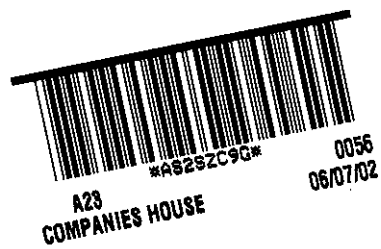


THE CROFTON OPTICAL GROUP LIMITED

DIRECTORS' REPORT AND ACCOUNTS

YEAR ENDED 30 SEPTEMBER 2001

Registered No: 958056



THE CROFTON OPTICAL GROUP LIMITED

REPORT OF THE DIRECTORS

The directors present their report and the accounts for the year ended 30 September 2001.

PRINCIPAL ACTIVITIES

The Company did not trade during the year.

DIRECTORS

The Directors during the year were:

T S Redfern

J R A LaLone (appointed 30 September 2001)

R H McGrath (resigned 14 June 2001)

E J Johnston (resigned 30 September 2001)

J R A LaLone retires by rotation and offers herself for re-election.

The Company is a 100% owned subsidiary of H Young Holdings PLC. No director has an interest in the share capital of any group company.

AUDITORS

In accordance with S 252 of the Companies Act 1985, S 384(1) of the Companies Act 1985 shall not apply to the Company and accordingly Auditors will not be appointed.

By Order of the Board

T S REDFERN

Company Secretary

28 June 2002

THE CROFTON OPTICAL GROUP LIMITED

BALANCE SHEET AT 30 SEPTEMBER 2001

	30 September 2001 £'000	30 September 2000 £'000
FIXED ASSETS		
Investment in subsidiary undertakings (Note 5)	<u>256</u>	<u>256</u>
CURRENT ASSETS		
Debtors (Note 2)	3,307	3,307
CREDITORS: amounts falling due after more than one year (Note 3)	<u>(256)</u>	<u>(256)</u>
NET CURRENT ASSETS	<u>3,051</u>	<u>3,051</u>
TOTAL ASSETS LESS CURRENT LIABILITIES	<u>3,307</u>	<u>3,307</u>
CAPITAL AND RESERVES		
Called up share capital (Note 4)	156	156
Share Premium Account	2,063	2,063
Profit and Loss Account (Note 6)	<u>1,088</u>	<u>1,088</u>
	<u>3,307</u>	<u>3,307</u>

The Company was dormant (within the meaning of Section 252 of the Companies Act 1985) throughout the year ended 30 September 2001.

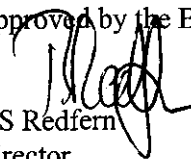
For the year ended 30 September 2001 the Company was entitled to exemption under section 249AA(1) of the Companies Act 1985.

Members have not requested the Company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985.

The directors acknowledge their responsibility for:

- (1) Ensuring the Company keeps accounting records which comply with section 221; and
- (2) Preparing accounts which give a true and fair view of the state of affairs of the Company as at the end of the financial year, and of its profit or loss for the financial year, in accordance with the requirements of section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the Company.

Approved by the Board on 28 June 2002


T S Redfern
Director

The notes set out on pages 3 to 4 form part of these accounts.

THE CROFTON OPTICAL GROUP LIMITED

NOTES TO THE ACCOUNTS - 30 SEPTEMBER 2001

1. PRINCIPAL ACCOUNTING POLICIES

(a) Basis of accounting

The accounts have been prepared under the historical cost convention and in accordance with applicable accounting standards.

(b) Consolidation

The Company has taken advantage of S 228 of the Companies Act 1985 so that consolidated accounts have not been produced for the Crofton Optical Group of companies.

2. DEBTORS

	2001 £'000	2000 £'000
Amounts due from fellow subsidiary undertakings	<u>3,307</u>	<u>3,307</u>

3. CREDITORS: (amounts falling due after more than one year)

	2001 £'000	2000 £'000
Amounts due to fellow subsidiary undertakings	<u>256</u>	<u>256</u>

4. SHARE CAPITAL

	2001 £'000	2000 £'000
AUTHORISED		
199,900 Ordinary Shares of £1 each	<u>200</u>	<u>200</u>
ALLOTTED AND FULLY PAID		
156,861 Ordinary Shares of £1 each	<u>156</u>	<u>156</u>

THE CROFTON OPTICAL GROUP LIMITED

NOTES TO THE ACCOUNTS - 30 SEPTEMBER 2001 (continued)

5. INVESTMENT IN SUBSIDIARY UNDERTAKINGS

The Company owns 100% of the issued share capital of the following companies which are incorporated in great Britain.

W A Crofton Limited	Dormant
Crofton Optical (Fylde) Limited	Dormant
Raycroft Limited	Dormant

6. PROFIT AND LOSS ACCOUNT

No profit and loss account has been prepared as the Company did not trade during the year. None of the directors received any emoluments in respect of their services.

7. ULTIMATE HOLDING COMPANY

The Company is a wholly owned subsidiary of H Young Holdings PLC, a company registered in England and Wales. Copies of the Group accounts can be obtained from the Company Secretary at Dominion House, Kennetside, Newbury, Berks, RG14 5PX.

In the opinion of the directors, the ultimate parent undertaking and controlling party is Rinaldo Rinaldini Limited, a company incorporated in Bermuda.