

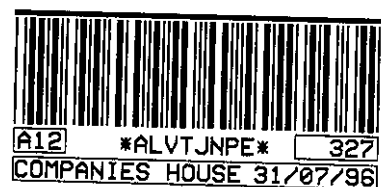
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USHER-WALKER PLC

FINANCIAL STATEMENTS

FOR THE YEAR ENDED

31 DECEMBER 1995



**USHER-WALKER PLC**

**FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER 1995**

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Company Registration Number:

00103246

Registered Office:

Usher Walker House  
1 Datapoint Business Centre  
6 South Crescent  
London  
E16 4TL

Directors:

P F Walker  
L Randall  
B N Vignolo  
H Dyner  
A C Higgins  
P R Hepworth

Secretary:

A C Higgins

Bankers:

National Westminster Bank plc  
332 High Holborn  
London  
WC1V 7PS

Solicitors:

Freshfields  
65 Fleet Street  
London  
EC4Y 1HB

Auditors:

Grant Thornton  
Chartered Accountants  
Edinburgh House  
Windsor Road  
Slough  
SL1 2EE

**USHER-WALKER PLC**

**FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER 1995**

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<b>INDEX</b>	<b>PAGE</b>
Report of the directors	1 - 2
Report of the auditors	3
Accounting policies	4
Profit and loss account	5
Balance sheet	6
Notes to the financial statements	7 - 13

# USHER-WALKER PLC

## REPORT OF THE DIRECTORS

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The directors present their report together with financial statements for the year ended 31 December 1995.

### Principal activities

The principal activity during the year was that of a holding company for a group involved in the manufacture of printing inks.

### Business review

The loss for the year after taxation is stated on page 6. The directors do not recommend payment of a dividend and the loss has therefore been retained.

### Directors

The directors in office during and at the end of the year are listed below.

The interests of the directors and their families in the shares of the company at 1 January 1995 and at 31 December 1995 were as follows:

	1995 and 1994 Ordinary shares
P F Walker, BSc, C. Chem, MRSC	-
L Randall, DMS	-
J F Heath (Resigned 1 August 1995)	-
B N Vignolo	-
H Dyer	-
A C Higgins	-
P R Hepworth (Appointed 1 March 1995)	-

### Directors' responsibilities for the financial statements

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:

- 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 financial statements;
- 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, for safeguarding the assets of the company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**USHER-WALKER PLC**

**REPORT OF THE DIRECTORS**

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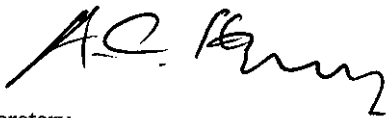
**Fixed assets**

During the year fixed assets with a net book value of £583,000 were sold.

**Auditors**

Grant Thornton offer themselves for reappointment as auditors in accordance with Section 385 of the Companies Act 1985.

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'A.C. Henry', is written over the printed name 'A.C. Henry'.

Secretary

## **REPORT OF THE AUDITORS TO THE MEMBERS OF**

### **USHER-WALKER PLC**

We have audited the financial statements on pages 4 to 13 which have been prepared under the accounting policies set out on page 4.

#### **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 those statements and to report our opinion to you.

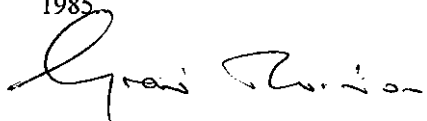
#### **Basis of opinion**

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 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 31 December 1995 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



**GRANT THORNTON  
REGISTERED AUDITORS  
CHARTERED ACCOUNTANTS  
THAMES VALLEY OFFICE  
SLOUGH**

**29 JULY 1996**

# USHER-WALKER PLC

## PRINCIPAL ACCOUNTING POLICIES

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The financial statements have been prepared in accordance with applicable accounting standards under the historical cost convention except for the revaluation of certain fixed assets.

The principal accounting policies of the company have remained unchanged from the previous year and are set out below.

### **Consolidation**

The company is a wholly owned subsidiary undertaking of Sun Chemical Limited and has therefore taken advantage of the exemption provided by Section 228 of the Companies Act 1985 not to prepare or deliver group financial statements.

