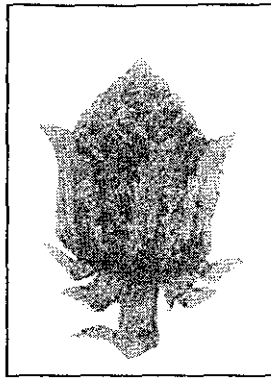


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RAMTEAZLE LIMITED
REPORT OF THE DIRECTORS AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2002



Saffery Champness

**RAMTEAZLE LIMITED
FINANCIAL STATEMENTS
YEAR ENDED 31 DECEMBER 2002**

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RAMTEAZLE LIMITED
DIRECTORS, OFFICERS AND REGISTERED OFFICE

DIRECTORS: Mr R. Saunders – Chairman
Mr A.C. Blessley
Mr R. Saunders
Mr H.J.A. McDougall

SECRETARY: Mr A. C. Woods

AUDITORS: Saffery Champness
Lion House,
Red Lion Street,
London, WC1R 4GB

**REGISTERED
OFFICE:** Clothworkers' Hall,
Dunster Court,
Mincing Lane,
London, EC3R 7AH

**COMPANY
REGISTERED
NUMBER:** 1184635

**RAMTEAZLE LIMITED
DIRECTORS' REPORT**

The Directors present their Report and the financial statements of the Company for the year ended 31 December 2002.

RESULTS AND DIVIDENDS

The loss for the year after taxation was £35,600 (2001: £175 loss). A donation of £92,000 was made to The Clothworkers' Foundation (2001: £73,000) under the Gift Aid scheme. The tax charge for the year of £27,034 (2001: £2,337 credit) is wholly due to a deferred tax adjustment.

The Directors do not recommend that a dividend is paid (2001: £nil).

REVIEW OF THE BUSINESS

The Company's principal activity during the year continued to be the provision of management and ancillary services. The Company's financial position at 31 December 2002 is shown in the attached balance sheet.

FUTURE DEVELOPMENTS

The Directors are developing the activities of the Company, taking into account the general economic conditions which exist in the current year.

DIRECTORS

The Directors who have held office during the year are:-

Mr. R. Saunders (appointed 1 April, 2002) - Chairman
Mr. A.C. Blessley
Mr. G.C.R. Booth (retired 31 March, 2002)
Mr. J.C. Hutchins (retired 31 March, 2002)
Mr. J.H. Jones (retired 31 March, 2002)
Mr. R.H. Jones
Mr. A.P. Leslie (retired 30 April, 2002)
Mr. A.A.M. Mays-Smith (appointed 1 April, 2002, retired 24 July 2002)
Mr. H.J.A. McDougall (appointed 1 April, 2002)

In accordance with the Articles of Association, Mr A.C. Blessley will retire by rotation from the Board at the Annual General Meeting and will offer himself for re-election.

DIRECTORS' INTERESTS

The Directors held no beneficial interests requiring to be disclosed under s325 of the Companies Act 1985.

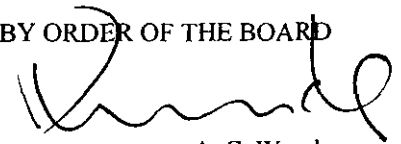
AUDITORS

Having been appointed since the previous Annual General Meeting, Saffery Champness have signified their willingness to continue in office as auditors and a resolution reappointing them will be submitted to the Annual General Meeting.

Clothworkers' Hall,
Dunster Court,
Mincing Lane,
London, EC3R 7AH.

22 May, 2003

BY ORDER OF THE BOARD



A. C. Woods
Secretary

RAMTEAZLE LIMITED
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; 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 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.

The Directors are also responsible for ensuring that the Directors' Report, and other information included in the financial statements, is prepared in accordance with company law in the United Kingdom

RAMTEAZLE LIMITED
YEAR ENDED 31 DECEMBER 2002

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS

We have audited the financial statements on pages 6 to 13. These financial statements have been prepared under the historical cost convention and the accounting policies set out therein.

