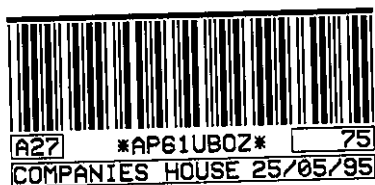


ELKINGTON MANSILL BOOTH LIMITED

DIRECTORS' REPORT
AND
ACCOUNTS

1994

Registered in England No. 164541



ELKINGTON MANSILL BOOTH LIMITED

DIRECTORS' REPORT - 1994

FINANCIAL YEAR ENDED 31 DECEMBER 1994

1. DIRECTORS

(a) At date of this Report:-

W.E. Garvey
R. McCutcheon
N.J. Bridges

(b) Retiring and seeking re-election:-

R. McCutcheon - by rotation

2. RESULTS OF THE YEAR

During 1994 the company acted as agent on behalf of a fellow Group company and all transactions have therefore been dealt with in that fellow Group company's accounts. Accordingly no profit and loss account has been prepared for the company

3. ACTIVITY OF THE BUSINESS

The company's principal activity during the year was acting as agent on behalf of a fellow Group company.

At 31 December 1994 this activity was terminated and the company has ceased to trade.

4. 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

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

ELKINGTON MANSILL BOOTH LIMITED

DIRECTORS' REPORT - 1994

4. DIRECTORS' RESPONSIBILITIES (continued)

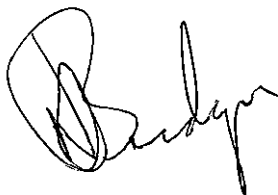
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records 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.

5. AUDITORS

In accordance with S.250 of the Companies Act 1985, a special resolution resolving that auditors shall not be appointed will be put to the Annual General Meeting.

This Report was approved by the Board of Directors on 27 January 1995 and is signed on their behalf by:



N.J. BRIDGES
Secretary

1 Kingsway
London WC2B 6XF

REPORT OF THE AUDITORS

TO THE MEMBERS OF ELKINGTON MANSILL BOOTH LIMITED

We have audited the financial statements on pages 4 to 6.

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 1994 and have been properly prepared in accordance with the Companies Act 1985.

Coopers & Lybrand

COOPERS & LYBRAND

Chartered Accountants and Registered Auditors
BIRMINGHAM

27 January 1995

ELKINGTON MANSILL BOOTH LIMITED

BALANCE SHEET 31 DECEMBER 1994

	<u>Notes</u>	<u>1994</u> £	<u>1993</u> £
FIXED ASSETS			
Investments	2	£ 330,000 =====	£ 330,000 =====

Represented by:

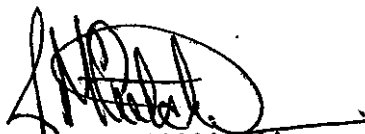
CAPITAL & RESERVES

Equity share capital	3	£ 330,000 =====	£ 330,000 =====
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The Company was dormant (within the meaning of Section 250 of the Companies Act 1985) throughout the period ended 31 December 1994.

There were no recognised gains or losses in the year.

These accounts were approved by the Board of Directors on 27 January 1995 and are signed on their behalf by:



R. MCCUTCHEON
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 in the United Kingdom.

2. INVESTMENTS

	<u>1994</u>	<u>1993</u>
Loan to Parent company	£330,000	£330,000
	=====	=====

The Loan to Parent company is interest free and repayable on demand.

3. SHARE CAPITAL

	<u>Ordinary Shares of 25p each £</u>
Authorised At 1 January 1994 and 31 December 1994	£400,000 =====
Called up share capital - allotted, issued and fully paid At 1 January 1994 and 31 December 1994	£330,000 =====

4. CONTINGENT LIABILITIES

- a) The company has jointly guaranteed with certain Group companies, Debenture Stock of its ultimate parent company and such guarantee is secured by a floating charge on the undertaking and assets of the company. The Debenture Stock outstanding at 31 December 1994 amounted to £6,444,217. The Debenture Stock will be redeemed in its entirety, by the ultimate parent company, on 5 May 1995.
- b) The company is registered under the Group registration for Value Added Tax and is jointly liable for the amount of tax of £3,171,000 at 31 December 1994, in respect of the ultimate parent company and certain UK Group companies.

ELKINGTON MANSILL BOOTH LIMITED

NOTES TO THE ACCOUNTS (continued)

5. DIRECTORS' SHARE AND DEBENTURE INTERESTS AT YEAR END		
	<u>31.12.1994</u>	<u>1. 1. 1994</u>
	£	£
a) In the Company - All directors	Nil	Nil
b) In Delta plc - N.J. Bridges] - R. McCutcheon]	Nil	Nil

W.E. Garvey is a director of the immediate parent company and accordingly details of his holdings are not shown in these accounts.

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 6XF and copies can be obtained from this address.