The financial statements are therefore those of the individual company and not of its group.

### **Cash flow statement**

Sun Chemical Limited prepares and files a consolidated cash flow statement which includes the cash flows of its subsidiaries. As a wholly owned subsidiary of Sun Chemical Limited the company has relied on the exemption provided by Financial Reporting Standard 1 from preparing its own cash flow statement.

### **Depreciation**

Depreciation is calculated to write down the cost less estimated residual value of all tangible fixed assets other than freehold land by equal annual instalments over their expected useful lives.

The period generally applicable are:

Freehold properties	- estimated life up to 75 years
Leasehold properties	- period of the lease

### **Deferred tax**

Deferred tax is the tax attributable to timing differences between profits or losses as computed for tax purposes and results as stated in the financial statements.

Deferred tax is provided to the extent that it is probable that a liability or asset will crystallise. Unprovided deferred tax is disclosed as a contingent liability.

Deferred tax is computed under the liability method using the rates at which it is estimated that the tax will be paid (or recovered) when the timing differences reverse.

**USHER-WALKER PLC****PROFIT AND LOSS ACCOUNT****FOR THE YEAR ENDED 31 DECEMBER 1995**

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	Note	1995 £'000	1994 £'000
Administrative expenses		(214)	(8)
Other operating income	1	<u>250</u>	<u>-</u>
Operating profit	1	<u>36</u>	<u>(8)</u>
<b>Exceptional items</b>			
Loss on sale of fixed assets in continuing operations		(326)	
<b>Loss on ordinary activities before and after taxation transferred from reserves</b>	1,12	<u>(290)</u>	<u>(8)</u>

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

The accompanying accounting policies and notes form an integral part of these financial statements.



# USHER-WALKER PLC

## BALANCE SHEET AT 31 DECEMBER 1995

	Note	1995 £'000	1994 £'000
<b>Fixed assets</b>			
Tangible assets	4	293	890
Investments	5	<u>8</u>	<u>8</u>
<b>Current assets</b>		301	898
Debtors	6	5,661	5,349
<b>Creditors: amounts falling due within one year</b>	7	<u>(223)</u>	<u>(223)</u>
<b>Net current assets</b>		<u>5,438</u>	<u>5,126</u>
<b>Total assets less current liabilities</b>		5,739	6,024
<b>Provisions for liabilities and charges</b>	8	<u>(1,074)</u>	<u>(1,069)</u>
<b>Capital and reserves</b>		<u>4,665</u>	<u>4,955</u>
Called up share capital	9	976	976
Share premium account	10	6,270	6,270
Revaluation reserve	10	-	239
Other capital reserves	10	11	11
Profit and loss account	10	<u>(2,592)</u>	<u>(2,541)</u>
<b>Shareholders' funds</b>		<u>4,665</u>	<u>4,955</u>
Equity shareholders' funds		4,565	4,855
Non-equity shareholders' funds		<u>100</u>	<u>100</u>
		<u>4,665</u>	<u>4,955</u>

The financial statements were approved by the Board of Directors on: 29 July 1996

Director

*A. C. H. M.*

The accompanying accounting policies and notes form an integral part of these financial statements.

# USHER-WALKER PLC

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 1995

### 1 TURNOVER AND PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

The turnover and profit before taxation are attributable to one activity, which is carried on in a single geographical market.

The loss on ordinary activities is stated after:

	1995 £'000	1994 £'000
Other operating income - lease premium	250	-
Exceptional items:		
Write down of intercompany debt	200	
Loss on disposal of tangible fixed assets	326	-
Depreciation of owned tangible fixed assets	14	8

### 2 DIRECTORS AND EMPLOYEES

There were no staff costs during the year (1994: £Nil).

The average number of employees of the company during the year was 6 (1994: 6).

The company had no employees during the year other than the directors.

