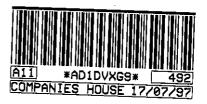
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PLATT & HILL LIMITED

STATEMENT OF ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 1996



ALAN PARTINGTON & CO Chartered Accountants Sterling House 501 Middleton Road Chadderton Oldham OL9 9LA

PLATT & HILL LIMITED

Company Information

Directors

A R Hill J P Platt D S Hill I T Gubbins

Secretary

I T Gubbins

Company Number

60275

Registered Office

Belgrave Mill Fitton Hill Road

01dham 0L8 2LZ

Auditors

Alan Partington & Co Sterling House 501 Middleton Road

Chadderton Oldham OL9 9LA

Bankers

National Westminster Bank plc

10 Yorkshire Street

Oldham OL1 1QT

PLATT & HILL LIMITED

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DIRECTORS' REPORT

The Directors present their Report and Audited Accounts of the Company for the year ended 31 December 1996.

ACTIVITIES

The principal activity of the Company has continued to be the manufacture of flexible foam products and fibre products.

BUSINESS REVIEW AND FUTURE DEVELOPMENTS

Turnover has decreased by 1.4% during 1996 and the result for the year was a pre tax profit of £90,001 (1995 : £28,872 pre tax loss). After bringing into account tax charges of £25,499 (1995 : £14,840 tax charges) an amount of £64,502 was added to retained profits (1995 : £43,712 deducted from retained profits).

The Directors consider that the Company's financial position at the year end was sound despite the competitive nature of trading during 1996 and the Company is still in a good position to take advantage of any opportunities which may arise.

FIXED ASSETS

Full details of the changes in fixed assets are shown in Note 15 to the Accounts. In the opinion of the Directors the market value of Land and Buildings exceeds book value by at least £200,000.

DIVIDEND

The Directors propose that no dividend be declared in respect of the year under review.

DIRECTORS

The following have served as Directors during the year, and their interests in the capital of the Company were as stated below:

	Ordinary	£1 Shares
	1996	1995
A R Hill	15,779	15,779
J P Platt	17,515	17,515
D S Hill	15,779	15,779
R J Smith (Resigned 27 March 1997)	NIL	NIL
I T Gubbins	NIL	NIL

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:

DIRECTORS' REPORT continued ...

DIRECTORS' RESPONSIBILITIES continued ...

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent:
- 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.

SUBSIDIARY COMPANIES

Details of the subsidiaries are shown in Note 16 to the Accounts. In accordance with the provisions of Section 248 of the Companies Act 1985 Group Accounts have not been prepared.

DISABLED EMPLOYEES

The Company gives full consideration to application for employment from disabled persons where the requirements of the job can be adequately fulfilled by a handicapped or disabled person.

EMPLOYEE INVOLVEMENT

During the year, the policy of providing employees with information about the Company has been continued and meetings are held between management and employees to allow a free flow of information and ideas.

AUDITORS

A resolution in accordance with Section 385 Companies Act 1985 for the reappointment of Messrs Alan Partington & Co as Auditors of the Company is to be proposed at the forthcoming Annual General Meeting.

This Report was approved by the Board on 21 May 1997.

Signed on behalf of the Directors

I.T. Gulde

I T GUBBINS Secretary

AUDITORS' REPORT TO PLATT & HILL LIMITED PURSUANT TO PARAGRAPH 24 of SCHEDULE 8 to the COMPANIES ACT 1985

We have examined the abbreviated accounts on pages 5 to 17 together with the full financial statements of Platt & Hill Limited for the year ended 31 December 1996.

The directors are responsible for preparing abbreviated accounts in accordance with Schedule 8 to the Companies Act 1985. 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 6 and whether the abbreviated accounts have been prepared in accordance with that Schedule.

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 this purpose does not include examining or dealing with events after the date of our report on the full financial statements.

In our opinion, the company is entitled under Sections 246 and 247 of the Companies Act 1985 to the exemption conferred by Section B of Part 3 of schedule 8 to the Act in respect of the year ended 31 December 1996 and the abbreviated accounts on pages 5 to 17 have been properly prepared in accordance with that schedule.

On 21 May 1997, as auditors of Platt & Hill Limited, we reported to the members on the accounts of the company prepared under Section 226 of the Companies Act 1985 for the year ended 31 December 1996 and our audit report was as follows:

We have audited the financial statements on pages 4 to 17 which have been prepared under the historical cost convention and the accounting policies set out on pages 7 and 8.

Respective responsibilities of directors and auditors

As described on page 1 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 these 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 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 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.

