

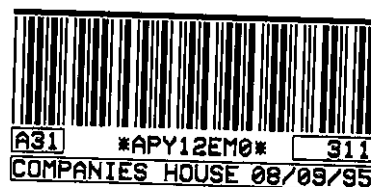
DRAEFERN HOLDINGS LIMITED

ANNUAL REPORT

YEAR ENDED 2 APRIL 1995

PANNELL KERR FORSTER

Chartered Accountants



DRAEFERN HOLDINGS LIMITED

ANNUAL REPORT

YEAR ENDED 2 APRIL 1995

COMPANY NUMBER

2836088

DIRECTORS

G. R. Wilson
L. Davies

SECRETARY

G. R. Wilson

REGISTERED OFFICE

39 Holywell Street
Chesterfield
S41 7SH

SOLICITORS

Cutts & Shiers
Chesterfield

AUDITORS

Pannell Kerr Forster
Sheffield

BANKERS

Barclays Bank plc
Chesterfield

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DIRECTORS' REPORT

1. RESULTS AND DIVIDENDS

The trading profit for the year after taxation was £46,054. The directors recommend that no dividend be paid.

2. REVIEW OF THE BUSINESS

The company's principal activity during the year was that of a holding company.

The directors consider the level of activity and the year end financial position to be satisfactory.

3. DIRECTORS

The directors at the end of the year and their beneficial interests in the shares of the company were as follows:

	Ordinary shares	
	2: 4:95	4: 4:94
G. R. Wilson	50	50
L. Davies	50	50

Under the Articles of Association the directors are not required to retire by rotation.

4. 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;
- * follow applicable accounting standards, 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 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.

5. FIXED ASSETS

Movements in fixed asset investments are shown in note 6 to the financial statements.

6. STATUS

The company is a close company under the provisions of the Income and Corporation Taxes Act 1988.

DIRECTORS' REPORT

7. AUDITORS

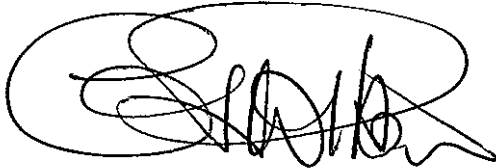
A resolution to re-appoint the auditors, Pannell Kerr Forster, will be proposed at the annual general meeting.

14 August 1995

By order of the board

G. R. WILSON

Chesterfield

A large, stylized handwritten signature in black ink, likely belonging to G. R. Wilson, is written over a large, loopy oval shape.

Secretary

AUDITORS' REPORT TO THE SHAREHOLDERS OF

DRAEFERN HOLDINGS LIMITED

We have audited the financial statements on pages 5 to 10 which have been prepared under the accounting policies set out on page 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. 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.

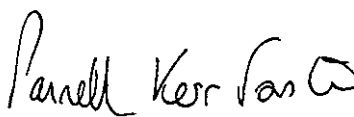
OPINION

In our opinion the financial statements give a true and fair view of the state of affairs of the company as at 2 April 1995 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

In our opinion the company is entitled for the year ended 2 April 1995 to the exemption conferred by Section 248 of the Companies Act 1985 from the requirement to prepare group accounts.

30 August 1995

Sheffield


PANNELL KERR FORSTER

Chartered Accountants
Registered Auditors

PROFIT AND LOSS ACCOUNT

YEAR ENDED 2 APRIL 1995

		1995	1994
	<u>Notes</u>	<u>£</u>	<u>£</u>
TURNOVER	2	240,000	90,000
Administrative expenses		178,099	66,549
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	4	61,901	23,451
Tax on ordinary activities	5	15,847	6,510
PROFIT FOR THE FINANCIAL YEAR		<u>46,054</u>	<u>16,941</u>

All amounts relate to continuing operations.

The company has no recognised gains or losses other than those shown above.

BALANCE SHEET

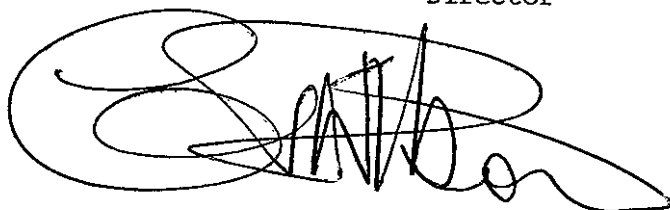
2 APRIL 1995

		<u>1995</u>		<u>1994</u>	
	<u>Notes</u>	£	£	£	£
FIXED ASSETS					
Investments	6		128		122
CURRENT ASSETS					
Debtors	7	89,067		21,942	
Cash at bank and in hand		<u>3,868</u>		<u>13,363</u>	
		92,935		35,305	
CREDITORS — Amounts falling due within one year	8	<u>29,948</u>		<u>18,366</u>	
NET CURRENT ASSETS			62,987		16,939
NET ASSETS			<u>63,115</u>		<u>17,061</u>
CAPITAL AND RESERVES					
Called up share capital	9		100		100
Share premium account	10		20		20
Profit and loss account	10		62,995		16,941
EQUITY SHAREHOLDERS' FUNDS	11		<u>63,115</u>		<u>17,061</u>

