

Report and Accounts

Colefax and Fowler Limited

30 April 2001

Registered Number 1520607



Colefax and Fowler Limited

Registration No. 1520607

DIRECTORS

R Barker
D B Green
A Grafton

SECRETARY

R Barker

AUDITORS

Ernst & Young LLP
Becket House
1 Lambeth Palace Road
London SE1 7EU

REGISTERED OFFICE

39 Brook Street
London W1K 4JE

DIRECTORS' REPORT

The directors submit their report and accounts for the year ended 30 April 2001.

RESULTS AND DIVIDENDS

The company did not trade during the year or last year and accordingly no profit and loss account has been prepared.

PRINCIPAL ACTIVITIES AND REVIEW OF THE BUSINESS

With effect from 1 May 1993 Colefax and Fowler Limited entered into a Business Transfer Agreement and an Agency agreement with Jane Churchill Limited which is a fellow subsidiary of the Colefax Group PLC. Under this agreement all assets, liabilities and trading were transferred to Jane Churchill Limited at book value and as a going concern. This change was effected in order to streamline the operations and administration of both companies. Prior to this date the company's principal activities were the design, distribution and retailing of wallpaper, fabrics, furniture and soft furnishings.

DIRECTORS AND THEIR INTERESTS

The directors of the company during the year ended 30 April 2001 were as listed on page 1.

No director held any interest in the shares of the company at 30 April 2001. The interests of the directors who are also directors in the ultimate parent undertaking are shown in the accounts of that company.

AUDITORS

On 28 June 2001, Ernst & Young, the Company's auditor, transferred its entire business to Ernst & Young LLP, a limited liability partnership incorporated under the Limited Liability Partnerships Act 2000. The Directors consented to treating the appointment of Ernst & Young as extending to Ernst & Young LLP with effect from 28 June 2001. Ernst & Young LLP will be re-appointed as the company's auditor in accordance with the elective resolution passed by the company under section 386 of the Companies Act 1985.

By order of the board

R. M. Barker

Director

27th February 2002

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE
ACCOUNTS

Company law requires the directors to prepare accounts 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 accounts, 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 accounts; and
- prepare the accounts 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 to enable them to ensure that the accounts 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.

REPORT OF THE AUDITORS

to the members of Colefax and Fowler Limited

We have audited the company's financial statements for the year ended 30 April 2001 which comprise state the primary financial statements of the Balance Sheet and the related notes 1 to 8. These financial statements have been prepared on the basis of the accounting policies set out therein.

Respective responsibilities of directors and auditors

As described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards.

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

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.

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 30 April 2001 and have been properly prepared in accordance with the Companies Act 1985.

Ernst & Young LLP

Ernst & Young LLP
Registered Auditor
London

Date *27 February 2002*

Colefax and Fowler Limited

BALANCE SHEET

at 30 April 2001

	<i>Notes</i>	<i>2001</i> <i>£000</i>	<i>2000</i> <i>£000</i>
CREDITORS: amounts falling due within one year	3	(1,065)	(1,065)
NET CURRENT LIABILITIES		<u>(1,065)</u>	<u>(1,065)</u>
CAPITAL AND RESERVES			
Called up share capital	4	—	—
Profit and loss account		(1,065)	(1,065)
TOTAL EQUITY SHAREHOLDERS' FUNDS		<u>(1,065)</u>	<u>(1,065)</u>

R. M. Barker

Director

27th February 2002

NOTES TO THE ACCOUNTS

at 30 April 2001

1. **FUNDEMENTAL ACCOUNTING CONCEPT**

The accounts have been prepared under the going concern concept because the parent company, Colefax Group plc, has confirmed its intention to meet any liabilities as they fall due for at least one year from the date of these accounts should the income not be sufficient.

2. **ACCOUNTING POLICY**

Accounting convention

The accounts are prepared under the historical cost convention and in accordance with applicable accounting standards. The balance sheet shows that liabilities exceed assets by £1,065,000. The Colefax Group PLC has confirmed its intention to maintain its financial support for the foreseeable future to enable the company to continue normal trading operations.

3. **CREDITORS: amounts falling due within one year**

	2001	2000
	£000	£000
Amounts due to parent and fellow subsidiary undertakings	1,065	1,065

4. **SHARE CAPITAL**

	<i>Authorised</i>		<i>Allotted, called up and fully paid</i>	
	2001	2000	2001	2000
	£	£	£	£
1,000 Ordinary shares of £1 each	1,000	1,000	2	2

5. **RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS**

	<i>Share capital</i>	<i>Profit and loss account</i>	<i>Total</i>
	£000	£000	£000
At 1 May 2000	-	(1,065)	(1,065)
At 30 April 2001	-	(1,065)	(1,065)

6. **CASHFLOW STATEMENT**

The company has taken advantage of provisions within FRS 1 which exempt subsidiaries from preparing a cash flow statement where 90% or more of the voting rights are controlled within the group. The ultimate parent undertaking, Colefax Group plc, has included the required consolidated cash flow statement within its group accounts.

NOTES TO THE ACCOUNTS

at 30 April 2001

7. RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption in FRS8 from disclosing transactions with related parties that are part of the Colefax Group

8. PARENT UNDERTAKING

The ultimate parent undertaking of the company and the parent undertaking of the group of undertakings for which group accounts are drawn up and of which the company is a member is the Colefax Group PLC, registered in England and Wales. Copies of Colefax Group PLC's accounts can be obtained from 19-23 Grosvenor Hill, London W1K 3QD.