Respective responsibilities of directors and auditors

As described in the statement of directors' responsibilities on page 4, the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the directors' report and consider the implications for our report if we become aware of any apparent misstatements within it or material inconsistencies with the financial statements.

Basis of audit opinion

We conducted our audit in accordance with United Kingdom 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 as at 31 December 2002 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Saffery Champness
Registered Auditors

22 May
2003

RAMTEAZLE LIMITED
PROFIT AND LOSS ACCOUNT
YEAR ENDED 31 DECEMBER 2002

	<u>Notes</u>	<u>2002</u> £	<u>2001</u> £
Turnover	2	1,858,115	1,732,794
Administrative expenses		1,784,185	1,678,319
		73,930	54,475
Interest receivable	3	9,504	16,013
		83,434	70,488
Donation	4	92,000	73,000
Loss on ordinary activities before taxation	6	(8,566)	(2,512)
Tax charge/(refund)on on ordinary activities	7	27,034	(2,337)
Retained loss for the year	14	(35,600)	(175)

All amounts relate to continuing operations.

The Company has no recognised gains or losses other than the loss for the year.

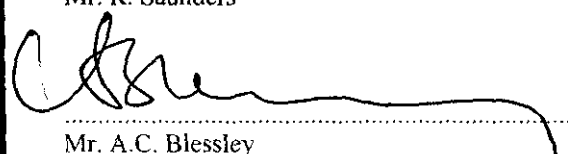
RAMTEAZLE LIMITED
BALANCE SHEET
AS AT 31 DECEMBER 2002

	<u>Notes</u>	<u>£</u>	<u>2002</u>	<u>£</u>	<u>2001</u>	<u>£</u>
FIXED ASSETS						
Tangible assets	8		167,494		154,071	
CURRENT ASSETS						
Stocks	9	285,166		275,182		
Debtors	10	49,611		372,316		
Short term deposits		275,000		257,000		
Cash at bank and in hand		370,805		164,149		
		980,582		1,068,647		
CREDITORS						
Amounts falling due within one year	11	354,840		420,916		
NET CURRENT ASSETS			625,742		647,731	
TOTAL ASSETS LESS CURRENT LIABILITIES						
			793,236		801,802	
PROVISIONS FOR LIABILITIES AND CHARGES	12		27,034		-	
NET ASSETS			766,202		801,802	
CAPITAL AND RESERVES						
Called up share capital	13		49,907		49,907	
Profit and loss account	14		716,295		751,895	
EQUITY SHAREHOLDERS' FUNDS	15		766,202		801,802	

Approved by the Directors on 22 May 2003


 Mr. R. Saunders

Directors


 Mr. A.C. Blessley

RAMTEAZLE LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 DECEMBER 2002

1 ACCOUNTING POLICIES

(a) Accounting convention

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

(b) Stocks

Stocks are valued at the lower of cost and net realisable value.

(c) Depreciation

Depreciation is calculated to write off the cost of the fixed assets over the period of their useful lives at the rate of 20% per annum on cost for Furniture, Fittings and Equipment and 25% per annum on cost for Motor Vehicles.

(d) Pension costs

The expected cost of providing pensions as calculated periodically by professionally qualified actuaries is charged to the profit and loss account so as to spread the cost over the service lives of employees in the scheme in such a way that the pension cost is a substantially level percentage of current and expected future pensionable payroll (see note 16).

(e) Deferred tax

In accordance with Financial Reporting Standard 19 (FRS 19) the accounting policy in respect of deferred tax has been changed. Deferred tax is provided in respect of timing differences, other than permanent differences, that have originated but not reversed by the balance sheet date. The requirement prior to the implementation of FRS 19 was for deferred tax to be provided to the extent that crystallisation of a tax liability was probable.

