

ELKINGTON MANSILL BOOTH LIMITED

**DIRECTORS' REPORT
AND
ACCOUNTS**

2002



Registered No. 164541

ELKINGTON MANSILL BOOTH LIMITED

DIRECTORS' REPORT - 2002

FINANCIAL YEAR ENDED 28 DECEMBER 2002

1. DIRECTORS

(a) At date of this report:

J A Ford (Chairman)
J P Narciso

(b) Retiring and seeking re-election:

None

(c) The interests of the directors in the shares of the Company and other Group Companies are disclosed in note 5 to the accounts.

2. RESULTS FOR THE YEAR

The Company did not trade during the year and accordingly no profit and loss account has been prepared. The Company was dormant within the meaning of Section 249AA(1) of the Companies Act 1985.

This report was approved by the Board of Directors on 14 October 2003 and is signed on their behalf by:



AJP BUNYAN
Secretary

1 Kingsway
LONDON
WC2B 6NP

ELKINGTON MANSILL BOOTH LIMITED

BALANCE SHEET AS AT 28 DECEMBER 2002

	<u>Notes</u>	<u>2002</u> £	<u>2001</u> £
FIXED ASSETS			
Investments	2	330,000	330,000
NET ASSETS		<u>£330,000</u>	<u>£330,000</u>
Represented by:			
CAPITAL AND RESERVES			
Called up share capital	3	330,000	330,000
EQUITY SHAREHOLDERS' FUNDS		<u>£330,000</u>	<u>£330,000</u>

- a) For the year ended 28 December 2002 the company was entitled to exemption under section 249AA(1) of the Companies Act 1985.
- b) Members have not required the company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985.
- c) The directors acknowledge their responsibility for:
- i) ensuring the company keeps accounting records which comply with section 221; and
 - ii) 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, and of its profit or loss for the financial year, in accordance with the requirements of section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

These accounts were approved by the Board of Directors on 14 October 2002 and are signed on their behalf by:

J. Ford.

J A FORD
Director

ELKINGTON MANSILL BOOTH LIMITED

NOTES TO THE ACCOUNTS

1. ACCOUNTING PRINCIPLES AND POLICIES

The accounts are prepared in accordance with historical cost accounting rules.

The accounts have been prepared in accordance with applicable Accounting Standards.

2. INVESTMENTS

	<u>2002</u>	<u>2001</u>
	<u>£</u>	<u>£</u>
Loan to Parent company	<u>£330,000</u>	<u>£330,000</u>

The Loan to Parent company is interest free and repayable on demand. There is no intention to demand repayment in the foreseeable future.

3. SHARE CAPITAL

	<u>Total Ordinary Shares £</u>
Authorised	
At 29 December 2001 and 28 December 2002	
1,600,000 ordinary shares of 25p each	<u>£400,000</u>
Called up share capital	
Allotted, issued and fully paid	
At 29 December 2001 and 28 December 2002	
1,320,000 ordinary shares of 25p each	<u>£330,000</u>

4. CONTINGENT LIABILITIES

The company is registered under the Group registration for Value Added Tax and is jointly liable for the amount of tax of £1,068,299 at 28 December 2002 (2001 £1,763,063) in respect of the ultimate parent company and certain UK Group companies.

ELKINGTON MANSILL BOOTH LIMITED

NOTES TO THE ACCOUNTS

5. DIRECTORS' SHARE AND DEBENTURE INTERESTS AT YEAR END

	<u>28.12.02</u>	<u>29.12.01</u>
(a) In the Company:		
J A Ford	Nil	Nil
J P Narciso	Nil	Nil

(b) In Delta plc

J P Narciso and J A Ford are directors of the immediate parent company and accordingly details of their holdings are not shown in these accounts. The immediate parent company is D&T Holdings Ltd.

6. ULTIMATE PARENT COMPANY

The ultimate parent company is Delta plc registered in England and Wales. Copies of the consolidated financial statements of Delta plc are available to the public at the registered office, 1 Kingsway, London, WC2B 6NP and copies can be obtained from this address.