

Fisher-Karpark Holdings Limited

Directors' Report and Financial Statements

For the year ended 31 March 2001

Registered number: 646714



Directors' report

For the year ended 31 March 2001

The directors present their report on the affairs of the company, together with the financial statements and auditors' report, for the year ended 31 March 2001.

Principal activities and review of the business

The principal activity of the company is to act as an intermediate holding company. The company has not traded during the year.

Directors and their interests

The directors during the year were as follows:

RG Beeston
JA Biles
SD Jones
MJR Porter

No directors had any interests in the shares of the company at 31 March 2001 or 1 April 2000.

RG Beeston, JA Biles and SD Jones are also directors of the ultimate parent company, and their interests in the shares of that company are disclosed in that company's financial statements.

The interests of the other director who held office at 31 March 2001 in the share capital of the ultimate parent company, were as follows:

Ordinary 10p shares

	Number	
	2001	2000
MJR Porter	7,283	417

SAYE share option scheme

	Number				31 March 2001
	1 April 2000	Granted	Exercised	Lapsed	
MJR Porter	6,866	5,152	(6,866)	-	5,152

All the options granted in the year were at an option price of 188 pence per share.

Options in existence at 31 March 2001 are exercisable between 2003 and 2004 at a price of 188 pence per share.

Directors' report (continued)

Directors and their interests (continued)

The market price of the shares of FKI plc at 31 March 2001 was 191.25 pence and the range during the year was 153 pence to 265.5 pence.

All interests shown above are beneficial.

There are no other interests required to be disclosed under Section 234 of the Companies Act 1985.

Auditors

A resolution is to be proposed at the annual general meeting for the re-appointment of Arthur Andersen as auditors of the company.

15-19 New Fetter Lane
London
EC4A 1LY

By order of the Board



MJR Porter
Secretary

18 June 2001

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 year. 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; and
- 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.



To the members of Fisher-Karpark Holdings Limited:

We have audited the financial statements on pages 5 to 10 which have been prepared on the basis of the accounting policies set out on page 7.

Respective responsibilities of directors and auditors

As described on page 3 the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

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 affairs of the company as at 31 March 2001 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Arthur Andersen

Arthur Andersen
Chartered Accountants and Registered Auditors

1 City Square
Leeds
LS1 2AL

18 June 2001

Profit and loss account

For the year ended 31 March 2001

	Notes	2001 £'000	2000 £'000
Operating (expenses)/income	1	(7)	2
Operating (loss)/profit	2	(7)	2
Profit on sale of investment		-	2,447
Profit on sale of property		-	1,251
(Loss)/profit on ordinary activities before and after taxation	8	(7)	3,700

All amounts relate to discontinued operations.

There are no recognised gains or losses other than the (loss)/profit for the financial year.

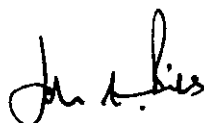
The accompanying notes are an integral part of this profit and loss account.

Balance sheet

31 March 2001

	Notes	2001 £'000	2000 £'000
Fixed assets			
Tangible fixed assets	3	3,635	-
Investments	4	-	-
		<u>3,635</u>	<u>-</u>
Current assets			
Debtors	5	20,420	23,269
Creditors: Amounts falling due within one year	6	<u>(11,811)</u>	<u>(11,018)</u>
Net current assets		<u>8,609</u>	<u>12,251</u>
Net assets		<u>12,244</u>	<u>12,251</u>
Capital and reserves			
Called-up share capital	7	420	420
Profit and loss account	8	<u>11,824</u>	<u>11,831</u>
Equity shareholders' funds	9	<u>12,244</u>	<u>12,251</u>

The accounts on pages 5 to 10 were approved by the board of directors on 18 June 2001 and signed on its behalf by:



JA Biles

Director

The accompanying notes are an integral part of this balance sheet.

Statement of accounting policies

31 March 2001

A summary of the principal accounting policies, all of which have been applied consistently throughout the year and the preceding year, is set out below:

Basis of accounting

The financial statements are prepared under the historical cost convention, in accordance with applicable accounting standards.