2 TURNOVER	<u>2002</u> £	<u>2001</u> £
Administration fees and income arising from ancillary services net of VAT	1,858,115	1,732,794
	<u> </u>	<u> </u>
3 INTEREST RECEIVABLE		
Bank deposit interest	9,504	16,013
	<u> </u>	<u> </u>

4 DONATION

A donation of £92,000 (2001: £73,000) was made to The Clothworkers' Foundation under the Gift Aid scheme.

5 DIRECTORS' REMUNERATION AND STAFF COSTS

None of the Directors received any remuneration in respect of their services to the Company. One Director received emoluments for his services to the parent undertaking, to which those emoluments were re-charged.

Staff costs included in administrative expenses were as follows:

Salaries and wages	858,690	872,164
Social security costs	77,319	83,500
Contributions to pension scheme (see note 16)	8	8
	<u> </u>	<u> </u>
	936,017	955,672
	<u> </u>	<u> </u>

The average weekly number of employees (excluding directors) during the year was 31 (2001 : 34).

RAMTEAZLE LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 DECEMBER 2002

	<u>2002</u> £	<u>2001</u> £
6 LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		
This is stated after charging:-		
Depreciation	79,593	72,299
Auditors' remuneration - Audit	10,050	13,300
- Non-audit	3,000	3,145
7 TAX CHARGE/(REFUND) ON LOSS ON ORDINARY ACTIVITIES		
Analysis of the tax charge for the period		
Current tax charge :		
UK Corporation Tax	-	-
Adjustments to current tax payable for previous periods :		
UK Corporation Tax	-	(2,337)
Deferred tax	27,034	(2,337)
Tax charge/(refund) on loss on ordinary activities	27,034	(2,337)
Factors affecting the tax charge for the period		
Loss on ordinary activities before taxation	(8,566)	(2,512)
Loss on ordinary activities multiplied by standard rate of Corporation Tax of 19% (2001:20%)	(1,628)	(502)
Effects of :		
Expenses not deducted for tax purposes	17,480	14,895
Depreciation	15,123	14,460
Capital allowances	(14,011)	(13,607)
Loss/(profit) on disposal of fixed assets	516	(646)
Charges on income	(17,480)	(14,600)
	1,628	502
	-	-

RAMTEAZLE LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 DECEMBER 2002

7 TAX CHARGE/(REFUND) ON LOSS ON ORDINARY ACTIVITIES (continued)

The change in deferred tax accounting policy set out in note 1(e) results in the establishment of a deferred tax provision of £27,034 and a corresponding charge to the profit and loss account as shown above. No prior year adjustment has been made in respect of this change in accounting policy as the directors consider that the effect on the accounts is not material.

		<u>2002</u> £	<u>2001</u> £
8 TANGIBLE ASSETS			
	<u>Motor Vehicles</u> £	<u>Furniture, Fittings and Equipment</u> £	<u>Total</u> £
Cost			
At 1 January 2002	106,602	657,311	763,913
Additions	-	95,734	95,734
Disposals	-	(24,408)	(24,408)
At 31 December 2002	<u>106,602</u>	<u>728,637</u>	<u>835,239</u>
Depreciation			
At 1 January 2002	36,646	573,196	609,842
Provided during the year	26,651	52,942	79,593
On disposals	-	(21,690)	(21,690)
At 31 December 2002	<u>63,297</u>	<u>604,448</u>	<u>667,745</u>
Net book amount			
At 31 December 2002	<u>43,305</u>	<u>124,189</u>	<u>167,494</u>
At 31 December 2001	<u>69,956</u>	<u>84,115</u>	<u>154,071</u>

9 STOCKS

Stocks comprise stocks of consumables held for use by the company, and minor items for resale.

