

Registered No.: 38376

Coats Statutory Company No: 40

**THOMAS BURNLEY & SONS LIMITED**

**REPORT AND ACCOUNTS FOR THE YEAR ENDED**

**31 DECEMBER 2005**

**COUNTRY OF REGISTRATION:**

**ENGLAND**

**REGISTERED OFFICE:**

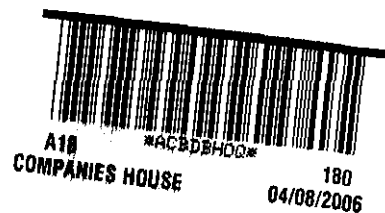
**1 THE SQUARE  
STOCKLEY PARK  
UXBRIDGE  
MIDDLESEX  
UB11 1TD**

**DIRECTORS**

**G.J.C. ALDRIDGE  
R. BEVAN  
G.C. MEREDITH**

**SECRETARY:**

**G.J.C. ALDRIDGE  
C.A. GIBSON**



## **THOMAS BURNLEY & SONS LIMITED**

### **REPORT OF THE DIRECTORS**

The Directors submit their report and statement of accounts for the year ended 31 December 2005.

#### **1. PRINCIPAL ACTIVITY**

The company did not trade during the current year and consequently did not incur any liabilities and has no recognised gains and losses or movements in shareholders' funds. The directors do not recommend the payment of a dividend (2004: £nil).

#### **2. DIRECTORS**

The following served as Directors during the year:-

G.J.C. ALDRIDGE  
R. BEVAN  
G.C. MEREDITH

#### **3. DIRECTORS' INTEREST**

None of the directors have any beneficial interest in the shares of this company. Mr Bevan holds 'A' shares in the intermediate parent, Coats plc, which were allotted to him on 22 March 2005, details of which are shown in the accounts of J. & P. Coats Limited, a fellow subsidiary undertaking.

#### **4. DIRECTORS' RESPONSIBILITIES**

United Kingdom 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 as at the end of the financial year 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;


**THOMAS BURNLEY & SONS LIMITED**

**REPORT OF THE DIRECTORS**

- state whether applicable accounting standards have been followed;
- 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 the system of internal control, for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

By Order of the Board

  
Carolyn Gibson  
Company Secretary

 2006

**THOMAS BURNLEY & SONS LIMITED**

**BALANCE SHEET - 31 DECEMBER 2005**

	<u>Notes</u>	<b>2005</b> <b>£'000</b>	<b>2004</b> <b>£'000</b>
CREDITORS - AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR	3	<u>(11,204)</u>	<u>(11,204)</u>
NET LIABILITIES		<u>(11,204)</u>	<u>(11,204)</u>
CAPITAL AND RESERVES			
CALLED UP SHARE CAPITAL	4	<b>1,000</b>	1,000
PROFIT AND LOSS ACCOUNT - DEFICIT		<u>(12,204)</u>	<u>(12,204)</u>
EQUITY SHAREHOLDERS' FUNDS		<u>(11,204)</u>	<u>(11,204)</u>

The company is entitled to exemption under Subsection (1) of Section 249AA of the Companies Act 1985 in respect of its accounts for the year ended 31 December 2005. No members have required the company to obtain an audit of its accounts for the year in question in accordance with section 249B(2). The directors acknowledge their responsibilities for ensuring that the company keeps accounting records that comply with Section 221 of the Companies Act 1985. The directors also acknowledge their responsibilities for preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial year in accordance with Section 226 of the Companies Act 1985 and which otherwise comply with the requirements of that Act relating to accounts, so far as applicable to the company.

Approved by the Board of Directors on 30/3/2006 and signed on their behalf.



Director

## **THOMAS BURNLEY & SONS LIMITED**

### **NOTES TO ACCOUNTS - 31 DECEMBER 2005**

#### **1. ACCOUNTING POLICY**

##### **BASIS OF ACCOUNTING**

The accounts are prepared on the basis of historical cost and in accordance with applicable United Kingdom law and accounting standards.

#### **2. PROFIT AND LOSS ACCOUNT**

The company has not traded during the year and has made neither a profit nor loss in the year or the preceding year and accordingly no profit and loss account has been prepared. There were no other recognised gains or losses or movements in shareholders' funds in either year. None of the directors received any emoluments in respect of their services to the company in the current or prior year. There were no employees of the company in either year.

#### **3. CREDITORS: AMOUNTS FALLING/DUE AFTER MORE THAN ONE YEAR**

	<b>2005</b>	<b>2004</b>
	<b>£'000</b>	<b>£'000</b>
Amounts owed to parent and fellow subsidiary undertakings	<b><u>11,204</u></b>	<b><u>11,204</u></b>

The amounts owed to group companies have no specified dates of repayment but are only repayable on receipt of twelve months notice and do not bear interest.

#### **4. CALLED UP SHARE CAPITAL**

	<b>AUTHORISED</b>		<b>FULLY PAID</b>	
	<b>2005</b>	<b>2004</b>	<b>2005</b>	<b>2004</b>
	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>
100,000 Ordinary shares of £10 each	<b><u>1,000</u></b>	<b><u>1,000</u></b>	<b><u>1,000</u></b>	<b><u>1,000</u></b>

**THOMAS BURNLEY & SONS LIMITED**

**NOTES TO ACCOUNTS - 31 DECEMBER 2005**

**5. ULTIMATE PARENT COMPANY**

The Company's ultimate parent company is Guinness Peat Group plc, a company incorporated in England and Wales. The consolidated accounts for this company can be obtained from its registered office at First Floor, Times Place, 45 Pall Mall, London SW1Y 5GP.

The smallest group of which this Company is a member and for which consolidated accounts are prepared is Coats plc, a company incorporated in England and Wales. Copies of its accounts are available from the Company's registered office at 1 The Square, Stockley Park, Uxbridge, Middlesex UB11 1TD.

**6. RELATED PARTY TRANSACTIONS**

The Company is a subsidiary undertaking of Guinness Peat Group plc, 90% or more of its voting rights are controlled within the Group, and the Group's consolidated financial statements are publicly available. In accordance with FRS 8, therefore, disclosure is not required of transactions with entities that are part of the Group or investees of the Group qualifying as related parties.