

COMPANY NUMBER 2854197

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A SHARE & SONS (HOLDINGS) LIMITED

ABBREVIATED ACCOUNTS

FOR THE YEAR ENDED

30TH SEPTEMBER 1995

ROBSON LAIDLER
101 Jesmond Road
Newcastle upon Tyne



A SHARE & SONS (HOLDINGS) LIMITED

DIRECTORS' REPORT

The directors present their report for the year together with the audited accounts for the year ended 30th September 1995.

RESULTS AND DIVIDENDS

The profit for the financial year after taxation was	88320
	<u> </u>
The proposed dividend on the preference shares at the year end was	7806
	<u> </u>
Leaving a retained profit for the year of	80514
	<u> </u>

ACTIVITIES AND REVIEW OF THE BUSINESS

The company's principal activity is that of the provision of management services to the other members of the group.

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

DIRECTORS

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

	Preference shares		Ordinary shares	
	At end of year	At start of year	At end of year	At start of year
M.F. Browne	75177	75177	102000	102000
N. Peppiat	—	—	20000	20000
J.R. Bainbridge	95120	95120	25000	25000
I.J. Bamford	—	—	10000	10000

FIXED ASSETS

Movements in fixed assets are shown in note 5 to the accounts.

STATUS

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

A SHARE & SONS (HOLDINGS) LIMITED

DIRECTORS' REPORT

AUDITORS

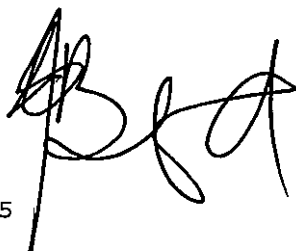
A resolution to re-appoint the auditors, Robson Laidler, will be proposed at the annual general meeting.

By order of the board

I.J. BAMFORD

Secretary

4th December 1995

A handwritten signature in black ink, appearing to be 'I.J. Bamford', written over the typed name and title.

A SHARE & SONS (HOLDINGS) LIMITED

AUDITORS' REPORT

PURSUANT TO PARAGRAPH 24 OF SCHEDULE 8 TO THE COMPANIES ACT 1985

We have examined the abbreviated accounts on pages 6 to 14 together with the full financial statements of the company under section 226 of the Companies Act 1985 for the year ended 30th September 1995.

Responsibilities of Directors

The directors are responsible for preparing abbreviated accounts in accordance with Schedule 8 of the Companies Act 1985.

Responsibilities of Auditors

It is our responsibility to form an independent opinion as to the company's entitlement to the exemptions claimed in the directors' statement on page 8 and whether the abbreviated accounts have been properly prepared in accordance with that Schedule.

Basis of Opinion

We have carried out the procedures we considered necessary to confirm, by reference to the audited financial statements, that the company is entitled to the exemptions and that the abbreviated accounts have been properly prepared from those financial statements. The scope of our work for the purpose of this report does not include examining or dealing with events after the date of our report on the full financial statements.

Opinion

In our opinion the company is entitled under sections 246 and 247 of the Companies Act 1985 to the exemptions conferred by Part III Section B of Schedule 8 to that Act in respect of the year ended 30th September 1995, and the abbreviated accounts have been properly prepared in accordance with that Schedule.

Other Information

On 4th December 1995 we reported, as auditors of the company, to the members on the full financial statements prepared under Section 226 of the Companies Act 1985 for the year ended 30th September 1995 and our audit report under Section 235 of the Companies Act 1985 was as follows:

We have audited the financial statements on pages 6 to 13 which have been prepared under the historical cost convention and the accounting policies set out on page 5.

continued.....