Directors of the company received the following remuneration from the company's subsidiaries:

	1995 £'000	1994 £'000
Management remuneration	331	352
Pensions to former directors for services as a director	61	62
	392	414

The emoluments of the directors, excluding pension contributions, were as follows:

	1995 £'000	1994 £'000
The Chairman and highest paid director	115	112

**USHER-WALKER PLC****NOTES TO THE FINANCIAL STATEMENTS****FOR THE YEAR ENDED 31 DECEMBER 1995****DIRECTORS AND EMPLOYEES (CONTINUED)**

The emoluments of the directors, excluding pension contributions, fell within the following ranges:

	1995 Number	1994 Number
£ 0 to £ 5,000	2	2
£ 30,001 to £ 35,000	-	1
£ 35,001 to £ 40,000	2	-
£ 40,001 to £ 45,000	-	1
£ 55,001 to £ 60,000	1	1
£ 90,001 to £ 95,000	1	1
£110,001 to £115,000	-	1

**3 TAXATION**

There is no taxation charge arising in the year.

**4 TANGIBLE FIXED ASSETS**

	Freehold land and buildings £'000	Long leasehold properties £'000	Short leasehold properties £'000	Total £'000
Cost or valuation				
At 1 January 1995	847	237	3	1,087
Disposals	(674)	-	-	(674)
At 31 December 1995	173	237	3	413
Depreciation				
At 1 January 1995	127	67	3	197
Charge for the year	4	10	-	14
Released on disposal	(91)	-	-	(91)
At 31 December 1995	40	77	3	120
Net book value at 31 December 1995	133	160	-	293
Net book value at 31 December 1994	720	170	-	890

# USHER-WALKER PLC

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 1995

### TANGIBLE FIXED ASSETS (CONTINUED)

	1995 £'000	1994 £'000
Cost or valuation at 31 December 1995 is represented by:		
Valuation in 1978	-	527
Subsequent net additions at cost	413	560
	<u>413</u>	<u>1,087</u>

On 30 June 1978 certain freehold properties of the company were professionally revalued on an existing use basis. On an historical basis, land and buildings would have been included at:

	1995 £'000	1994 £'000
Original cost and subsequent net additions	413	990
Aggregate depreciation	(120)	(237)
	<u>293</u>	<u>653</u>

### 5 FIXED ASSETS INVESTMENTS

Total fixed asset investments comprise

	Listed Investments £'000	Subsidiaries £'000	Total £'000
Cost			
As at 1 January 1995 and 31 December 1995	<u>10</u>	<u>2,742</u>	<u>2,752</u>
Amounts written off			
At 1 January 1995 and at 31 December 1995	<u>2</u>	<u>2,742</u>	<u>2,744</u>
Net book amount			
At 31 December 1995	<u>8</u>	<u>-</u>	<u>8</u>
At 31 December 1994	<u>8</u>	<u>-</u>	<u>8</u>

The aggregate market value of listed investments at 31 December 1995 was £8,000 (1994: £8,000).

## USHER-WALKER PLC

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 1995

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#### FIXED ASSETS INVESTMENTS (CONTINUED)

At 31 December 1995 the company and its subsidiaries held 100% of the ordinary share capital of the following companies, all of which are registered in England and Wales:

Shares held by the company:	Nature of business
Usher-Walker Group Limited	Manufacture of printing ink
C Wishart Hall and Company Limited	Dormant
Usher-Walker (Overseas) Limited	Dormant

#### Shares held by Usher-Walker Group Limited:

Usher-Walker (Printing Inks) Limited	Dormant
Usher-Walker (Liquid Inks) Limited	Dormant
Usher-Walker Rollers Limited	Dormant
Usher-Walkers (Management) Limited	Dormant
Usher-Walker (Export) Limited	Dormant
Usher-Walker (Sundries) Limited	Dormant
Wynne & Selby Limited	Dormant
Findlone Limited	Dormant
Flexographic Inks (Sales) Limited	Dormant

At 31 December 1995 the aggregate capital and reserves of Usher-Walker Group Limited was £120,000 (1994 : £1,054,000) and the profit for the financial year ended on that date was £1,174,000 (1994 : £621,000).

