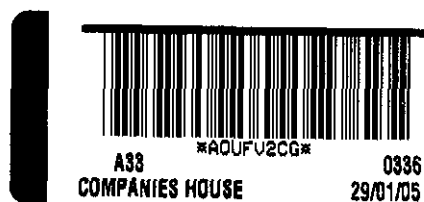


# **Woolcombers Limited**

## **Director's report and financial statements**

**31 March 2004**

Registered number 872307



# Woolcombers Limited

## Director's report and financial statements

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# Woolcombers Limited

## Director's report

The director presents its annual report together with the audited financial statements for the year ended 31 March 2004.

### 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 5. The directors do not recommend the payment of a dividend (2003 : £nil).

### Directors and directors' interests

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

I.M. Directors Limited

I.M. Secretaries Limited – resigned 6 August 2004

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

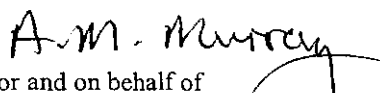
There are no director's interests requiring disclosure under the Companies Act 1985.

### Auditors

Following the resignation of Grant Thornton, Horwath Clark Whitehill LLP were appointed as auditors of the company on 27 April 2004.

In accordance with Section 385 of the Companies Act 1985, a resolution for the re-appointment of Horwath Clark Whitehill LLP 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  
**Grosvenor Secretaries Limited**  
Secretary

PO Box 506  
98 Kirkstall Road  
Leeds  
LS3 1YN

24 January 2005

# Woolcombers Limited

## Statement of director's responsibilities for the financial statements

Company law requires the director to prepare financial statements for each financial year, which give a true and fair view of the state of affairs of the company at the end of the year and of the profit or loss of the company for the year then ended. In preparing these financial statements, the director is required to:

- select suitable accounting policies as described on page 7 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 director is responsible for ensuring that proper accounting records are kept which disclose with reasonable accuracy at any time the financial position of the company and to enable it to ensure that the financial statements are in accordance with applicable law and United Kingdom accounting standards. It is also responsible for safeguarding the assets of the company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

## **Independent auditors' report to the members of Woolcombers Limited**

*We have audited the financial statements on pages 5 to 9 which have been prepared under the historical cost convention and the accounting policies set out on page 7.*

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 neither our audit work, nor the opinion formed.

### **Respective responsibilities of the director and the auditors**

The director's responsibilities for preparing the director's report and the financial statements in accordance with applicable law and United Kingdom accounting standards are set out in the statement of the director's responsibilities on page 2.

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 director's 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 director's 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 director 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.

# **Independent auditors' report to the members of Woolcombers Limited** *(continued)*

## **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 2004 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.*

*Horwath Clark Whitehill LLP*

Horwath Clark Whitehill LLP  
Chartered Accountants and Registered Auditors  
Arkwright House  
Parsonage Gardens  
Manchester  
M3 2HP

28 JAN 2005

# Woolcombers Limited

## Profit and loss account *for the year ended 31 March 2004*

	Note	2004 £'000	2003 £'000
Administration expenses		-	(1)
Other operating income		-	2
		<hr/>	<hr/>
<b>Retained profit for the financial year</b>		-	1
Retained profit brought forward		113	112
		<hr/>	<hr/>
<b>Retained profit carried forward</b>	7	113	113
		<hr/>	<hr/>

There were no recognised gains or losses other than those reflected above (2003 : £nil).

A statement of movement on reserves and in shareholders' funds is given in note 7.

# Woolcombers Limited

## Balance sheet

31 March 2004

	Note	2004 £'000	2003 £'000
<b>Fixed Assets</b>			
Investments	4	-	-
<b>Current Assets</b>			
<b>Debtors : amounts falling due within one year</b>	5	6,418	-
<b>Debtors: amounts falling due after more than one year</b>	5	-	6,418
<b>Net current assets</b>		6,418	6,418
<b>Net assets</b>		6,418	6,418
<b>Capital and reserves</b>			
Called up share capital	6	2,013	2,013
Share premium account	7	4,292	4,292
Profit and loss account	7	113	113
<b>Shareholders' funds</b>		6,418	6,418
<b>Analysis of shareholders' funds</b>			
Equity		4,418	4,418
Non-equity		2,000	2,000
		6,418	6,418

These financial statements were approved by the Board of Directors on 24 January 2005 and signed on its behalf by:

*A. M. Murray*  
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% (2003 : 30%). The differences are explained as follows:-

	2004 £'000	2003 £'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% (2003 : 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 2003 and 31 March 2004	100
	<hr/>
Provision:	
At 1 April 2003 and 31 March 2004	100
	<hr/>
Net book value:	
At 31 March 2004	-
	<hr/> <hr/>
At 31 March 2003	-
	<hr/> <hr/>

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

### 5 Debtors

	2004 £'000	2003 £'000
Amounts falling due within one year:		
Amounts owed by parent undertaking	6,418	-
	<hr/>	<hr/>
Amounts falling due after more than one year:		
Amounts owed by parent undertaking	-	6,418
	<hr/>	<hr/>

# Woolcombers Limited

## Notes (continued)

	2004 £'000	2003 £'000
<b>6 Called up share capital</b>		
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.

## 7 Shareholders' funds

	Share capital £'000	Share premium £'000	Profit and loss account £'000	Shareholders' funds £'000
At 1 April 2003 and 31 March 2004	2,013	4,292	113	6,418
	<hr/>	<hr/>	<hr/>	<hr/>

## 8 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.