A SHARE & SONS (HOLDINGS) LIMITED

AUDITORS' REPORT - CONTINUED

PURSUANT TO PARAGRAPH 24 OF SCHEDULE 8 TO THE COMPANIES ACT 1985

Responsibilities of Directors

Company law places a responsibility on the directors to prepare financial statements for each financial year which give a true and fair view. In preparing those financial statements the directors are required to:-

- a) select suitable accounting policies and then apply them consistently.
- b) make judgements and estimates that are prudent and reasonable.
- c) apply the going concern basis unless it is not appropriate 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 which enable them to ensure that the financial statements comply with the Companies Act 1985. The directors are also responsible for safeguarding the assets of the company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Responsibilities of Auditors

It is our responsibility to form an independent opinion, based on our audit, on the financial statements and to report our opinion to you.

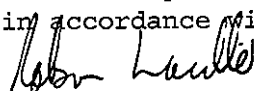
Basis of Opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes the 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 their preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, and have been 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 at 30th September 1995 and of its profit and cash flows for the year then ended and have been properly prepared in accordance with the Companies Act 1985.


ROBSON LAIDLER
Registered Auditor

4th December 1995

A SHARE & SONS (HOLDINGS) LIMITED

AUDITORS' REPORT TO THE DIRECTORS OF A SHARE & SONS (HOLDINGS) LIMITED

PURSUANT TO SECTION 248 (3) OF THE COMPANIES ACT 1985

We have examined the financial statements of the company and its subsidiary for the year ended 30th September 1995.

Basis of Opinion

The scope of our work for the purpose of this report was limited to confirming that the company is entitled to exemption from preparing group financial statements.

Opinion

In our opinion the company is entitled to the exemption from preparing group accounts conferred by Section 248 of the Companies Act 1985.



ROBSON LAIDLER
Registered Auditor

101 Jesmond Road
Newcastle upon Tyne

4th December 1995

A SHARE & SONS (HOLDINGS) LIMITED

ACCOUNTING POLICIES

The following accounting policies have been used consistently in dealing with items which are considered material to the company's affairs.

ACCOUNTING CONVENTION

The financial statements have been prepared under the historical cost convention.

TURNOVER

Turnover represents management charges received excluding value added tax.

PENSION COSTS

Contributions to the defined contribution scheme are charged to the profit and loss account in the year in which they become payable.

DEFERRED TAXATION

No provision has been made in the accounts for taxation deferred as a result of accelerated capital allowances and other timing differences, as there is reasonable evidence that no liability will arise in the foreseeable future.

INVESTMENT IN SUBSIDIARY COMPANY

The investment in the subsidiary company is stated at cost.

A SHARE & SONS (HOLDINGS) LIMITED

PROFIT AND LOSS ACCOUNT

YEAR ENDED 30TH SEPTEMBER 1995

		1995		1994	
	Notes	£	£	£	£
<u>GROSS PROFIT</u>			1150000		815000
Administrative expenses		963589		654773	
			963589		654773
<u>OPERATING PROFIT</u>			186411		160227
Interest payable			62802		60291
<u>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</u>	2		123609		99936
Tax on profit on ordinary activities	3		35289		36143
<u>PROFIT FOR THE FINANCIAL YEAR</u>			88320		63793
Dividends	4		7806		11267
<u>RETAINED PROFIT FOR THE FINANCIAL YEAR</u>			80514		52526

There were no recognised gains or losses other than the profit for the year.

A SHARE & SONS (HOLDINGS) LIMITED

BALANCE SHEET

30TH SEPTEMBER 1995

		1995		1994	
	Notes	£	£	£	£
<u>FIXED ASSETS</u>					
Investment in subsidiary	5		1966343		1966343
<u>CURRENT ASSETS</u>					
Debtors	6	2384		2817	
Cash at bank and in hand		57		94	
		2441		2911	
<u>CREDITORS</u> - Amounts falling due within one year					
	7	977197		964431	
<u>NET CURRENT LIABILITIES</u>			(974756)		(961520)
<u>TOTAL ASSETS LESS CURRENT LIABILITIES</u>			991587		1004823
<u>CREDITORS</u> - Amounts falling due after more than one year					
	7		531250		625000
<u>NET ASSETS</u>			460337		379823
<u>CAPITAL AND RESERVES</u>					
Called up share capital	8		327297		327297
Profit and loss account	9		133040		52526
Shareholders' funds			460337		379823