AUDITORS' REPORT TO PLATT & HILL LIMITED PURSUANT TO PARAGRAPH 24 of SCHEDULE 8 TO THE COMPANIES ACT 1985 continued ...

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 31 December 1996 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Alan Partington & Co

Chartered Accountants and

Du Parkli

Registered Auditors

Sterling House 501 Middleton Road Chadderton Oldham OL9 9LA

21 May 1997

PLATT & HILL LIMITED

ABBREVIATED PROFIT AND LOSS ACCOUNT: YEAR ENDED 31 DECEMBER 1996

	Notes	1996 1995 £ £
GROSS PROFIT		5,173,897 5,231,447
Staff Costs	3	(2,826,072) (2,903,957)
Depreciation		(287,106) (253,183)
Other Operating Charges		(1,922,653) (2,056,869)
OPERATING PROFIT/(LOSS)		138,066 17,438
Profit/(Loss) on Sale of Fixed Assets		7,649 17,625
Interest Receivable and Other Income	4	24,680 20,523
Interest Payable	5	(80,394) (84,458)
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION	6	90,001 (28,872)
Tax on Profit/(Loss) on Ordinary Activities	7	(25,499) (14,840)
PROFIT/(LOSS) ON ORDINARY ACTIVITIES AFTER TAXATION		64,502 (43,712)
Dividend	8	(NIL) (NIL)
RETAINED PROFIT/(LOSS) FOR THE YEAR	17	£ 64,502 £ (43,712)

There were no recognised gains or losses other than those included in the Profit and Loss Account.

The Notes on pages 8 to 17 form part of these Accounts.

BALANCE SHEET: AS AT 31 DECEMBER 1996

		1	996	1	995
FIXED ASSETS	<u>Notes</u>	€	£	£	£
Tangible Assets	15		1,570,778		1,197,796
Investments	16		3,051		3,051
CURRENT ASSETS			1,573,829		1,200,847
Stocks	9	624,159		932,952	
Debtors	10	2,067,704		2,109,143	
Cash at Bank and in Hand		416		1,532	
		2,692,279		3,043,627	
CREDITORS : Amounts falling due within one year	g 11	(2,162,783)		(2,150,422)	
NET CURRENT ASSETS			529,496		893,205
TOTAL ASSETS LESS CURRENT LIABILITIES			2,103,325		2,094,052
CREDITORS: Amounts falling due after more than one year.		(682,638)		(729,535)	
PROVISION FOR LIABILITIES AND CHARGES	13	(23,987)	(706,625)	(32,319)	(761,854)
NET ASSETS		:	£1,396,700	\$	1,332,198
CAPITAL AND RESERVES					
Called Up Share Capital	14		99,200		99,200
Profit and Loss Account	17		1,297,500		1,232,998
Shareholders' Funds	18	ŧ	£1,396,700	á	1,332,198

The Accounts were approved by the Board on 21 May 1997 1997 and signed on its behalf.

Signed:

A R HILL Townson Millorector

The Notes on pages 8 to 17 form part of these Accounts.

The directors have taken advantage of the exemptions conferred by Schedule 8 part IIIB of the Companies Act 1985 and have done so on the grounds that, in their opinion, the company is entitled to those exemptions as a medium-sized company.

CASH FLOW STATEMENT: YEAR ENDED 31 DECEMBER 1996

	1996	1995
	€ €	£
Net Cash Inflow from Operating Activities (Note 23)	768,120	407,569
Returns on Investments and Servicing Finance :		
Dividend Paid Interest Paid Interest Received	(-) (80,394) 1,715	(-) (84,458) 1,357
Net Cash Outflow - Returns on Investments and Servicing Finance	(78,679)	(83,101)
Taxation:		
UK Corporation Tax Paid UK Corporation Tax Received	(26,932) 34,625 7,693	(-) 38,934 ——— 38,934
Investing Activities :		
Purchases of Fixed Assets Proceeds from Sales of Fixed Assets	(682,589) 30,150	(163,221) 42,000
		
Net Cash (Outflow) from Investing	(652,439)	(121,221)
Net Cash Inflow before Financing	£ 44,695	£242,181
Financing (Note 25) :		
Proceeds from New Borrowings Repayment of Bank Loan	(10,000) 53,558	(-) 67,292
Repayment of Finance Lease Obligations	26,967 70,525	28,136 ——— 95,428
Increase/(Decrease) in Cash in Hand and at Bank (Note 24)	(25,830)	146,753
	 £44,69 5	£242,181

NOTES TO THE ACCOUNTS: YEAR ENDED 31 DECEMBER 1996

1. ACCOUNTING POLICIES

The following accounting policies have been used consistently in dealing with items considered material in relation to the Company's Accounts.