	<u>2002</u> £	<u>2001</u> £
10 DEBTORS		
Trade debtors	7,750	1,500
Amounts owing by other group undertakings	3,135	164,133
Prepayments and accrued income	35,804	35,624
Other debtors	2,922	171,059
	<u>49,611</u>	<u>372,316</u>

RAMTEAZLE LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 DECEMBER 2002

	<u>2002</u> £	<u>2001</u> £
11 CREDITORS		
Amounts falling due within one year:		
Trade creditors	55,725	78,835
Taxation and social security	25,793	25,055
Accruals and deferred income	163,611	218,321
Other creditors	109,711	98,705
	354,840	420,916
12. PROVISIONS FOR LIABILITIES AND CHARGES		
Provision for deferred tax		
Accelerated capital allowances	27,034	-
Provision at start of year	-	-
Deferred tax (credit)/charge for the period	27,034	-
Provision at end of year (Accelerated capital allowances)	27,034	-
13 SHARE CAPITAL		
Authorised:		
Ordinary shares of £1 each	50,000	50,000
Allotted and fully paid:		
Ordinary shares of £1 each	49,907	49,907
14 PROFIT AND LOSS ACCOUNT		
At 1 January 2002	751,895	752,070
Loss for the year	(35,600)	(175)
At 31 December 2002	716,295	751,895
15 EQUITY SHAREHOLDERS' FUNDS		
Reconciliation of movements in shareholders' funds		
At 1 January 2002	801,802	801,977
Loss for the financial year	(35,600)	(175)
At 31 December 2002	766,202	801,802

RAMTEAZLE LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 DECEMBER 2002

16 PENSION SCHEME

The group operates a defined benefit pension scheme for all of its employees. The assets of the scheme are held in a separate trustee-administered fund. The scheme is subject to triennial valuation by independent actuaries, the last valuation being carried out as at 31 December 1999 using the attained age method. The actuarial assumptions made in the valuation were that the overall rate of return on investments in the future would exceed salary increases by 1.0% per annum and pension increases by 2.0 % per annum.

At the last valuation date the market value of the scheme's assets was £9,574,000. The actuarial value of these assets was sufficient to cover 116% of the benefits which had accrued to members, after allowing for expected future increases in earnings. The scheme is funded by means of an employer's contribution of £8 per annum together with the retention in the scheme of rental income received by the scheme trustees equivalent to the funding rate required in accordance with the actuarial valuation. This funding rate takes account of the surplus disclosed by the valuation over the average remaining service lives of the members of the scheme. There is also an employees' contribution of 5% p.a. of pensionable pay; this applies to employees who commenced their employment on or after 1st May, 2002.

An interim actuarial valuation was undertaken as at 31 December 2002 by a qualified independent actuary. The major assumptions used by the actuary were (in nominal terms):

	<u>2002</u>	<u>2001</u>
Rate of increase in pensionable salary	4.50%	4.50%
Rate of increase in pensions in payment	2.50%	2.50%
Discount rate	5.50%	5.75%
Inflation assumption	2.50%	2.50%

The assets in the scheme and the expected rate of return (net of investment management expenses) were:

	<u>2002</u>	<u>2001</u>
	<u>% p.a.</u>	<u>% p.a.</u>
Equities	7.00	7.50
Bonds	5.00	5.50
Other	4.00	5.00
Total market value of assets	7,226	9,173
Actuarial value of liabilities	9,013	7,975
(Deficit)/surplus in the scheme	<u>(1,787)</u>	<u>1,198</u>

Analysis of amount charged to operating profit :	<u>2002</u>
	<u>£000</u>
Current Service Cost	313
Past Service Cost	79
Curtailment and Settlements	-
Decrease in irrecoverable surplus	-
Total Operating Charge	<u><u>392</u></u>

Analysis of amount credited to other finance income :

Expected return on pension scheme assets	651
Interest on pension liabilities	(461)
Net Return	<u><u>190</u></u>

Analysis of Amount Recognised in Statement of Total Recognised Gains and Losses (STRGL) :

Actual return less expected return on pension scheme assets	(2,563)
Experience gains and losses arising on the scheme liabilities	218
Changes in assumptions underlying the present value of scheme liabilities	(718)
Actuarial gain/(loss) in pension plan	(3,063)
Increase/(decrease) in irrecoverable surplus from membership full and other factors	-
Actuarial gain/(loss) recognised in STRGL	<u><u>(3,063)</u></u>