We have relied on Section 246 and Section 247 of the Companies Act 1985 as entitling us to deliver abbreviated accounts on the grounds that the company is entitled to benefit from the exemptions conferred by Part III Section B of Schedule 8 to the Companies Act 1985 as a medium company. On the same grounds, advantage has been taken in the preparation of the financial statements of the special exemptions conferred by Part I of Schedule 8 to that Act.

Approved by the board on 4th December 1995

M.F. BROWNE

J.R. BAINBRIDGE

Directors

A SHARE & SONS (HOLDINGS) LIMITED

CASHFLOW STATEMENT

YEAR ENDED 30TH SEPTEMBER 1995

		1995		1994	
	Notes	£	£	£	£
<u>NET CASH INFLOW</u>					
<u>FROM OPERATING ACTIVITIES</u>	11		205498		172327
<u>RETURNS ON INVESTMENTS</u>					
<u>AND SERVICING OF FINANCE</u>					
Interest paid		(62802)		(60291)	
Dividends paid		(9536)		—	
<u>NET CASH OUTFLOW FROM RETURNS ON</u>					
<u>INVESTMENTS AND SERVICING OF FINANCE</u>			(72338)		(60291)
<u>TAXATION</u>					
Corporation tax paid		(37063)		—	
Advance corporation tax paid		(2384)		—	
<u>TAX PAID</u>			(39447)		—
<u>INVESTING ACTIVITIES</u>					
Purchase of fixed asset investments		—		(1966343)	
<u>NET CASH OUTFLOW</u>					
<u>FROM INVESTING ACTIVITIES</u>			—		(1966343)
<u>NET CASH INFLOW (OUTFLOW)</u>					
<u>BEFORE FINANCING</u>			93713		(1854307)
<u>FINANCING</u>					
Issue of ordinary share capital		—		157000	
Issue of preference share capital		—		170297	
Advance of bank and group loans		(93750)		1527104	
<u>NET CASH (OUTFLOW) INFLOW</u>					
<u>FROM FINANCING</u>	12		(93750)		1854401
<u>INCREASE (DECREASE) IN CASH</u>					
<u>AND CASH EQUIVALENTS</u>	13		(37)		94

A SHARE & SONS (HOLDINGS) LIMITED

NOTES ON ACCOUNTS

YEAR ENDED 30TH SEPTEMBER 1995

1. PENSION COSTS

The company operates a defined contributions pension scheme for the benefit of its staff and directors. The assets of the scheme are held separately from those of the company in independently administered funds. The contributions charged to the profit and loss account are £158865(1994:£87234).

	1995	1994
	£	£
2. <u>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</u>		

The profit on ordinary activities before taxation is after charging:

Auditors' remuneration
Audit fee

500	500
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The emoluments of the directors (excluding pension contributions), were

594449	384286
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The Chairmans emoluments were

217795	149206
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The Chairman was the highest paid in both years.

	Number	Number
Emoluments of other directors fell within the following ranges:		
£55,001 - £60,000	—	1
£70,001 - £75,000	—	1
£90,001 - £95,000	1	—
£105,001- £110,000	1	1
£175,001- £180,000	1	—

3. TAX ON PROFIT ON ORDINARY ACTIVITIES

Corporation tax for the year at 25%

34000	36143
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Adjustments in respect of previous year

34000	36143
1289	—

35289	36143
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4. DIVIDENDS

Preference dividend proposed

7806	11267
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7806	11267
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A SHARE & SONS (HOLDINGS) LIMITED

NOTES ON ACCOUNTS

YEAR ENDED 30TH SEPTEMBER 1995

5. FIXED ASSETS - INVESTMENT IN SUBSIDIARY

	Unlisted
	<u>£</u>
<u>COST</u>	
At 1st October 1994	1966343
	<u> </u>
At 30th September 1995	1966343
	<u> </u>

Unlisted investments represents a holding of 100% of the equity capital of A. Share and Sons Limited, a company incorporated in England.