Group financial statements

The company has not prepared group financial statements as it is exempt from the requirement to do so by Section 228 of the Companies Act 1985 as it is a subsidiary undertaking of FKI plc, a company incorporated in Great Britain and registered in England and Wales, and is included in the consolidated financial statements of that company.

Cash flow statement

Under the provisions of FRS 1 "Cash flow statements (Revised 1996)", the company has not prepared a cash flow statement because its ultimate parent company, FKI plc, has prepared consolidated financial statements which include the financial statements of the company and which contain a cash flow statement.

Investments

Fixed asset investments are stated at cost less provision for impairment.

Foreign currencies

Transactions in foreign currencies are recorded at the rate of exchange 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.

Turnover

Turnover comprises the invoiced value of goods and services supplied by the company exclusive of sales taxes.

Notes to the financial statements

For the year ended 31 March 2001

1 Net operating (expenses)/income

	2001 £'000	2000 £'000
Administration expenses	(7)	-
Group charges	-	(55)
Foreign exchange gains	-	57
	<u>(7)</u>	<u>2</u>

2 Operating (loss)/profit

Operating (loss)/profit is stated after charging:

	2001 £'000	2000 £'000
Depreciation on owned tangible assets	<u>7</u>	<u>-</u>

There were no staff employed other than directors (2000: none).

The directors are remunerated by the ultimate parent company. The audit fee in 2000 and 2001 was borne by the parent undertaking.

3 Tangible fixed assets

	Land & buildings £'000
Cost	
1 April 2000	-
Intergroup addition	3,642
Disposal	-
31 March 2001	<u>3,642</u>
Depreciation	
1 April 2000	-
Charge for the year	7
31 March 2001	<u>7</u>
Net book value 31 March 2001	<u>3,635</u>
Net book value 31 March 2000	<u>-</u>

Notes to the financial statements (continued)

4 Investments

Investment in subsidiary undertakings

	£'000
Cost at 1 April 2000 and 31 March 2001	2,898
Provision for impairment in value at 1 April 2000 and 31 March 2001	(2,898)
Net book value at 1 April 2000 and 31 March 2001	-

<i>Name of subsidiary undertaking</i>	<i>Nature of business</i>	<i>Country of registration</i>	<i>Holding of ordinary share capital</i>
FKI Penistone Road Limited	Non-trading	England and Wales	100%

5 Debtors

	2001 £'000	2000 £'000
Amounts owed by parent undertaking and fellow subsidiary undertakings	20,064	22,913
Corporation tax recoverable	356	356
	<u>20,420</u>	<u>23,269</u>

6 Creditors: Amounts falling due within one year

	2001 £'000	2000 £'000
Amounts owed to parent undertaking and fellow subsidiary undertakings	9,898	9,105
Corporation tax	1,913	1,913
	<u>11,811</u>	<u>11,018</u>

7 Called-up share capital

	Number	£'000
<i>Authorised</i>		
10p ordinary shares		
1 April 2000 and 31 March 2001	<u>4,200,000</u>	<u>420</u>
<i>Allotted, called-up and fully paid</i>		
10p ordinary shares		
1 April 2000 and 31 March 2001	<u>4,200,000</u>	<u>420</u>

Notes to the financial statements (continued)

8 Reserves

	Profit and loss account £'000
1 April 2000	11,831
Retained loss for the year	(7)
31 March 2001	11,824

9 Reconciliation of movements in shareholders' funds

	2001 £'000	2000 £'000
(Loss)/profit for the financial year	(7)	3,700
Opening shareholders' funds	12,251	8,551
Closing shareholders' funds	12,244	12,251

10 Ultimate parent company

The directors regard FKI plc, a company incorporated in Great Britain and registered in England and Wales, as the company's ultimate parent company.

FKI plc is the parent undertaking of the largest group of which Fisher-Karpark Holdings Limited is a member and for which group financial statements are drawn up. FKI Engineering Limited incorporated in Great Britain and registered in England and Wales is the parent undertaking of the smallest group of which Fisher-Karpark Holdings Limited is a member and for which group financial statements are drawn up. Copies of the financial statements of FKI plc are available to the public from the Company Secretary, FKI plc, 15-19 New Fetter Lane, London, EC4A 1LY.