Approved by the board on 14 August 1995

G. R. WILSON

— Director



NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 2 APRIL 1995

1. ACCOUNTING POLICIES

Basis of accounting

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

Leases

Rentals payable under operating leases are charged in the profit and loss account in the year in which they are incurred.

Deferred taxation

Provision is made for deferred tax, using the liability method, to the extent that it is probable that a liability will crystallise in the foreseeable future.

Turnover

Turnover represents sales at invoice value excluding value added tax.

Group accounts

These are the financial statements of the parent company only. The company is exempt from the requirement to prepare group accounts as it qualifies as a medium-sized group.

Pension costs

The company operates a defined contribution scheme providing benefits for employees additional to those from the state. The pension cost charge represents contributions payable by the company to the fund in respect of the year.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 2 APRIL 1995

2. TURNOVER

The company engages in only one class of business and all sales were within the United Kingdom.

3. STAFF PARTICULARS

Staff costs comprised:

	1995	1994
	£	£
Wages and salaries	100,000	38,013
Social security costs	10,385	3,953
Other pension costs	61,000	16,000
	<u>171,385</u>	<u>57,966</u>

	Number	Number
Average number employed in the year:		
Directors	<u>2</u>	<u>2</u>

1995	1994
£	£

4. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

The profit on ordinary activities before taxation is after charging:

Auditors' remuneration		
Audit fee	250	250
Other services	550	950
Operating lease rentals re vehicles	—	5,508
Pension costs	61,000	16,000
	<u>61,000</u>	<u>16,000</u>

Directors' emoluments:

Salaries	100,000	38,013
Other emoluments including pension contributions	64,271	18,737
	<u>164,271</u>	<u>56,750</u>

Directors' emoluments, excluding pension contributions, were as follows:

Chairman	51,109	18,658
Highest paid director	52,162	22,092
	<u>51,109</u>	<u>18,658</u>
	<u>52,162</u>	<u>22,092</u>

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 2 APRIL 1995

	1995	1994
	£	£
5. TAX ON ORDINARY ACTIVITIES		
Corporation tax on the profit for the year at 25%	15,847	6,510

6. FIXED ASSETS - INVESTMENTS

	4: 4:94	Additions	Disposals	2: 4:95
	£	£	£	£
Shares in group undertakings at cost	122	8	2	128

The company owned 100% of the equity capital of Draefern Limited, a company registered in England and Wales, throughout the year.

The company disposed of it's 2% holding in the equity capital of E.T.S. (Engineering) Limited on 5 April 1994.

The company purchased 100% of the equity capital of G.T. Office Furniture Limited, a company registered in England and Wales, on 1 April 1995.

The company purchased 100% of the equity capital of Derwent Business Travel Limited, a company registered in England and Wales, on 9 March 1995.

	1995	1994
	£	£
7. DEBTORS		
Due within one year:		
Amount owed by subsidiary undertakings	89,067	21,942

8. CREDITORS

Amounts falling due within one year:		
Corporation tax	15,847	6,510
Taxation and social security	12,851	10,656
Accruals and deferred income	1,250	1,200
	29,948	18,366

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 2 APRIL 1995

9. CALLED UP SHARE CAPITAL

There was no change in share capital during the year.

	Authorised	Allotted & fully paid
	<u>£</u>	<u>£</u>
Ordinary shares of £1 each	<u>100,000</u>	<u>100</u>

10. RESERVES

	Share premium	Profit and loss account
	<u>£</u>	<u>£</u>
At 4 April 1994	20	16,941
Retained profit for the year		46,054
At 2 April 1995	<u>20</u>	<u>62,995</u>

	1995	1994
	<u>£</u>	<u>£</u>
At 4 April 1994	17,061	—
Profit for the financial year	46,054	16,941
Increase in share capital	—	100
Increase in share premium account	—	20
At 2 April 1995	<u>63,115</u>	<u>17,061</u>

11. RECONCILIATION OF MOVEMENTS IN EQUITY SHAREHOLDERS' FUNDS