#### 6 DEBTORS

	1995 £'000	1994 £'000
Amounts owed by subsidiary undertakings	<u>5,661</u>	<u>5,349</u>

Included in the above figure of £5,661,000 is an amount of £2,000,000 (1994 : £2,000,000) which is due after more than one year.

#### 7 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	1995 £'000	1994 £'000
Amounts owed to subsidiary undertakings	<u>223</u>	<u>223</u>

# USHER-WALKER PLC

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 1995

### 8 PROVISIONS FOR LIABILITIES AND CHARGES

	Provision for pensions £'000
At 1 January 1995	1,069
Net transfers to provision	<u>5</u>
At 31 December 1995	<u><u>1,074</u></u>

The provision for pensions includes £350,000 in respect of former directors.

### 9 SHARE CAPITAL

	1995 £'000	1994 £'000
Authorised		
100,000 3.5% cumulative preference shares of each	100	100
10,000,000 ordinary shares of 10p each	<u>1,000</u>	<u>1,000</u>
	<u><u>1,100</u></u>	<u><u>1,100</u></u>
Allotted, called up and fully paid		
100,000 3.5% cumulative preference shares of £1 each	100	100
8,762,000 ordinary shares of 10p each	<u>876</u>	<u>876</u>
	<u><u>976</u></u>	<u><u>976</u></u>

#### Preference shares

The 3.5% cumulative share are non-equity shares which carry an entitlement to a dividend at the rate of 3.5p (net) per share per annum. Holders of preference shares have one vote for every share held but only if the preferential dividend has remained unpaid for a period of 3 months or greater after the end of the year to which it relates or on a resolution for the winding-up of the company or reducing the capital or on a resolution affecting the rights attached to the shares. Preference share shareholders have the right on a winding-up to receive, in priority to any other class of shares, the amount paid up per share together with any arrears of the preferential dividend.

# USHER-WALKER PLC

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 1995

### 10 SHAREHOLDERS' FUNDS

	Share capital £'000	Share premium account £'000	Re-valuation reserve £'000	Other capital reserves £'000	Profit and loss account £'000	Total £'000
At 1 January 1994	976	6,270	239	11	(2,533)	4,963
Loss retained for the year	-	-	-	-	(8)	(8)
At 31 December 1994	976	6,270	239	11	(2,541)	4,955
Loss retained for the year	-	-	-	-	(290)	(290)
Transfer from revaluation reserve to profit and loss account	-	-	(239)	-	239	-
At 31 December 1995	976	627	-	11	(2,592)	4,665

### 11 CAPITAL COMMITMENTS

The company had no capital commitments at 31 December 1995 or 31 December 1994.

### 12 CONTINGENT LIABILITIES

The company had no contingent liabilities at 31 December 1995 or 31 December 1994.

### 13 GUARANTEES AND FINANCIAL COMMITMENTS

The company participates in the Sun Chemical Limited group overdraft facility, and is a party to the unlimited multi-lateral cross-guarantees across the Sun Chemical group which secures this facility.

At 31 December 1995 the total net bank overdraft of the Sun Chemical group of companies was £3,469,000 (1994 : £6,464,000).

### 14 GROUP FINANCIAL STATEMENTS

The company has taken advantage of the exemption from preparing group financial statements allowed under S228(2) of the Companies Act 1985 as the company is included in the financial statements of a larger group, that of its holding company Sun Chemical Limited. Sun Chemical Limited is incorporated in Great Britain and registered in England and Wales.

# **USHER-WALKER PLC**

## **NOTES TO THE FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER 1995**

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### **15 PARENT UNDERTAKING**

The parent undertaking of the smallest group of undertakings of which the company is a member and for which group financial statements are drawn up is Sun Chemical Limited, a company registered in England. Copies of these financial statements can be obtained from the Registered Office of Sun Chemical Limited, Sandown Road, Watford, Hertfordshire.

The ultimate parent undertaking is Dainippon Ink and Chemicals Inc, incorporated in Japan. The consolidated financial statements of Dainippon Ink and Chemicals Inc are available to the public and may be obtained from DIC (Japan) Inc, DIC Building, 7 - 20 Nihonbashi, 3 - Chome, Chuo - Ko, Toyko 103, Japan.