(a) Basis of Preparation of Accounts

The Accounts have been prepared under the historical cost convention and incorporate the results of the principal activity which is described in the Directors' Report and which is continuing. The Accounts have been prepared in accordance with applicable accounting standards.

(b) Consolidation

The Company and its Subsidiary Companies comprise a medium sized group. The Company has, therefore, taken advantage of the exemption provided by Section 248 of the Companies Act 1985 not to prepare group accounts.

(c) Stocks and Work in Progress

Stocks and Work in Progress have been valued at the lower of cost and net realisable value.

(d) Depreciation

Depreciation has been provided at rates calculated to write off the cost of the assets over their useful lives. The rates applied (on a straight line basis) are as follows:

Freehold and Leasehold Buildings	-	2 1 %
Plant and Machinery	-	12 1 %
Computer Installation	_	20%
Fixtures and Fittings	-	10%
Office Equipment	<u></u>	10%
Motor Vehicles	-	25%

(e) Deferred Taxation

Deferred Taxation is provided (where appropriate) at the rate of 33% in respect of accelerated capital allowances on Fixed Assets other than buildings as detailed in Note 13.

(f) Pensions

The Company operates a defined contribution scheme for certain senior employees which requires contributions to be made to a separately administered fund. The Company also operates a defined contribution pension scheme for the Directors. Contributions are charged to the Profit and Loss Account as they become payable in accordance with the rules of the scheme.

PLATT & HILL LIMITED

NOTES TO THE ACCOUNTS: YEAR ENDED 31 DECEMBER 1996 (CONTINUED)

ACCOUNTING POLICIES (Continued)

(g) Leasing and Hire Purchase Commitments

Assets held under finance leases and hire purchase contracts are capitalised in the Balance Sheet and are depreciated over their useful lives.

The interest element of the rental obligations is charged to Profit and Loss Account over the period of the lease, and represents a constant proportion of the balance of capital repayments outstanding. Rentals under operating leases are charged to income on a straight line basis.

(h) Foreign Currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the Balance Sheet date.

All differences are taken to the Profit and Loss Account.

2. EXPORTS

During the year the company exported 14.25% (1995 - 10.87%) of its turnover to geographical markets outside the United Kingdom.

3. STAFF NUMBERS AND COSTS

(a) The average number of persons employed by the Company (including Directors) during the year was as follows:

Management	15	17
Administration	24	30
Production	216	251
	255	298
	===	

NOTES TO THE ACCOUNTS: YEAR END) 31 DECEMBER 1996 (CONTINUED)
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		1996	1995
3.	STAFF NUMBERS AND COSTS (Continued)	€.	£
	(b) The aggregate payroll costs of these persons were as follows:		
	Wages and Salaries Social Security Costs Company Popsion and Health Schome	2,555,096 200,806	2,633,933 201,639
	Company Pension and Health Scheme Contributions	70,170	68,385
		£2,826,072	£2 ,903,957
	(c) Directors' Remuneration :		
	The payroll costs as shown above include the following remuneration in respect of Directors:		
	Remuneration for Management Pension Contributions	239,986 25,705	226,650 24,986
		£265,691	£251,636 ————
	The emoluments of the Chairman (excluding Pension Contributions) were :	£ 65,480 ———	€ 61,891 ———
	The emoluments of the Highest Paid Director (excluding Pension Contributions) were :	£ 65,480	£ 61,891 ———
	The number of Directors whose emoluments (excluding Pension Contributions) fell within the following ranges were:		
	£ 0 - 5,000 £40,001 - 45,000 £45,001 - 50,000 £55,001 - 60,000 £60,001 - 65,000 £65,001 - 70,000	1 - 1 - 1 2	1 1 - 1 2 -
4.	INTEREST RECEIVABLE AND SIMILAR INCOME		
	Bank Deposit Interest Property Income	1,715 22,965	1,357 19,166
		£24,680 	£20,523 ———

