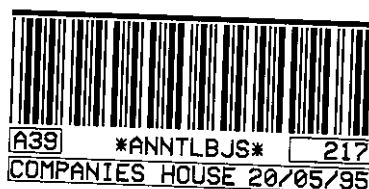


Armourvale Limited

Directors' report and financial statements

31 August 1994

Registered number 2776712



Armourvale Limited

Directors' report and financial statements

Contents	Page
Directors' report	1
Statement of directors' responsibilities	2
Auditors' report	3
Balance sheet	4
Notes	6-7

Armourvale Limited

Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 August 1994.

Principal activity and future developments

The company is an investment company. The directors do not anticipate any change to this activity in the coming year.

Fixed assets

The movements in fixed assets during the year are set out in note 3.

Directors

The directors of the company during the year were:

SG Lewis	
CN Wright	(appointed 17 December 1993)
NRA Butterfield	(appointed 17 December 1993)
D Kosoff	(resigned 17 December 1993)
ME Richards	(resigned 17 December 1993)

At 31 August 1994, SG Lewis, CN Wright and NRA Butterfield were also directors of Chrysalis Group plc, the ultimate parent company and their share interests are stated in the directors' report of that company.

At 31 August 1994, SG Lewis held 2,500 ordinary shares of 10p each in the company. No other director held an interest in the company.

Auditors

On 6 February 1995 our auditors changed the name under which they practise to KPMG and, accordingly, have signed their report in their new name. In accordance with section 386(1) of the Companies Act 1985 an elective resolution has been passed such that KPMG remain as auditors without the need for annual re-appointment.

By order of the board


CR Potterell
Secretary

The Chrysalis Building
Bramley Road
London
W10 6SP

10th May 1995

Armourvale Limited

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 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 maintaining 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.



PO Box 695
8 Salisbury Square
London
EC4Y 8BB

Auditors' report to the members of Armourvale Limited

We have audited the financial statements on pages 4 to 7.

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 as at 31 August 1994 and have been properly prepared in accordance with the Companies Act 1985.

KPMG

Chartered Accountants
Registered Auditors

17 May 1995

Armourvale Limited

Balance sheet at 31 August 1994

	Note	1994 £	£	1993 £	£
Fixed assets					
Investments	3		700		-
Current assets					
Investments	4	1,000		-	
Cash		-		2	
		<u>1,000</u>		<u>2</u>	
Creditors: amounts falling due within one year					
Amount owed to group undertakings		<u>(700)</u>		<u>-</u>	
Net current assets			<u>300</u>		<u>2</u>
Net assets			<u>1,000</u>		<u>2</u>
Capital and reserves					
Called up share capital	5	<u>1,000</u>		<u>2</u>	

These financial statements were approved by the board of directors on 10th May 1995 and were signed on its behalf by:


NRA Butterfield
Director

The notes on page 6 to 7 form part of these financial statements.

Armourvale Limited

Reconciliation of movements in shareholders' funds

	1994 £	1993 £
Shareholders' funds brought forward	2	-
Share capital issued	998	2
	<hr/>	<hr/>
Shareholders' funds carried forward	1,000	2
	<hr/>	<hr/>

Armourvale Limited

Notes

(forming part of the financial statements)

1 Accounting policies

Basis of preparation

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

Investments

Investments in subsidiary and associated undertakings are periodically revalued in the company's balance sheet to reflect the value of these companies at the balance sheet date. Any permanent diminutions in the value of investments are fully provided for and written off through the profit and loss account for the year.

2 Profit and loss account

The company has not traded during the period and has received no income and incurred no expenditure. Accordingly a profit and loss account is not presented.

3 Unlisted investments

Shares in group undertakings

<i>Cost</i>	<i>£</i>
At beginning of year	-
Additions	700
	<hr/>
At end of year	700
	<hr/>

The subsidiary undertakings at the end of the year were:

	<i>Country of registration</i>	<i>Class of shares</i>	<i>Percentage of Equity held</i>
The Echo Label Limited	England	'B' ordinary	70%

Armourvale Limited

Notes (continued)

4 Current asset investments

	1994 £	1993 £
Short term investments	<u>1,000</u>	<u>-</u>

Short term investments comprise amounts held by fund managers which are invested in short term instruments.

5 Called up share capital

	1994 £	1993 £
<i>Authorised</i>		
100 ordinary shares of £1 each	-	100
10,000 ordinary shares of 10p each	<u>1,000</u>	<u>-</u>
	<u>1,000</u>	<u>100</u>
<i>Allotted, called up and fully paid</i>		
2 ordinary shares of £1 each	-	2
10,000 ordinary shares of 10p each	<u>1,000</u>	<u>-</u>
	<u>1,000</u>	<u>2</u>

On 26 November 1993 the 2 ordinary shares of £1 each were reclassified to 20 ordinary shares of 10p each. A further 9,980 ordinary shares were issued to finance the investment in the subsidiary undertaking.

6 Ultimate parent company

The ultimate parent company is Chrysalis Group plc, which is registered in England and Wales. The accounts of this company may be obtained from The Secretary, Chrysalis Group plc, The Chrysalis Building, Bramley Road, London, W10 6SP.