

A/40630

ONEBUILD LIMITED

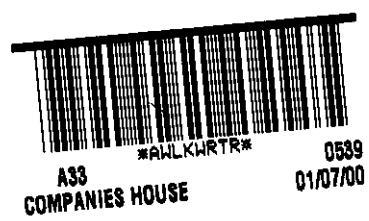
REPORT AND ACCOUNTS

FOR THE YEAR ENDED

31 DECEMBER 1999

Company Number: 3453732

REGISTRAR'S COPY



	Page
Directors and Advisers	2
Report of the Directors	3
Report of the Auditors	4
Profit and Loss Account	5
Balance Sheet	6
Statement of Directors' Responsibilities and Accounting Policies	7
Notes to the Accounts	8 - 10

Directors

G Colldahl
C H Lovell
P G Jackson

Company Secretary

C H Lovell

Registered Office

1 Park Place
Canary Wharf
London E14 4HJ

Bankers

Barclays Bank plc
Grafton Court
Milton Keynes
MK6 1AL

Auditors

Littlejohn Frazer
Chartered Accountants
and Registered Auditors
1 Park Place
Canary Wharf
London E14 4HJ

The Directors have pleasure in presenting their Report together with the Accounts for the year ended 31 December 1999.

Principal Activities

The principal activity of the Company is to act as a holding company.

Results and Dividends

The profit for the year before taxation amounted to £166,570 (1998 profit - £2,212,431). A taxation charge arises of £13,766 (1998 charge - £15,026), leaving a profit after taxation of £152,804 (1998 profit - £2,197,405).

A final dividend of £100,000 is proposed (1998 dividend - nil), no interim dividend having been paid in the year.

Review of the Business

The Directors are pleased with the results for the year ended 31 December 1999.

Millennium

During the year a successful Millennium programme was undertaken. No problems were experienced by the Company, its customers or suppliers. The computer systems are now performing adequately.

Directors

The Directors throughout the year were:

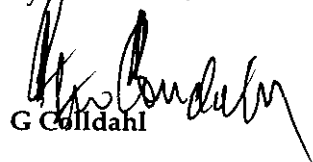
G Colldahl
C H Lovell
P G Jackson

None of the Directors had a beneficial interest in the share capital of the Company.

Auditors

A resolution proposing the reappointment of Littlejohn Frazer as the Company's auditors will be put to the Annual General Meeting.

By Order of the Board


G Colldahl

Director

11 February 2000

To the Members of Onebuild Limited

We have audited the Accounts 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 7 the Company's Directors are responsible for the preparation of 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 judgments made by the Directors in the preparation of the Accounts, 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 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 Company's affairs as at 31 December 1999 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Littlejohn Frazer

Chartered Accountants
and Registered Auditors

11 February 2000

1 Park Place
Canary Wharf
London E14 4HJ

ONEBUILD LIMITED**PROFIT AND LOSS ACCOUNT**
Year ended 31 December 1999

	Note	1999	1998
Turnover	1	102,000	102,000
Administration expenses		(28,083)	(59,215)
		<hr/>	<hr/>
Operating Profit		73,917	42,785
Interest payable less receivable	3	(7,347)	(10,354)
Dividends receivable		100,000	2,180,000
		<hr/>	<hr/>
Profit on Ordinary Activities before Taxation		166,570	2,212,431
Tax on profit of ordinary activities	5	13,766	15,026
		<hr/>	<hr/>
Profit on Ordinary Activities after Taxation		152,804	2,197,405
Dividends payable	6	(100,000)	-
		<hr/>	<hr/>
Retained Profit carried forward		£2,250,209	£2,197,405
		<hr/>	<hr/>

The Company has no recognised gain or losses other than the profit on ordinary activities after taxation as stated above.

The Accounting Policies and Notes on pages 7 to 10 form part of these Accounts.

ONEBUILD LIMITED

BALANCE SHEET
At 31 December 1999

	Note	1999	1998
Fixed Assets			
Investments	7	2,300,000	2,300,000
Current Assets			
Debtors	8	127,941	119,975
Cash at bank and in hand		4,118	14,835
		<u>132,059</u>	<u>134,810</u>
Creditors: due within one year	9	<u>181,802</u>	<u>187,403</u>
Net Current Assets/(Liabilities)		<u>(49,743)</u>	<u>(52,593)</u>
Total Assets less Current Liabilities		2,250,257	2,247,407
Creditors: due after one year	10	<u>-</u>	<u>50,000</u>
Net Current Assets		<u>£2,250,257</u>	<u>£2,197,407</u>
Capital and Reserves			
Called-up share capital	11	48	2
Profit and Loss Account		2,250,209	2,197,405
		<u>£2,250,257</u>	<u>£2,197,407</u>

Approved by the Board on 11 February 2000.



