

BROOMCO (1245) LIMITED

COMPANY NO 3338467

ACCOUNTS FROM THE DATE OF INCORPORATION ON

22ND MARCH 1997 TO 27TH DECEMBER 1997



BROOMCO (1245) LIMITED

Notice is hereby given that the Annual General Meeting of the Shareholders of Broomco (1245) limited will be held at the Registered Office, Mildmay Road, Bootle on 28th April 1998.

The business of the meeting will be:-

ORDINARY BUSINESS

To receive the reports of the Directors and the Auditors and to adopt the Balance Sheet for the period from the date of incorporation to 27th December 1997.

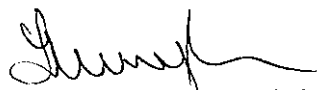
SPECIAL BUSINESS

Special Resolution - To propose that in accordance with Section 250 of the Companies Act 1985, the Company shall henceforth be exempt from the provisions of Part VII of the Companies Act 1985 relating to the audit of accounts.

To transact any other business which may be transacted at an Annual General Meeting.

A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and such a proxy need not be a member.

BY ORDER OF THE BOARD



Mrs Y M Monaghan (Director)

For and on behalf of:

Johnson Group Management Services Ltd.

Secretary

16th March 1998

Mildmay Road
Bootle
Merseyside
L20 5EW

BROOMCO (1245) LIMITED

DIRECTORS

Johnson Brothers (Cleaners) Limited

Paul Fairburn

SECRETARY

Johnson Group Management Services Ltd

AUDITORS

Coopers & Lybrand
Chartered Accountants and Registered Auditors, Liverpool

REGISTERED OFFICE

Mildmay Road, Bootle, Merseyside L20 5EW

BROOMCO (1245) LIMITED

REPORT OF THE DIRECTORS

The Directors submit for consideration their Annual Report for the period from the date of incorporation of to 27th December 1997.

Activities and Results

The Company has not traded during the period from 22nd March 1997 to 27th December 1997. The Directors do not recommend the payment of a dividend.

Directors

The Directors of the Company are as listed on page 2. All were appointed 7th May 1997. Broomco Management Services Ltd and Broomco Secretarial Services Ltd held office from the date of incorporation on 22nd March 1997 to the date their resignation on the 7th May 1997.

Directors' Interests

None of the Directors had any interest in the share capital of the Company.

Auditors

In accordance with Section 250 of the Companies Act 1985 a Special Resolution proposing that no Auditors be appointed shall be considered at the Annual General Meeting of the Company.

Company Status

The Directors are advised that the ultimate holding Company Johnson Group Cleaners PLC is not a close Company within the meaning of the Income and Corporation Taxes Act 1988

Registered Number

The Company is incorporated and registered in England and Wales under company number 3338467.

BY ORDER OF THE BOARD



Mrs Y M Monaghan (Director)

For and on behalf of:

Johnson Group Management Services Ltd.

Secretary

16th March 1998

BROOMCO (1245) LIMITED

DIRECTORS' RESPONSIBILITIES

The Directors are required by the Companies Act 1985 to prepare Financial Statements which give a true and fair view of the state of affairs of the company at the end of each financial year and of its profit for the year. In preparing the Financial Statements on a going concern basis, the Directors ensure that applicable Accounting and Financial Reporting Standards have been followed and that appropriate accounting policies, consistently applied and supported by judgements and estimates which are both reasonable and prudent, have been used.

The Directors are also responsible for maintaining adequate accounting records and for ensuring that an appropriate system of internal control is in operation to provide them with reasonable assurance that the assets of the Company are properly safeguarded and that fraud and other irregularities will be prevented or detected.

REPORT OF THE AUDITORS TO THE MEMBERS OF BROOMCO (1245) LIMITED

We have audited the Financial Statement on page 5.

Respective Responsibilities of Directors and Auditors

As described above 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.

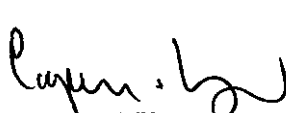
Basis of Opinion

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.

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 Statement gives a true and fair view of the state of the Company's affairs at 27th December 1997 and has been properly prepared in accordance with the Companies Act 1985.


COOPERS & LYBRAND

Chartered Accountants and Registered Auditors
Liverpool 16th March 1998

BROOMCO (1245) LIMITED

BALANCE SHEET AT 27TH DECEMBER 1997

1997

CURRENT ASSETS

Balance due from Johnson Group Cleaners PLC

£ 2

CALLED-UP SHARE CAPITAL

2 Equity Ordinary Shares of £1 each
Authorised, Allotted, Called-up and Fully Paid

£ 2

The Company was dormant (within the meaning of Section 250 of the Companies Act 1985) throughout the period ended 27th December 1997.

The Directors' report and Financial Statement on page 5 was approved by the Board of Directors on 16th March 1998, and signed on its behalf by:-



M A Sutton (Director)
For and on behalf of:
Johnson Brothers (Cleaners) Ltd
DIRECTOR

Accounting Policy - Basis of Accounting

The historical cost convention has been used in this Financial Statement. The Financial Statement has been prepared in accordance with Accounting and Financial Reporting Standards applicable in the United Kingdom.