

MARLOWE INVESTMENTS LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
31 DECEMBER 1995
REGISTERED NUMBER 2723962



MARLOWE INVESTMENTS LIMITED

DIRECTORS' REPORT - 31 DECEMBER 1995

The Directors submit their annual report and the audited financial statements for the year ended 31 December 1995.

1 REVIEW OF THE BUSINESS

The principal activity of the company is that of a holding company. The results for the Company are shown in the attached financial statements and notes. The Directors do not propose the payment of a dividend. The loss for the year of £21 (1994 - £nil) has been transferred to reserves.

None of the Directors received any emoluments in respect of their services to the Company.

2 STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law 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 keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and which enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

3 DIRECTORS

The Directors of the Company during the year ended 31 December 1995 were as follows:

R Y Ballantyne
D T McNair

There are, and have been during the year under review, no contracts with Group companies in which any of the Directors of the Company are or were interested.

BY ORDER OF THE BOARD


R Y BALLANTYNE
SECRETARY

28 June 1996

Price Waterhouse



**AUDITORS' REPORT TO THE MEMBERS OF
MARLOWE INVESTMENTS LIMITED**

We have audited the financial statements on pages 3 to 6 which have been prepared under the historical cost convention and accounting policies set out on page 5.

Respective responsibilities of Directors and auditors

As described in the Directors' report, the Company's Directors are responsible for the preparation of the 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.

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 at 31 December 1995 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Price Waterhouse

PRICE WATERHOUSE
Manchester
Chartered Accountants
and Registered Auditors

28 June 1996

MARLOWE INVESTMENTS LIMITED

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31ST DECEMBER 1995

	<u>Note</u>	<u>1995</u> £	<u>1994</u> £
Write off of cost of investment in subsidiaries	5	<u>(21)</u>	<u>-</u>
LOSS BEFORE TAXATION		(21)	-
Taxation	3	<u>-</u>	<u>-</u>
LOSS FOR THE FINANCIAL YEAR	6	<u>(21)</u>	<u>-</u>

Apart from the loss for the year there were no recognised gains or losses.

The notes and information on page 5 and 6 form part of these financial statements.

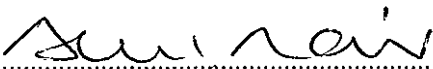

MARLOWE INVESTMENTS LIMITED

BALANCE SHEET AS AT 31ST DECEMBER 1995

	<u>Notes</u>	<u>1995</u> £	<u>1994</u> £
Fixed asset investments	5	-	-
Debtors - due from fellow subsidiaries		636,100	636,100
Creditors - amounts due within one year			
- due to fellow subsidiaries		<u>(454,268)</u>	<u>(454,247)</u>
NET CURRENT ASSETS		181,832	181,853
		<u> </u>	<u> </u>
CAPITAL AND RESERVES			
Called up share capital	7	2	2
Profit and loss account	6	<u>181,830</u>	<u>181,851</u>
EQUITY SHAREHOLDERS' FUNDS		181,832	181,853
		<u> </u>	<u> </u>

Apart from the loss for the year there were no movements in shareholders' funds.

APPROVED BY THE BOARD ON 28 JUNE 1995

DIRECTORS .....D T McNAIR
.....R Y BALLANTYNE

The notes and information on page 5 and 6 form part of these financial statements.

MARLOWE INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

1. COMPANY INFORMATION

The ultimate parent undertaking of Marlowe Investments Limited is Consolidated Electrical Distributors, Inc., an American company incorporated under the laws of the State of Delaware.

The Company is a wholly owned subsidiary of Marlowe Holdings Limited, a company registered in England. Marlowe Holdings Limited is the only company to consolidate the financial statements of Marlowe Investments Limited and copies of the Group financial statements may be obtained from the Registrar of Companies, Companies House, Cardiff, CF4 3UZ.

These financial statements present the financial information of the Company as an individual undertaking and not as a group. The Company is exempt from preparing group financial statements as it is a wholly owned subsidiary of a company which consolidates this Company and all its subsidiaries.

2. ACCOUNTING POLICIES

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

3. TAXATION

The transactions in the year did not give rise to a taxable charge or credit in the year.

4. EMPLOYEES

The company has no employees. Its activities are administered by staff on secondment from a fellow subsidiary.

5. INVESTMENTS IN SUBSIDIARIES

The Company acquired 21 dormant companies from fellow subsidiaries during the year. All the subsidiaries acquired were placed into liquidation in the year ended 31 December 1995.

The movement on investments is as follows:

	£
Balance at 1 January 1995	-
Cost of shares acquired	21
Written off in the year	<u>(21)</u>
Balance at 31 December 1995	-
	<hr/>

6. PROFIT AND LOSS ACCOUNT

	£
At 1 January 1995	181,851
Loss for year	<u>(21)</u>
At 31 December 1995	<u>181,830</u>

MARLOWE INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

7	<u>CALLED UP SHARE CAPITAL</u>	<u>1995</u>	<u>1994</u>
		£	£
	<u>Authorised</u>		
	1,000 ordinary shares of £1 each	1,000	1,000
		<u> </u>	<u> </u>
	<u>Allotted and fully paid</u>		
	2 ordinary shares of £1 each	2	2
		<u> </u>	<u> </u>
8	<u>DIRECTORS' EMOLUMENTS</u>		

No emoluments were paid to Directors for their services to the Company during the year.