders' funds Opening shareholders' funds	437 21,204	364 20,840
Closing shareholders' funds	21,641	21,204

19 Commitments

(a) Capital commitments at the end of the financial year for which no provision has been made, are as follows:

	follows:		
		2000	1999
		£000	£000
	Contracted	84	203
	Authorised but not contracted for	212	1,778
		296	1,981
(b)	Annual commitments under non-cancellable operating leas	ses are as follows:	
		2000	1999
		£000	£000
	Plant and machinery:		
	Operating leases which expire:		
	Within one year	484	113
	In the second to fifth years inclusive	710	162
	In more than five years	27	5
		1,221	280
		==	

20 Pension scheme

The Company operates a defined benefit pension scheme. The pension cost charge for the period in respect of the defined benefit arrangement amounted to £678,000 (1999: £728,000). There was a prepayment of £468,200 (1999: £411,000) in the balance sheet representing the difference between the amount charged in the profit and loss account and the amount paid into the pension scheme.

Contributions to the Company's defined benefit pension scheme are charged to the profit and loss account so as to spread the cost of pensions over employees' working lives with the Company. The contributions are determined by a qualified actuary on the basis of triennial valuations using the projected unit method. The most recent valuation was at 5 April 1998. The assumptions which have the most significant effect on the results of the valuation are those relating to the rate of return on investments and the rates of increase in salaries and pensions and are summarised as follows:

Investment return	8% per annum
Increase in earnings	5¼% per annum
Dividend growth	4½% per annum
Pension increase	3½% per annum

An allowance has also been made for additional income (other than dividends) from UK equities of 0.25%.

The most recent actuarial valuation showed that the market value of the scheme's assets was £15,498,000 at 5 April 1998 and that the actuarial value of those assets represented 99.5% of the benefits that had accrued to members, after allowing for expected future increases in earnings. The contributions of the Company increased from 10.92% to 10.97% of pensionable payroll from 6 April 2000.

Englewood Limited also operates defined contribution arrangements for employees who are not members of the defined benefit scheme and for executive directors and one senior employee. The pension charge for the arrangements is the amount of contributions payable and totalled £62,425 (1999: £44,000).

21 Related party disclosures

John Wilman Limited

On 1 October 1999 the trade and assets of John Wilman Limited, a fellow subsidiary, were transferred to the Company for a consideration of £9,647,000. Subsequently John Wilman Limited waived £5,467,000 of the amount owed by the Company. The balance owed to John Wilman Limited at 31 December 2000 was £4,000,000 (1999: £4,000,000).

TJH Group Limited

During the year the Company paid rent for premises of £Nil (1999: £12,250) to Vimway Limited and £495,000 (1999: £103,000) to Northern Trust Company Limited, subsidiaries of TJH Group Limited. In addition, during the year, a non interest bearing loan of £1,500,000 was provided to the company by Northern Trust Limited. Mr TJ Hemmings is a director of TJH Group Limited.

22 Ultimate parent company and parent undertaking of larger group of which the Company is a member

The Company is a wholly owned subsidiary undertaking of Newby Manor Limited incorporated in Jersey.

The largest and smallest group in which the results of the Company are consolidated is that headed by Gleadway plc, incorporated in the United Kingdom. The consolidated accounts of this group are available to the public and may be obtained from:

Gleadhill House Dawbers Lane Euxton CHORLEY Lancashire PR7 6EA