G Colldahl

Director

The Accounting Policies and Notes on pages 7 to 10 form part of these Accounts.

Statement of 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 the profit or loss of the Company for that year. In preparing those Accounts the Directors are required to:

- select suitable Accounting Policies and then apply them consistently;
- make judgments 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;
- 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 to 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. The Accounting Policies selected are set out below.

Accounting Policies**Basis of Accounting**

The Accounts are prepared under the historical cost basis of accounting and comply with applicable Accounting Standards.

Turnover

Turnover represents amounts receivable from group undertakings in respect of management charges.

Deferred Taxation

Deferred Taxation is provided at anticipated tax rates on differences arising from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the Accounts. Provision is made to the extent that it is likely that the liability [or asset] will crystallise in the foreseeable future.

1. Turnover and Pre-tax Profit

The turnover and pre-tax profit is attributable to the receipts of management charges.

2. Operating Profit**1999****1998**

This is stated after charging:

Auditors' remuneration - other fees
- audit

£ 8,056
£ 2,000

£18,602
£ 2,000

3. Interest Payable less Receivable

Interest payable

Other loans

7,347

10,955

Interest receivable

Bank interest

-

(601)

£7,347

£10,354

4. Employees

Staff Costs (all Director remuneration)

Wages and salaries
Social Security Costs

12,000
936

12,000
1,200

£12,936

£13,200

Average number of employees during the year

No.

No.

Office management

1

1

5. Taxation

Corporation Tax at 20% (1998 - 21%)

£13,766

£15,026

6. Dividends Payable

Redeemable £1 shares-final proposed

£100,000

£-

7. Fixed Assets - Investments

The Company owns the entire share capital of Snuggledown of Norway (UK) Limited, being 200,000 £1 ordinary shares. Snuggledown of Norway (UK) Limited is incorporated in England and Wales and its principal activities are the manufacture and sale of bedding and related products.

The financial information at 31 December 1999 for the above Company is as follows:

	Total Capital and Reserves	Retained Profit for the 1999 Year
	1,081,638	174,712
	<hr/>	<hr/>
8. Debtors	1999	1998
Due from group undertakings	27,524	19,975
Prepayments	371	-
Other Debtors	46	-
Dividend receivable	100,000	100,000
	<hr/>	<hr/>
	£127,941	£119,975
	<hr/>	<hr/>
9. Creditors: amounts falling due within one year		
Other creditors	50,000	163,452
Other Taxation and Social Security	4,662	5,925
Accruals	13,374	3,000
Current Corporation Tax	13,766	15,026
Proposed Dividends	100,000	-
	<hr/>	<hr/>
	£181,802	£187,403
	<hr/>	<hr/>
10. Creditors: amounts falling due after more than one year		
Other creditors	£ -	£50,000
	<hr/>	<hr/>

11. Called-up Share Capital	1999	1998	1999	1998
	Authorised		Allotted, called-up and fully paid	
Ordinary shares of £ 1 each	£900	£1,000	£40	£2
Redeemable shares of £1	£100	-	£8	-
	<hr/>	<hr/>	<hr/>	<hr/>

On 23 December 1999 the Company amended the memorandum of association and divided the Authorised Share Capital into 900 ordinary shares of £1 each and 100 redeemable shares of £1 each. On the same day 38 ordinary shares and 8 redeemable shares were issued.

12. Capital Commitments

The Company had no capital commitments as at 31 December 1999 (1998 - None).

13. Related Party Transactions

During the year £102,000 (net of VAT) (1998 - £102,000) was received from Snuggledown of Norway (UK) Limited as a management charge. Onebuild Limited owns the entire share capital of Snuggledown of Norway (UK) Limited. As at 31 December 1999, the company was owed £27,524 from Snuggledown of Norway (UK) Limited (1998 - £19,975).

14. Group Accounts

The Company has taken advantage of the exemption from the requirement to prepare consolidated accounts under Section 248 of the Companies Act 1985.

ONEBUILD LIMITED

DETAILED PROFIT AND LOSS ACCOUNT
Year ended 31 December 1999

	1999	1998
Revenue		
Dividends Receivable	100,000	2,180,000
Management charges	102,000	102,000
	<hr/>	<hr/>
Total Revenue	202,000	2,282,000
Expenses		
Audit and accountancy	2,000	20,602
Bank charges	278	130
Directors Remuneration	12,000	12,000
Social Security Costs	936	1,200
Fees and costs	-	11,500
Interest paid	7,347	10,955
Legal and professional fees	11,813	12,720
Sundry expenses	1,056	1,063
	<hr/>	<hr/>
Total Expenses	(35,430)	(70,170)
	<hr/>	<hr/>
Operating Profit	166,570	2,211,830
Bank interest receivable	-	601
	<hr/>	<hr/>
Profit for the Year before Taxation	£166,570	£2,212,431
	<hr/>	<hr/>