COMPANY NUMBER 2561752 TOTAL HYGIENE MANAGEMENT LIMITED ABBREVIATED ACCOUNTS 31st AUGUST 1994

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REPORT OF THE AUDITORS

TO TOTAL HYGIENE MANAGEMENT LIMITED

PURSUANT TO PARAGRAPH 24 OF SCHEDULE 8 TO THE COMPANIES ACT 1985

We have examined the abbreviated accounts on pages iii to iv together with the financial statements of Total Hygiene Management Limited prepared under section 226 of the Companies Act 1985 for the year ended 31st August 1994.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

The directors are responsible for preparing the abbreviated accounts in accordance with Schedule 8 to the Companies Act 1985. It is our responsibility to form an independent opinion as to the company's entitlement to the exemptions claimed in the directors' statement on page iii and whether the abbreviated accounts have been properly prepared in accordance with that Schedule.

BASIS OF OPINION

We have carried out the procedures we considered necessary to confirm, by reference to the audited financial statements, that the company is entitled to the exemptions and that the abbreviated accounts have been properly prepared from those financial statements. The scope of our work for the purpose of this report does not include examining or dealing with events after the date of our report on the full financial statements.

OPINION

In our opinion the company is entitled under Sections 246 and 247 of the Companies Act 1985 to the exemptions conferred by Section A of Part III of Schedule 8 to that Act, in respect of the year ended 31st August 1994, and the abbreviated accounts on pages iii to iv have been properly prepared in accordance with that Schedule.

OTHER INFORMATION

On 23rd November 1994 we reported, as auditors of Total Hygiene Management Limited, to the members on the financial statements prepared under Section 226 of the Companies Act 1985 for the year ended 31st August 1994 and our audit report was as follows:-

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.

RESPECTIVE RESPONSBILITIES OF DIRECTORS AND AUDITORS

As described on page 3 the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

BASIS OF 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.

REPORT OF THE AUDITORS

TO TOTAL HYGIENE MANAGEMENT LIMITED

PURSUANT TO PARAGRAPH 24 OF SCHEDULE 8 TO THE COMPANIES ACT 1985 (CONTINUED)

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 mis-statement 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 31st August 1994 and of its result for the year then ended and have been properly prepared in accordance with the requirements of the Companies Act 1985 applicable to small companies.

R G HILTON & CO

Rethough

Chartered Accountants & Registered Auditor

10a Bank Street

CASTLEFORD

23rd November 1994

TOTAL HYGIENE MANAGEMENT LIMITED

ABBREVIATED BALANCE SHEET FOR THE YEAR ENDED 31st AUGUST 1994

| NOTES | | <u> 1994</u> | 1993 |
|--------|---------------------------------------|--------------|--------------|
| TIOTES | FIXED ASSETS | <u>\$</u> | <u>£</u> |
| 2. | Tangible assets | | 4950 |
| | CURRENT ASSETS | | |
| | Debtors | 274 | 2675 |
| | CREDITORS | | |
| | Amounts falling due within one year | (925) | (8550) |
| | NET CURRENT (LIABILITIES) | (651) | (5875) —— |
| | TOTAL ASSETS LESS CURRENT LIABILITIES | £(651) | £(925) |
| | CAPITAL AND RESERVES | | |
| 3. | Called up share capital | 100 | 001 |
| | Profit and loss account | (751) | (1025) |
| | SHAREHOLDERS FUNDS | £(651) | £(925) |
| | | | |

Advantage is taken of the exemptions conferred by Section A Part III of Schedule 8 to the Companies Act 1985. In the directors' opinion the company is entitled to those exemptions having met the qualifications for a small company specified in Sections 246 and 247 of the Companies Act 1985.

Approved by the Board of Directors on 23rd November 1994.

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TOTAL HYGIENE MANAGEMENT LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31st AUGUST 1994

1. ACCOUNTING POLICIES

(a) Basis of accounting

The financial statements have been prepared in accordance with the historical cost convention, and include the results of the activity described in the directors' report, which is discontinued.

(b) Turnover

Turnover consists of the sales value (excluding VAT) of goods and services supplied to third parties.

(c) Depreciation

Depreciation is provided each year in order to write off the costs of fixed assets over their anticipated useful lives using the following rates:-

Fixtures, fittings and equipment - 15% Straight line
Motor vehicles - 25% Straight line

(d) Taxation

The charge for taxation is based on the result for the year. No provision for deferred taxation is made since in the opinion of the directors under going concern conditions there are no known circumstances which can give rise to liability under this heading in the foreseeable future.

(e) Operating leases

TANICIPLE CIVED ACCETO

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged to the profit and loss account as incurred.

Total

| 2. | TANGIBLE FIXED ASSETS | | rorai |
|----|--------------------------------|-----------|--------------|
| | Movements in year | | <u>£</u> |
| | Cost at 31st August 1993 | | 11917 |
| | Disposal | | (11917) |
| | At 31st August 1994 | | € |
| | Depreciation | | |
| | At 31st August 1993 | | 6967 |
| | Disposal | | (6967) |
| | At 31st August 1994 | | £ |
| | Net book value | | |
| | At 31st August 1994 | | £ |
| | At 31st August 1993 | | £4950 ——— |
| 3. | CALLED UP SHARE CAPITAL | 1994 | 1993 |
| | Authorised | <u>\$</u> | <u>£</u> |
| | 100 Ordinary shares of £1 each | €100 | 0013 |
| | Allotted and fully paid | | |
| | 100 Ordinary shares of £1 each | 200 | £100 |

TOTAL HYGIENE MANAGEMENT LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31st AUGUST 1994

4. HOLDING COMPANY

The company is a wholly owned subsidiary of Proton Chemicals Limited, a company incorporated in England.