RAMTEAZLE LIMITED
DETAILED PROFIT AND LOSS ACCOUNT
YEAR ENDED 31 DECEMBER 2002

Movement in Surplus During the Year :	<u>2002</u> <u>£000</u>
Surplus in scheme at beginning of the year	1,231
Current Service Cost	(313)
Employer contributions	240
Other income plus any risk benefit premiums paid direct to insurer	75
Other outgoing (e.g. expenses, etc)	(68)
Past service costs	(79)
Impact of settlements and curtailments	-
Net return	190
Actuarial gains/(losses)	<u>(3,063)</u>
Surplus in scheme at end of year	<u>(1,787)</u>

History of Experience Gains and Losses :

Difference between the actual and expected return on scheme assets	(2,563)
Value of Plan assets	7,226
Percentage of scheme assets	-35.47%
Experience gains/(losses) on scheme liabilities	218
Present value of scheme liabilities	9,013
Percentage of the present value of the scheme liabilities	2.42%
Actuarial gain/losses recognised in STRGL	(3,063)
Present value of scheme liabilities	9,013
Percentage of the present value of scheme liabilities	-33.99%

The overall employer contributions made in respect of all pension arrangements in 2002 were £307,670 (2001 : £324,484)

17 ULTIMATE PARENT UNDERTAKING AND RELATED PARTY TRANSACTIONS

The Company's immediate and ultimate parent undertaking is the Worshipful Company of Clothworkers, (The Clothworkers' Company) incorporated under Royal Charter in 1528. The company also serves as the controlling entity. The Clothworkers' Foundation, a charity, is a related party of The Clothworkers' Company.

Transactions concerning related parties were as follows:

	<u>2002</u> <u>£</u>	<u>2001</u> <u>£</u>
Amounts received/(paid)		
Administrative service charges:		
The Clothworkers' Company	1,461,000	1,387,000
The Clothworkers' Foundation	344,000	303,000
Goldenram Limited	-	407
Clothworkers' Company Pension Scheme	20,000	20,000
Donations (Gift Aid) :		
The Clothworkers' Foundation	(92,000)	(73,000)
 Debtors/(creditors)		
The Clothworkers' Company	3,135	164,133
The Clothworkers' Foundation	(7,902)	92,750
Clothworkers' Company Pension Scheme	(22,611)	(42,913)

RAMTEAZLE LIMITED
DETAILED PROFIT AND LOSS ACCOUNT
YEAR ENDED 31 DECEMBER 2002

	<u>2002</u> £	<u>2001</u> £
TURNOVER		
Administration charges	1,825,000	1,710,407
Property service charge	-	5,729
Miscellaneous income	230	134
Hire of Hall	32,885	16,524
	1,858,115	1,732,794
INTEREST RECEIVABLE		
Interest receivable on deposits	9,504	16,013
ADMINISTRATIVE EXPENSES		
Salaries, wages and benefits	1,025,733	1,031,960
Staff-related expenses	23,535	14,692
Motor vehicle running costs	12,168	10,693
Information systems	49,353	39,487
Legal and professional expenses	39,597	44,187
Communications	29,441	27,264
Office expenses	75,241	53,645
Sundry expenses	19,956	22,771
Catering costs	50,767	54,667
Building repairs and maintenance	96,174	50,104
Cleaning	21,984	26,920
Repair and maintenance of furniture, fittings and equipment	4,298	18,222
Insurance	68,536	54,464
Utilities	45,468	44,238
Local taxation	95,123	89,569
Depreciation	79,593	72,299
Loss/(profit) on sale of fixed assets	2,718	(3,231)
VAT irrecoverable	31,406	18,733
Direct costs of Hall hire	1,771,091	1,670,684
	13,094	7,635
	1,784,185	1,678,319