

Woolcombers Limited

Directors' report and financial statements

31 March 2003

Registered number 872307



Woolcombers Limited

Directors' report and financial statements

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Woolcombers Limited

Directors' report

The directors present their annual report together with the audited financial statements for the year ended 31 March 2003.

Principal activities and business review

During the current year the company has operated solely as a holding company. No change in this activity is anticipated in the foreseeable future.

Results and dividends

The result for the year is set out in the profit and loss account on page 4. The directors do not recommend the payment of a dividend (2002 : £nil).

Directors and directors' interests

The directors who held office during the year were as follows:

I.M. Directors Limited
I.M. Secretaries Limited

No contracts between the company and either of its directors existed at any time during the year under review.

The director retiring by rotation is I.M. Directors Limited and being eligible, offers itself for re-election.

There are no directors' interests requiring disclosure under the Companies Act 1985.

Auditors

In accordance with Section 385 of the Companies Act 1985, a resolution for the re-appointment of Grant Thornton as auditors of the company, is to be proposed at the forthcoming Annual General Meeting.

By Order of the Board



for and on behalf of
I.M. Secretaries Limited
Secretary

PO Box 506
98 Kirkstall Road
Leeds
LS3 1YN

22 December 2003

Woolcombers Limited

Statement of directors' responsibilities for the financial statements

Company law in the United Kingdom 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; 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 maintaining 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.

Report of the independent auditors to the members of Woolcombers Limited

We have audited the financial statements of Woolcombers Limited for the year ended 31 March 2003 which comprise the profit and loss account, the balance sheet and notes 1 to 9. These financial statements have been prepared under the accounting policies set out therein.

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' responsibilities for preparing the directors' report and the financial statements in accordance with United Kingdom law and accounting standards are set out in the statement of directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with the relevant legal and regulatory requirements and United Kingdom Auditing Standards.

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.

We read other information contained in the directors' report, and consider whether it is consistent with the audited financial statements. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

Basis of opinion

We conducted our audit in accordance with United Kingdom Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relative 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 2003 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Grant Thornton
Registered Auditors
Chartered Accountants
Leeds



29 January 2004

Woolcombers Limited

Profit and loss account for the year ended 31 March 2003

	Note	2003 £'000	2002 £'000
Administration expenses		(1)	-
Other operating income		2	-
		<hr/>	<hr/>
Retained profit for the financial year	8	1	-
Retained profit brought forward		112	112
		<hr/>	<hr/>
Retained profit carried forward	8	113	112
		<hr/>	<hr/>

There were no recognised gains or losses other than those reflected above (2002 : £nil).

A statement of movement on reserves and in shareholders' funds is given in note 8.

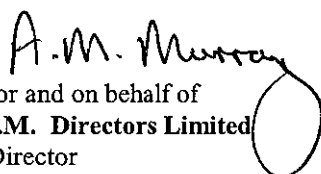
Woolcombers Limited

Balance sheet

31 March 2003

	Note	2003	2002
		£'000	£'000
Fixed Assets			
Investments	4	-	-
Current Assets			
Debtors: amounts falling due after more than one year	5	6,418	6,419
Creditors: amounts falling due within one year	6	-	(2)
Net current assets		6,418	6,417
Net assets		6,418	6,417
Capital and reserves			
Called up share capital	7	2,013	2,013
Share premium account	8	4,292	4,292
Profit and loss account	8	113	112
Shareholders' funds		6,418	6,417
Analysis of shareholders' funds			
Equity		4,418	4,417
Non-equity		2,000	2,000
		6,418	6,417

These financial statements were approved by the Board of Directors on 22 December 2003 and signed on its behalf by:


for and on behalf of
I.M. Directors Limited
Director

Woolcombers Limited

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.

Accounting convention

The financial statements have been prepared under the historical cost accounting rules and in accordance with applicable accounting standards.

Consolidation

Consolidated accounts have not been prepared for the company and its subsidiary undertakings as the company is a wholly owned subsidiary undertaking of Millbroad Limited, a company which is registered in England and Wales, and is therefore exempt under section 228 of the Companies Act from the obligation to prepare group financial statements.

Cash flow statement

Under Financial Reporting Standard 1 (revised 1996) the company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the company in its own published consolidated financial statements.

2 Tax reconciliation

The tax assessed for the year is lower than the standard rate of corporation tax in the UK of 30% (2002 : 30%). The differences are explained as follows:-

	2003 £'000	2002 £'000
Profit on ordinary activities before tax	1	-
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 30% (2002 : 30%)	-	-
Effect of :		
Expenses not deductible for tax purposes	1	-
Group relief not accounted for	(1)	-
	-	-

3 Staff numbers and costs

No person was employed by the company during the year.

The directors do not receive any remuneration in respect of their services to this company.

Woolcombers Limited

Notes (continued)

4 Investments

Shares in subsidiary undertaking	£
Cost:	
At 1 April 2002 and 31 March 2003	100
	<hr/>
Provision:	
At 1 April 2002 and 31 March 2003	100
	<hr/>
Net book value:	
At 31 March 2003	-
	<hr/>
At 31 March 2002	-
	<hr/>

The company owned the whole of the issued ordinary share capital of Pevensy Bay Limited (in liquidation)

5 Debtors

	2003 £'000	2002 £'000
Amounts falling due after more than one year:		
Amounts owed by parent undertaking	6,418	6,419
	<hr/>	<hr/>

6 Creditors

Amounts falling due within one year:		
Accruals and deferred income	-	2
	<hr/>	<hr/>

Woolcombers Limited

Notes (continued)

	2003 £'000	2002 £'000
7 Called up share capital		
Authorised, allotted, called up and fully paid		
2,000,000 ordinary shares of US \$0.01 each (equity)	13	13
2,000,000 deferred shares of £1 each (non-equity)	2,000	2,000
	<hr/>	<hr/>
	2,013	2,013
	<hr/>	<hr/>

Rights of non-equity interests are as follows:
Deferred shares of £1 each.

- (a) they are not entitled to any participation in the profits or assets of the company unless, on a return of assets on liquidation or otherwise, the holders of every other class of shares in the company shall have received the sum of £1 million in respect of each share: and
- (b) they do not carry the right to receive notice, or attend and vote at, any General Meeting of the company.

8 Shareholders' funds

	Share capital	Share premium	Profit and loss account	Shareholders' funds
	£'000	£'000	£'000	£'000
At 1 April 2002	2,013	4,292	112	6,417
Retained profit for the year	-	-	1	1
	<hr/>	<hr/>	<hr/>	<hr/>
At 31 March 2003	2,013	4,292	113	6,418
	<hr/>	<hr/>	<hr/>	<hr/>

9 Parent undertakings, ultimate parent company and transactions with related parties

Hartley Investment Trust Limited, which is incorporated in Great Britain and registered in England and Wales, is the ultimate parent undertaking of Woolcombers Limited. It is also the parent undertaking of the only group of undertakings for which group financial statements are drawn up and of which Woolcombers Limited is a member.

Group financial statements of Hartley Investment Trust Limited will be filed with the Registrar of Companies.

As a wholly owned subsidiary of Millbroad Limited, the company is exempt from the requirements of FRS8 to disclose transactions with other members of the group headed by Hartley Investment Trust Limited, on the grounds that group accounts are publicly available from Companies House.