		1996	1995
5.	INTEREST PAYABLE AND SIMILAR CHARGES	£	€
	Lease Finance Interest Bank Overdraft Interest Bank Loan Interest	8,940 2,396 20,194	10,022 7,061 26,678
	Total for items repayable within five years Bank Loan Interest (Loan repayable in over five years)	31,530 48,864	43,761
		£80,394	£84,458
6.	PROFIT/(LOSS) BEFORE TAXATION		====
	Profit/(Loss) before Taxation is stated after charging:		
	Loss on Foreign Exchange Operating Lease Payments Directors' Remuneration Depreciation Auditors' Remuneration: Audit Services Non-audit Services Ex Gratia Payments	9,721 31,320 265,691 287,106 8,400 4,600 4,160	36,016 251,636 253,183 8,000 3,000 4,030
	And after crediting:		
	Profit on Disposal of Fixed Assets Surplus on Foreign Exchange	7,649 -	17,625 24,751
7.	TAXATION		· · · · · · · · · · · · · · · · · · ·
	The Profit and Loss Account charge is made up as follows:		
	UK Corporation Tax at 24%/25% Adjustments re prior years (credit) Deferred Taxation Current Year (credit) Interest Supplement on Corporation Tax Recovered	39,731 (5,900) (8,332)	28,205
	Tux Recovered	<u>-</u> £25,499	(618) ———— £14,840
8.	DIVIDEND		
	Proposed Dividend	€ NIL	€ NIL

		1996 £	1995 £
9.	STOCKS	~	••
	Stocks of Materials and Consumables Stocks of Finished Goods Stocks of Fuel and Other Items	510,144 114,015	805,291 123,227 4,434
		£ 624,159	£932,952
		<u> </u>	
10.	DEBTORS		
	Trade Debtors (Net of Bad Debts Provision) Prepayments Corporation Tax Recoverable	1,981,191 81,886 4,627	1,988,981 85,537 34,625
		£2,067,704	£2,109,143
11.	CREDITORS : Amounts falling due within one year		
•••			
	Trade Creditors PAYE and National Insurance Contributions Value Added Tax Corporation Tax (less ACT already paid) Proposed Dividend Advance Corporation Tax on Proposed Dividend	1,415,105 65,448 107,374 39,731	1,314,364 61,146 154,838 28,205
	Accruals Bank Overdraft (secured)	298,439	356,269
	Amount owing to Subsidiary Companies	156,735 3,051	132,021 3,051
	Finance Leases (secured) Bank Loans (secured)	19,700 57,200	26,528 74,000
		£2,162,783	£2,150,422
12.	CREDITORS : Amounts falling due after more than one year		
	Bank Loan (secured) wholly repayable within five years	181,560	210 252
	Bank Loan (secured) not wholly repayable	·	210,352
	within five years Finance Leases wholly repayable within	478,075	486,041
	five years	23,003	33,142
		£682,638	£ 729,535

NOTES TO THE ACCOUNTS: YEAR ENDED 31 DECEMBER 1996 (CONTINUE	NOTES	ACCOUNTS	NOTES TO TH	:	YEAR ENDED	31	DECEMBER	1996	(CONTINUED)
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		1996	1995
12.	CREDITORS : Amounts falling due after more than one year (continued)	£	\$
	Bank Loans (secured by legal mortgages and a debenture) - National Westminster Bank plc interest charged at 2% over base rate or 10.125% per annum. Amounts repayable by instalments:		
	within five years after five years	285,560 431,275	323,352 447,041
	arter rive years	-	
	Included in Creditors due within one year	716,835 57,200	770,393 74,0 00
		£ 659,635	£696,393
			
13.	PROVISIONS FOR LIABILITIES AND CHARGES		
	Deferred Taxation		
	(a) Movement during the year was as follows:		
	Opening Balance Charge (Credit) to Profit and Loss Account	32,319 (8,332)	45,066 (12,747)
		€23,987	€32,319
	(b) The Closing Balance is made up as follows:		
	Accelerated Capital Allowances Rolled-Over Capital Gains Other Timing Differences Unrelieved Tax Losses	19,252 4,735 NIL	27,584 4,735 NIL
	Omerieved Tax Losses		- /
	Less: ACT on Proposed Dividend	23,987 NIL	32,319 NIL
		£23,987	£32,319
		<u> </u>	
14.	SHARE CAPITAL		
	Authorised: 100,000 Ordinary Shares of £1 each	£100,000	£100,000
	Allotted, Called Up and Fully Paid : 99,200 Ordinary Shares of £1 each	£ 99,200	£ 99,200

15. FIXED ASSETS

See schedule on page 17.

16.	INVESTMENTS		199	96	199	95
	Shares in Subsidiary Companies:	Holding	€	£	£	£
	Tranquility Products Limited at Cost <pre>Less: Amounts written off</pre>	100%	100 (100)	NIL	100 (100)	NIL
	David Moore & Co Limited at Cost Less: Amounts written off	100%	8,000 (4,949)	3,051	8,000 (4,949)	3,051
				3,051	£	3,051

Both subsidiaries were incorporated in England and are dormant.

The amounts of the Aggregate Share Capital and Reserves at 31 December 1996 were equal to the amount shown above.

