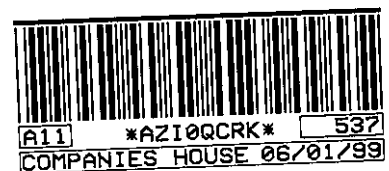


**OYEZSTRAKER HOLDINGS LIMITED
(FORMERLY STRAKER (HOLDINGS) LIMITED)**

**ANNUAL REPORT AND ACCOUNTS
FOR THE YEAR ENDED
31 AUGUST 1998**

Company Number 2848787



DIRECTORS

Sir J D Alun-Jones
L A Eades
D N Pitt
H E Sear
G C Smith
C J P Straker
J M Whiteway

SECRETARY

P Maynard

REGISTERED OFFICE

Unit 4
500 Purley Way
Croydon
CR0 4NZ

AUDITORS

Arthur Andersen
17 Lansdowne Road
Croydon
CR9 2PL

**OYEZSTRAKER HOLDINGS LIMITED
(FORMERLY STRAKER (HOLDINGS) LIMITED)**

DIRECTORS' REPORT
for the year ended 31 August 1998

The directors present their annual report on the affairs of the company, together with the accounts and auditors' report for the year ended 31 August 1998.

DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare accounts for each financial year which give a true and fair view of the state of affairs of the company and of its profit or loss for that period. In preparing those accounts, 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 accounts; and
- prepare the accounts 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 enable them to ensure that the accounts 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.

PRINCIPAL ACTIVITY

The principal activity of the company is an intermediate holding company. Following the merger with OyezStraker Group Limited on 1 September 1997, the company effectively became dormant.

On 23 October 1998, the company changed its name to OyezStraker Holdings Limited.

RESULTS AND DIVIDENDS

The results for the year are set out in the profit and loss account on page 5. The directors do not recommend the payment of a final dividend.

DIRECTORS

The current directors are set out on page 1. The following directors have either been appointed or resigned from the board.

Sir J D Alun-Jones
P Cahill
D Cox
D Gray
J Hickford
N Hodges
G C Smith

resigned 29 October 1998
appointed 29 October 1998
appointed 29 October 1998
resigned 31 December 1997
appointed 29 October 1998
appointed 29 October 1998
resigned 29 October 1998

**OYEZSTRAKER HOLDINGS LIMITED
(FORMERLY STRAKER (HOLDINGS) LIMITED)**

DIRECTORS' REPORT
for the year ended 31 August 1998

DIRECTORS' INTERESTS IN SHARES

On 1 September 1997 OyezStraker Group Limited (formerly SLSS (Holdings) Limited) merged with OyezStraker Holdings Limited.

The directors' shareholdings in OyezStraker Holdings Limited were converted into shares and loan notes in OyezStraker Group Limited.

The company is a wholly owned subsidiary of OyezStraker Group Limited. Messrs H E Sear, C J P Straker, Mrs L A Eades and Sir Derek Alun-Jones are directors of OyezStraker Group Limited and their interests in the shares of the holding company are disclosed in that company's directors' report.

Other directors who held office at 31 August 1998, had the following interests in the share capital of OyezStraker Group Limited at the beginning and end of the year:

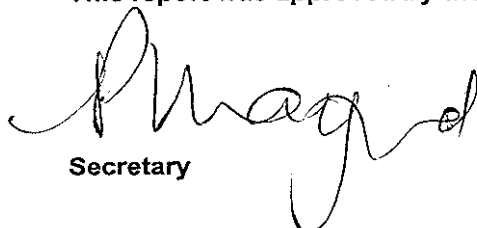
	Part preferred shares		10p ordinary shares		10p "A" preference shares	
	1998	1997	1998	1997	1998	1997
D N Pitt	8,794	8,794	4,735	4,735	142,080	142,080
G C Smith	27,153	27,153	14,620	14,620	438,620	438,620
J M Whiteway	9,004	9,004	4,848	4,848	145,465	145,465

	£1 "B" preference shares		Loan Notes	
	1998	1997	1998	1997
D N Pitt	-	1,303	29,760	45,090
G C Smith	-	3,826	183,541	271,944
J M Whiteway	-	1,303	40,939	59,689

AUDITORS

During the year, it was proposed that Arthur Andersen be appointed auditors as successors to Binder Hamlyn who are part of Andersen Worldwide. The directors will place a resolution before the annual general meeting to reappoint Arthur Andersen as auditors for the ensuing year.

