

Company No: 1089191

HARLEQUIN FABRICS & WALLCOVERINGS LIMITED

Report and Financial Statements

Year Ended 31 January 1998



HARLEQUIN FABRICS & WALLCOVERINGS LIMITED DIRECTORS' REPORT

The Directors submit their report and the financial statements for the year ended 31 January 1998.

PRINCIPAL ACTIVITIES AND REVIEW OF BUSINESS

As stated in note 2 to the financial statements, the company did not carry on business during the year. It is intended that the company will remain dormant for the foreseeable future.

DIRECTORS AND THEIR INTERESTS

The directors who served during the year are as follows:-

A J Connolly	(appointed 17 July, 1998)
J Sach	(appointed 17 July, 1998)
N G P Dann	(appointed 1 November, 1997)
W J Moore	(resigned 1 April, 1998)
P Mostyn	(resigned 17 July, 1998)
S R James	(appointed 1 November, 1997; resigned 3 July, 1998)

None of the Directors had any interests in the shares of the company at 1 February, 1997 and 31 January, 1998.

The interests of the Directors in the shares of the ultimate holding company, Walker Greenbank PLC, together with their interests at 1 February, 1997 and movements in the share options in the year were:-

	<u>Ordinary Shares of 15p each</u>		<u>1 Feb, 97</u>	<u>Share Options</u>		<u>31 Jan, 98</u>
	<u>1 Feb, 97</u>	<u>31 Jan, 98</u>		<u>Granted</u>	<u>Exercised</u>	
N G P Dann	-	-	25,000	15,000	-	40,000
W J Moore	-	-	193,640	30,000	-	223,640
S R James	-	-	25,000	15,000	-	40,000

The interests of P F Mostyn, who was also a Director of Walker Greenbank PLC, are shown in the financial statements of that Company, for the year ended 31 January, 1998.

AUDIT

The Company, having passed a Special Resolution in accordance with Section 250 of the Companies Act 1985, submits its financial statements unaudited.

By Order of the Board



A E Thomas
Secretary

REGISTERED OFFICE

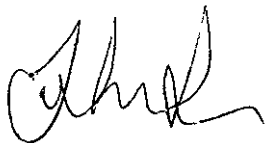
4 Brunel Court
Cornerhall
Hemel Hempstead
Hertfordshire
HP3 9XX

HARLEQUIN FABRICS & WALLCOVERINGS LIMITED
BALANCE SHEET AT 31 JANUARY 1998

	1998 £	1997 £
CURRENT ASSETS		
Debtors - amount owed by parent Undertaking	100 ==	100 ==
CAPITAL AND RESERVES		
Called up equity share capital (Note 4)	100 ==	100 ==

The Company was dormant within the meaning of Section 250 of the Companies Act 1985 throughout the financial year.

These financial statements were approved by the Board of Directors on **23 NOVEMBER 1998**



J Sach
Director

HARLEQUIN FABRICS & WALLCOVERINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
Year ended 31 January 1998

1. ACCOUNTING POLICIES

The financial statements have been prepared in accordance with applicable accounting standards. The particular accounting policies adopted are described below:

Accounting convention

The financial statements are prepared under the historical cost convention.

Agency Agreement

Under the terms of an agreement dated 1st October 1986, the company acts as manager and Agent for the parent undertaking, Abaris Holdings Limited which is now responsible for the discharge of all liabilities incurred by the company. During the year ended 31 January 1998, the company did not trade on its own account.

2. PROFIT AND LOSS ACCOUNT

The company did not trade in the year or the preceding year and made neither profit nor loss and, accordingly, a profit and loss account has not been prepared.

3. DIRECTORS REMUNERATION

No remuneration was receivable by the directors for their services to the company during the year(1997: £Nil).

4. CALLED UP SHARE CAPITAL

	1998 and 1997 £
Authorised, allotted, called up and fully paid:	100
100 ordinary shares of £1 each - equity	<u>100</u>

5. ULTIMATE PARENT UNDERTAKING

The company is a wholly owned subsidiary undertaking of Abaris Holding Limited which is registered in England and Wales.

The company is ultimately a wholly owned subsidiary undertaking of Walker Greenbank PLC, a company registered in England and Wales. Copies of the consolidated financial statements of Walker Greenbank PLC are available from the registered office at 4 Brunel Court, Cornerhall, Hemel Hempstead, Hertfordshire, HP3 9XX.