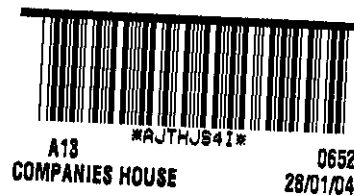


C & A Pickering Limited

**Directors' report and financial
statements**

Registered number 793730

For the year ended 30 June 2003



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Directors' report

The directors present their annual report and the audited financial statements for the year ended 30 June 2003.

Business review

The company has not traded during the year.

	2003 £000	2002 £000
Turnover	-	-
Profit on ordinary activities before taxation	-	-
Taxation	-	71
Profit on ordinary activities after taxation	-	71

Directors and directors' interests

The directors who served during the year were:

JS Bloor
JL Eastham
DIK Mehta

The interests of Mr JS Bloor, Mr JL Eastham and Mr DIK Mehta in the share capital of the ultimate parent company, Bloor Holdings Limited, are disclosed in the financial statements of that company.

None of the directors had any interest in the share capital of any subsidiary company of Bloor Holdings Limited.

Auditors

A resolution for the re-appointment of KPMG LLP as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

By order of the board



DIK Mehta
Secretary

Ashby Road
Measham
Swadlincote
Derbyshire
DE12 7JP

16 January 2004

Statement of directors' responsibilities

Company law requires the directors to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the company and of the profit or loss 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 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



KPMG LLP
2 Cornwall Street
Birmingham
B3 2DL

Independent auditors' report to the members of C & A Pickering Limited

We have audited the financial statements on pages 4 to 8.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the directors' report and, as described on page 2, 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.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

Basis of audit 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 as at 30 June 2003 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG LLP

KPMG LLP
Chartered Accountants
Registered Auditor

16 January 2004

Profit and loss account
for the year ended 30 June 2003

	<i>Note</i>	2003 £	2002 £
Turnover	<i>1</i>	-	-
Cost of sales		-	-
		<hr/>	<hr/>
Gross profit		-	-
Administrative expenses		-	-
		<hr/>	<hr/>
Operating profit		-	-
Profit on disposal of business operation		-	-
Interest receivable and similar income		-	-
		<hr/>	<hr/>
Profit on ordinary activities before taxation		-	-
Tax on profit on ordinary activities	<i>2</i>	-	70,967
		<hr/>	<hr/>
Retained profit for the year	<i>6</i>	-	70,967
		<hr/> <hr/>	<hr/> <hr/>

All amounts are derived from discontinued operations.

In both the current and preceding years the company had no recognised gains or losses other than those as reported above.

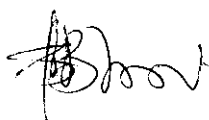
Balance sheet

as at 30 June 2003

	Note	2003 £	£	2002 £	£
Fixed assets					
Tangible assets			-		-
Current assets					
Stocks		-		-	
Debtors	3	777,751		777,751	
Cash at bank and in hand		-		-	
		<u>777,751</u>		<u>777,751</u>	
Creditors: Amounts falling due within one year	4	<u>(2,307)</u>		<u>(2,307)</u>	
Net current assets			<u>775,444</u>		<u>775,444</u>
Total assets less current liabilities			<u>775,444</u>		<u>775,444</u>
Capital and reserves					
Called up share capital	5	2,000		2,000	
Profit and loss account	6	773,444		773,444	
Equity shareholders' funds			<u>775,444</u>		<u>775,444</u>

These financial statements were approved by the board of directors on 16 January 2004 and were signed on its behalf by:

JS Bloor
Director



JL Eastham
Director



Reconciliation of movements in shareholders' funds
for the year ended 30 June 2003

	2003 £	2002 £
Profit for the financial year	-	70,967
Shareholders' funds at beginning of year	775,444	704,577
	<hr/>	<hr/>
Shareholders' funds at end of year	775,444	775,444
	<hr/>	<hr/>

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements:

Basis of accounting

The financial statements have been prepared under the historic cost convention and in accordance with applicable Accounting Standards.

Under Financial Reporting Standard 1 the company is exempt from the requirement to prepare a cashflow statement on the grounds that Bloor Holdings Limited, the company's ultimate parent undertaking, includes the company's cashflows in its own published consolidated cashflow statement.

Turnover

Turnover comprises the value of goods sold less trade discounts and value added tax.

Depreciation

Depreciation is calculated on a straight line basis to write off the cost of tangible fixed assets over their estimated useful lives. Freehold land is not depreciated.

The lives assumed are as follows:

Freehold property	- 50 years
Plant and equipment	- 4 to 6 years
Motor vehicles	- 5 years

Stocks

Stocks, which comprise finished goods for resale, are valued at the lower of cost and net realisable value.

2 Tax on profit on ordinary activities

	2003 £	2002 £
UK corporation tax at 30% (2002: 30%)	-	-
Adjustment relating to prior years	-	70,967
Total current tax	-	70,967
Deferred tax	-	-
Tax on profit on ordinary activities	-	70,967

The tax assessed for the year is different from the standard rate of corporation tax in the UK (30%). The differences are explained below:

	2003 £	2002 £
Profit on ordinary activities before taxation	-	-
Tax on profit on ordinary activities at 30% (2002: 30%)	-	-
<i>Factors affecting tax charge for the period</i>		
Ineligible expenses	-	-
Adjustment in respect of prior years	-	70,967
Corporation tax charge for the year	-	70,967

Notes (continued)

3 Debtors

	2003 £	2002 £
Amounts owed by group undertakings	777,751	777,751

4 Creditors: Amounts falling due within one year

	2003 £	2002 £
Amounts owed to group undertakings	2,307	2,307

5 Called up share capital

	2003 £	2002 £
<i>Authorised:</i> 5,000 ordinary shares of £1 each	5,000	5,000
<i>Allotted, called up and fully paid:</i> 2,000 ordinary shares of £1 each	2,000	2,000

6 Profit and loss account

	£
At beginning and end of year	773,444

7 Contingent liabilities

The company has guaranteed the bank overdrafts and bank loans of certain other group companies which at 30 June 2003 amounted to £Nil (2002: £6,622,399).

8 Related party disclosures

As a wholly owned subsidiary of Bloor Holdings Limited the company has taken advantage of the exemption under Financial Reporting Standard 8 not to provide information on related party transactions with other undertakings within the Bloor Holdings Limited group. Note 9 gives details of how to obtain a copy of the published financial statements of Bloor Holdings Limited.

9 Ultimate parent company

The company's ultimate parent company is Bloor Holdings Limited which is registered in England and Wales.

Copies of the financial statements of Bloor Holdings Limited may be obtained from the Registrar of Companies at Companies House, Crown Way, Maindy, Cardiff, CF4 3UZ.