This report was approved by the Board on 20 November 1998.


Secretary

AUDITORS' REPORT

to the members of OyezStraker Holdings Limited

We have audited the accounts on pages 5 to 15 which have been prepared under the historical cost convention and the accounting policies set out on page 8.

Respective responsibilities of directors and auditors:

As described on page 2, the company's directors are responsible for the preparation of the accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion to you.

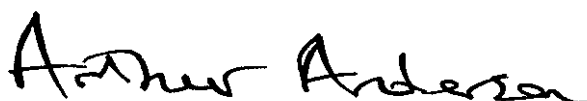
Basis of opinion:

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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, and of whether the accounting policies are appropriate to the circumstances of the company, 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 accounts 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 accounts.

Opinion:

In our opinion the accounts give a true and fair view of the state of the affairs of the company at 31 August 1998 and of the profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Chartered Accountants and Registered Auditors

30 November 1998.

**OYEZSTRAKER HOLDINGS LIMITED
(FORMERLY STRAKER (HOLDINGS) LIMITED)**

PROFIT AND LOSS ACCOUNT
for the year ended 31 August 1998

	Notes	12 months ended 31 August 1998 £000	8 months ended 31 August 1997 £000
Turnover	1	-	493
Administrative expenses		-	(464)
Operating profit		-	29
Investment income	2	1,774	183
Interest payable and similar charges	3	(22)	(3)
Profit on ordinary activities before taxation	4	1,752	209
Tax on profit on ordinary activities	7	7	2
Profit on ordinary activities after taxation		1,759	211
Dividends	8	(1,558)	(156)
Profit for the financial period	14	201	55

The results were derived from continuing activities and there were no discontinued activities during either period.

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

There are no recognised gains or losses relating to the current year other than the profit for the year as shown above.

The accompanying notes form an integral part of this profit and loss account.

**OYEZSTRAKER HOLDINGS LIMITED
(FORMERLY STRAKER (HOLDINGS) LIMITED)**

**BALANCE SHEET
as at 31 August 1998**

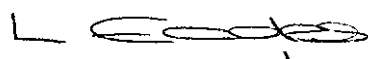

	Notes	1998 £000	1997 £000
FIXED ASSETS			
Investments	9	4,612	4,838
CURRENT ASSETS			
Debtors	10	2,037	273
Cash		-	1
		2,037	274
CREDITORS: amounts falling due within one year	11	(1,785)	(451)
Net current assets/(liabilities)		252	(177)
Total assets less current liabilities		4,864	4,661
CREDITORS: amounts falling due after more than one year	12	(1,950)	(2,201)
Net assets		2,914	2,460
CAPITAL AND RESERVES			
Called up share capital	13	384	573
Share premium account	14	1,703	1,261
Capital redemption reserve	14	753	537
Profit and loss account	14	74	89
Shareholders' funds	15	2,914	2,460

**OYEZSTRAKER HOLDINGS LIMITED
(FORMERLY STRAKER (HOLDINGS) LIMITED)**

**BALANCE SHEET
as at 31 August 1998**

	1998 £000	1997 £000
<hr/>		
Shareholders' funds may be analysed as follows:		
Equity interests	2,754	2,083
Non-equity interests	160	377

The accounts on pages 5 to 15 were approved by the Board on 30 September '98


)

) Directors
)

The accompanying notes form an integral part of this balance sheet.