17.	PROFIT AND LOSS ACCOUNT	1996 £	1995 £
	Balance 1 January 1996 Profit/(Loss) Retained for the Year	1,232,998 64,502	1,276,710 (43,712)
	Balance 31 December 1996	£1,297,500	£1,232,998
18.	RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS	1996 £	1995 £
	Profit/(Loss) for the Year Dividend	64,502	(43,712)
	Retained Profit/(Loss) for the Year Shareholders' Funds at 1 January 1996	64,502 1,332,198	(43,712) 1,375,910
	Shareholders' Funds at 31 December 1996	£1,396,700 ————	£1,332,198

19. CAPITAL COMMITMENTS

At the Balance Sheet date the Company had contracted for capital expenditure totalling £8,500 (1995 : £60,637).

20. CONTINGENT LIABILITIES

Deferred Taxation

There is a further potential liability of approximately £27,000 (1995: £26,000) in respect of tax deferred by virtue of capital allowances, but the Directors consider that this will not arise in the foreseeable future.

21. LEASING COMMITMENTS (PLANT AND EQUIPMENT)

At 31 December 1996 the Company had annual commitments under non-cancellable operating leases as set out below:

	1996	1995
	€	€
Operating Leases which expire :		
Within one year	9,872	4,402
In the second to fifth years	21,227	21,586
	£31,099	£25,988

22. PENSION COMMITMENTS

The Company operates defined contribution pension schemes for the directors and senior management and staff. The assets of the schemes are held separately from those of the Company in independently administered funds and there is no ongoing commitment to these schemes. The premiums paid to the schemes in the year amounted to £58,697 (1995: £35,555).

		19	96	19	995
23.	RECONCILIATION OF PROFIT/(LOSS) BEFORE TAX TO NET CASH INFLOW FROM OPERATING ACTIVITIES	€.	£	€	£
	Profit/(Loss) before Tax Interest Payable Interest Receivable		90,001 80,394 (1,715)		(28,872) 84,458 (1,357)
	Depreciation Loss/(Profit) on Sales of Fixed Assets Bad Debt Provision (Increase) Decrease in Debtors (Increase) Decrease in Stocks Increase (Decrease) in Creditors Net Cash Inflow/(Outflow) from Operating Activities	287,106 (7,649) 43,985 (32,544) 308,793 (251)	599,440 £768,120	253,183 (17,625) 64,372 92,201 (152,257) 113,466	353,340 £407,569
24.	ANALYSIS OF CHANGES IN CASH IN HAND AND AT BANK			£	€
	Balance 1 January 1996 : Overdraft Cash				(132,021) 1,532 ———— (130,489)
	Net Cash Outflow Balance 31 December 1996 Overdraft Cash			(156,735) 416	(156,319)
25.	ANALYSIS OF CHANGES IN FINANCE DURING THE YEAR		Share Capita		ce Lease
	Balance 1 January 1996 Cash Outflow New Finance Lease Contracts		99,200 - -	(80),063),525)),000

SCHEDULE OF TANGIBLE FIXED ASSETS : YEAR ENDED 31 DECEMBER 1996

COST	Freehold Land & Buildings	Long Leasehold Land & Buildings	Plant & Machinery	Computer Installations	Fixtures & Fittings	Office Equipment	Motor Vehicles	rotal
As at 1 January 1996 Additions (Disposals)	161,941	652,763 250,026	2,097,472 382,142 (30,000)	373,610 7,819	167,704 19,503	91,929 23,099	96,417 (12,990)	3,641,836 682,589 (42,990)
As at 31 December 1996	£161,941	902,789	2,449,614	381,429	187,207	115,028	83,427	4.281.435
DEPRECIATION								
As at 1 January 1996 Charge for Year (Applicable to Disposals)	59,708 4,048	67,117 22,570	1,700,485 199,185 (7,500)	330,664 32,778	137,111 9,968	72,102 10,549	76,853 8,008 (12,989) (2,444,040 287,106 (20,489)
As at 31 December 1996	€ 63,756	89,687	1,892,170	363,442	147,079	82,651	71,872	2,710,657
NET BOOK VALUE								
At 31 December 1996	£ 98,185	813,102	557,444	17,987	40,128	32,377	11,555	1,570,778
At 31 December 1995	£102,233	585,646	396,987	42,946	30,593	19,827	19,564	1,197,796

The net book value of assets held under finance leases amounts to Plant and Machinery £32,557 (1995 : £35,728), Computer Installation £NIL (1995 : £4,366).

The above charge for depreciation includes £27,947 (1995 : £26,417) in respect of leased assets.