The subsidiary is engaged in the trade of retail house furnishers. At the 30th September 1995 the net assets were £2781207.

	1995	1994
	<u>£</u>	<u>£</u>
6. <u>DEBTORS</u>		
Due within one year:		
Advance corporation tax recoverable	2384	2817
	<u> </u>	<u> </u>

A SHARE & SONS (HOLDINGS) LIMITED

NOTES ON ACCOUNTS

YEAR ENDED 30TH SEPTEMBER 1995

	1995	1994
	£	£
7. CREDITORS		
Amounts falling due within one year:		
Bank loan	125000	125000
Subsidiary company loan	796249	777104
Advance corporation tax payable	2384	2817
Corporation tax	31985	36143
Recommended dividends	9537	11267
Accrued expenses	12042	12100
	<u>977197</u>	<u>964431</u>
Amounts falling due after more than one year:		
Bank loan	<u>531250</u>	<u>625000</u>

Maturity of Borrowings

Borrowings are repayable as follows:

Not wholly repayable within five years:

By instalments:

within five years	500000	483333
after five years	31250	141667
	<u>531250</u>	<u>625000</u>

Interest is charged on the bank loan at 2.5% over base rate, and the loan is repayable in 24 quarterly instalments commencing October 1994..

The aggregate amount of secured liabilities is £656250
(1994 £750000).

8. CALLED UP SHARE CAPITAL

	1995	1994
	£	£
<u>Authorised</u>		
7% Preference shares of £1 each	<u>200000</u>	<u>200000</u>
Ordinary shares of £1 each	<u>200000</u>	<u>200000</u>
<u>Issued</u>		
7% Preference shares of £1 each	<u>170297</u>	<u>170297</u>
Ordinary shares of £1 each	<u>157000</u>	<u>157000</u>

A SHARE & SONS (HOLDINGS) LIMITED

NOTES ON ACCOUNTS

YEAR ENDED 30TH SEPTEMBER 1995

9. RESERVES

	Profit and loss account
	£
At 1st October 1994	52526
Retained profit for the year	80514
	<hr/>
At 30th September 1995	133040
	<hr/>

	1995	1994
	£	£
10. <u>RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS</u>		
Opening shareholders' funds	379823	—
Retained profit for the year	80514	52526
Increase in share capital	—	327297
	<hr/>	<hr/>
Closing shareholders' funds	460337	379823
	<hr/>	<hr/>

11. RECONCILIATION OF OPERATING PROFIT
TO NET CASHFLOW FROM OPERATING ACTIVITIES

Operating profit	186411	160227
Increase in creditors	19087	12100
	<hr/>	<hr/>
<u>NET CASH INFLOW FROM OPERATING ACTIVITIES</u>	205498	172327
	<hr/>	<hr/>

12. ANALYSIS OF CHANGES IN FINANCING DURING THE YEAR

	Share Capital	Group and Bank Loans
	£	£
Balance at 1st October 1994	327297	750000
Loans advanced	—	(93750)
	<hr/>	<hr/>
Balance at 30th September 1995	327297	656250
	<hr/>	<hr/>

A SHARE & SONS (HOLDINGS) LIMITED

NOTES ON ACCOUNTS

YEAR ENDED 30TH SEPTEMBER 1995

13. ANALYSIS OF THE CASH AND CASH EQUIVALENTS
AS SHOWN IN THE BALANCE SHEET

	1995	1994	Change in year
	<u>£</u>	<u>£</u>	<u>£</u>
Cash at bank and in hand	57	94	(37)
	<u>57</u>	<u>94</u>	<u>(37)</u>