OYEZSTRAKER HOLDINGS LIMITED
(FORMERLY STRAKER (HOLDINGS) LIMITED)

NOTES TO THE ACCOUNTS
for the year ended 31 August 1998

1 ACCOUNTING POLICIES

The principal accounting policies are summarised below. They have been applied consistently throughout both the current and preceding periods.

Basis of Accounting

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

Taxation

Corporation tax payable is provided on taxable profits at the current rate.

Advance corporation tax payable on dividends paid or provided for in the year is written off, except when recoverability against corporation tax payable is considered to be reasonably assured. Credit is taken for advanced corporation tax written off in previous years when it is recovered against corporation tax liabilities.

Deferred taxation is provided using the liability method on all timing differences only to the extent that they are expected to reverse in the future without being replaced, except that the deferred tax effects of timing differences arising from pensions and other post-retirement benefits are always recognised in full.

Pension Costs

The company operates a defined contribution pension scheme, contributions to which are written off in the period in which they fall due. Differences between contributions payable in the period and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

Turnover

Turnover represents amounts receivable for goods and services provided in the normal course of business, net of trade discounts, VAT and other sales related taxes. All turnover is generated within the United Kingdom.

	12 months ended 31 August 1998 £000	8 months ended 31 August 1997 £000
<hr/>		
2 INCOME FROM INVESTMENTS		
Income from unlisted investments	1,774	183

**OYEZSTRAKER HOLDINGS LIMITED
(FORMERLY STRAKER (HOLDINGS) LIMITED)**

NOTES TO THE ACCOUNTS
for the year ended 31 August 1998

	12 months ended 31 August 1998 £000	8 months ended 31 August 1997 £000
3 INTEREST PAYABLE AND SIMILAR CHARGES		
Interest payable on mortgage and bank loans	-	3
Other interest	22	-
	22	3
4 PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		
This is stated after charging/(crediting)		
Auditors' remuneration		
- audit services	-	33
Other income	-	(168)
5 STAFF COSTS		
The only employees of the company were the directors in both years.		
6 DIRECTORS' REMUNERATION		
Remuneration		
The remuneration of the directors was as follows :		
Emoluments	132	416
Company contributions to money purchase pension schemes	15	-
	147	416
Pensions		
The number of directors who were members of pension schemes was as follows:		
	1998 Number	1997 Number
Money purchase schemes	5	6

**OYEZSTRAKER HOLDINGS LIMITED
(FORMERLY STRAKER (HOLDINGS) LIMITED)**

NOTES TO THE ACCOUNTS
for the year ended 31 August 1998

	12 months ended 31 August 1998 £000	8 months ended 31 August 1997 £000
7 TAX ON PROFIT ON ORDINARY ACTIVITIES		
UK corporation tax at an effective rate of 21% (1997: 39%)	(7)	-
Overprovision of tax in prior years	-	(2)
	(7)	(2)
8 DIVIDENDS		
Preference:		
Interim paid	2	2
Interim paid	60	20
Interim paid	96	-
Interim paid	34	-
Final proposed	-	6
Ordinary:		
Interim paid of - p per share (1997: 4.11p)	-	49
Interim proposed of - p per share (1997: 1.39p)	-	18
Final proposed of 60.98p per share (1997: 5.0p)	1,366	61
	1,558	156
9 INVESTMENTS		
Shares in subsidiary undertakings at 1 September 1997	4,838	4,838
Deferred consideration not paid out	(226)	-
31 August 1998	4,612	4,838

**OYEZSTRAKER HOLDINGS LIMITED
(FORMERLY STRAKER (HOLDINGS) LIMITED)**

NOTES TO THE ACCOUNTS
for the year ended 31 August 1998

9 INVESTMENTS (CONTINUED)

The company has the following investments in subsidiary undertakings that principally affected the profits or net assets of the group. All subsidiaries were 100% owned and incorporated in England. Their principal activities are detailed below.

To avoid a statement of excessive length, details of investments that are not significant to the group have been omitted.

	Principal activity
*OyezStraker Office Supplies Limited	<i>Stationery, furniture and commercial printing</i>
(formerly Straker Office Supplies plc)	
CS Office Supplies (Shrewsbury) Limited	<i>Stationery, furniture and commercial printing</i>
Sutton Stationery Limited	<i>Stationery, furniture and commercial printing</i>
Mayfair Office Supplies (UK) Limited	<i>Stationery, furniture and commercial printing</i>
OyezStraker Office Environments Limited	<i>Furniture suppliers</i>
(formerly Straker Office Environments Limited)	

Consolidated accounts have not been prepared since the results of the subsidiaries have been consolidated with the accounts of the ultimate parent company OyezStraker Group Limited.

All holdings are of ordinary shares unless otherwise stated.

* 100% of deferred share capital held additionally.

	1998 £000	1997 £000
10 DEBTORS		
Amounts owed by group undertakings	263	148
Other debtors	-	125
Dividends receivable	1,774	-
	2,037	273

OYEZSTRAKER HOLDINGS LIMITED
(FORMERLY STRAKER (HOLDINGS) LIMITED)

NOTES TO THE ACCOUNTS
for the year ended 31 August 1998

	12 months ended 31 August 1998 £000	8 months ended 31 August 1997 £000		
<hr/>				
11 CREDITORS: amounts falling due within one year				
Amounts owed to group undertakings	378	330		
Corporation tax	-	21		
Other creditors	16	14		
Dividends payable	1,366	61		
Deferred consideration	25	25		
	<hr/>	<hr/>		
	1,785	451		
<hr/>				
12 CREDITORS: amounts falling due after more than one year				
Amounts owed to group undertaking	1,900	1,900		
Deferred consideration	50	301		
	<hr/>	<hr/>		
	1,950	2,201		
<hr/>				
	31 August 1998 £000	31 August 1998 Number	1 September 1997 £000	1 September 1997 Number
<hr/>				
13. CALLED UP SHARE CAPITAL				
Authorised:				
Equity shares:				
- ordinary shares of 10p each	228	2,280	228	2,280
Non-equity shares:				
- cumulative redeemable participating preference shares of £1 each	802	802	802	802
- 10% cumulative redeemable preference share of £1 each	128	128	128	128
	<hr/>	<hr/>	<hr/>	<hr/>
	1,158	3,210	1,158	3,210

**OYEZSTRAKER HOLDINGS LIMITED
(FORMERLY STRAKER (HOLDINGS) LIMITED)**

NOTES TO THE ACCOUNTS
for the year ended 31 August 1998

	31 August 1998 £000	31 August 1998 Number 000	1 September 1997 £000	1 September 1997 Number 000
13 CALLED UP SHARE CAPITAL (CONTINUED)				
Allotted, called up and fully paid:				
Equity shares:				
- ordinary shares of 10p each	224	2,240	196	1,960
Non-equity shares:				
- cumulative redeemable participating preference shares of £1 each	160	160	321	321
- 10% cumulative redeemable preference shares of £1 each	-	-	56	56
	384	2,400	573	2,337

Dividend Rights

The cumulative redeemable participating preference shares of £1 each and the 10% cumulative redeemable preference shares of £1 each rank pari passu with each other with respect to their dividend rights. The cumulative redeemable participating preference shares of £1 each have the right to receive a fixed cumulative preferential gross dividend at the Annual Preference Coupon, based on the nominal value of those shares. The Annual Gross (Net) Preference Coupons for 1995, 1996, 1997 and 1998 are 11.25% (9%), 12.5% (10%), 13.75% (11%) and 15% (12%) respectively. The cumulative redeemable preference shares have the right to receive a fixed cumulative preferential gross cash dividend equal to 10% (8%) per annum on the amount of the paid up shares.

Subject to payment in full of the two types of preference dividend as detailed above, the 10p ordinary shares of £1 each have the right to receive a fixed cumulative gross cash dividend at the Annual Ordinary Coupon. The Annual Gross (Net) Ordinary Coupons for 1995, 1996, 1997 and 1998 are 3.125p (2.5p), 6.25p (5.0p), 6.875p (5.5p) and 7.5p (6.0p) per ordinary share respectively.

The above preference and ordinary dividends are payable in two equal instalments on 1 February and 1 August in respect of 6 month periods ending December and June respectively.

The ordinary shares of 10p each also have the right to receive a net cash participating ordinary dividend, calculated using a formula based on the profit for the year. The payment of this dividend is subject to the payment of both the preference and ordinary dividends detailed above. The dividend is payable on 1 April following the end of the calendar year by which that dividend was calculated.

Subject to the payment of the two types of preference dividends, the ordinary dividends and participating ordinary dividends detailed above, the holders of the cumulative redeemable participating preference shares of £1 each as a class also carry the right to receive a participating preference dividend equal to 1% of the ordinary dividend paid in that year. At the discretion of the directors, this total participating preference dividend may be increased up to the maximum amount of 5% of the ordinary dividend paid in that year. Such cumulative redeemable participating preference dividends will be payable on 1 April of the following year.

**OYEZSTRAKER HOLDINGS LIMITED
(FORMERLY STRAKER (HOLDINGS) LIMITED)**

**NOTES TO THE ACCOUNTS
for the year ended 31 August 1998**

13 CALLED UP SHARE CAPITAL (CONTINUED)

Other Rights

Upon a return of capital both classes of the cumulative redeemable preference shares carry preferential rights up to the issue price of each share, plus arrears of dividends to date. The issue price is the aggregate of the amount paid up and amounts credited to the share premium account on such shares. The ordinary shareholders are then entitled to all or part of the issue price of each share held, dependent upon the amount remaining for distribution. If any profits then remain, they will be distributed between the holders of the ordinary shares.

The preferential shares do not carry voting rights.

The cumulative redeemable participating preference shares of £1 each are redeemable in five equal annual tranches starting on 1 October 1994 at issue price.

The cumulative redeemable preference shares are redeemable in four equal annual tranches starting on 1 May 1996 at issue price. On August 1998, a resolution was passed allowing the final redemption of the shares to take place.

The number of share options in issue at the year end in OyezStraker Holdings Limited was nil.

All of the outstanding options were exercised on 1 September 1997, immediately prior to the acquisition by SLSS (Holdings) Limited (see note 24).

	Share Premium £000	Capital redemption £000	Profit and loss account £000
14 RESERVES			
1 September 1997	1,261	537	89
Share issues	442	-	-
Transfer to redemption reserve	-	216	(216)
Result for the year	-	-	201
31 August 1998	1,703	753	74

**OYEZSTRAKER HOLDINGS LIMITED
(FORMERLY STRAKER (HOLDINGS) LIMITED)**

NOTES TO THE ACCOUNTS
for the year ended 31 August 1998

	1998 £000	1997 £000
15 RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS		
Profit for the financial period	1,759	211
Dividends	(1,558)	(156)
	201	55
New share capital	27	-
New share capital subscribed	442	-
Transfer of capital redemption reserve	(216)	(28)
Net addition to shareholders' funds	454	27
Opening shareholders' funds	2,460	2,433
Closing shareholders' funds	2,914	2,460

16 SECURITY AND CONTINGENT LIABILITY

The company entered into a working capital facility with the Bank of Scotland on 1 September 1997. The facility is secured by a fixed and floating charge on the assets of the company, its holding company and certain of its fellow subsidiaries.

The company and certain fellow subsidiaries are acting as guarantors on a loan which the holding company, OyezStraker Group Limited has with the Bank of Scotland. The amount outstanding at 31 August 1998 amounted to £6,375 thousand.

17 ULTIMATE PARENT UNDERTAKING

The directors regard OyezStraker Group Limited, a company registered in England, as the company's ultimate parent undertaking.

Copies of the group accounts may be obtained from the Company Secretary, Unit 4, 500 Purley Way, Croydon, CRO 4NZ.