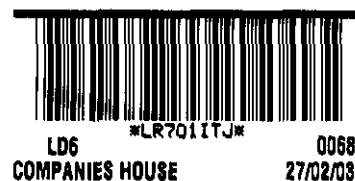


Report and Accounts

Colefax and Fowler Limited

30 April 2002

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

Colefax and Fowler Limited

DIRECTORS' REPORT

The directors submit their report and accounts for the year ended 30 April 2002.

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 2002 were as listed on page 1.

No director held any interest in the shares of the company at 30 April 2002. The interests of the directors who are also directors in the ultimate parent undertaking are shown in the accounts of that company.

AUDITORS

A resolution to re-appoint Ernst & Young LLP as the Company's auditor will be put to the forthcoming Annual General Meeting.

By order of the board

R. M. Barker

Secretary

17th

February 2003

Colefax and Fowler Limited

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.

Colefax and Fowler Limited

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF COLEFAX AND FOWLER LIMITED

We have audited the company's financial statements for the year ended 30 April 2002 which comprise Profit and Loss Account, Balance Sheet, Statement of Total Recognised Gains and Losses, and the related notes 1 to 8. These financial statements have been prepared on the basis of the accounting policies set out therein.

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 auditors' 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.

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.

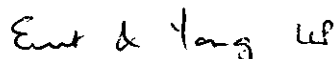
Basis of audit opinion

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 2002 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Ernst & Young LLP

Registered Auditor

London

17 February 2003

Colefax and Fowler Limited

BALANCE SHEET

at 30 April 2002

		2002	2001
	Notes	£000	£000
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	5	(1,065)	(1,065)
		<u>(1,065)</u>	<u>(1,065)</u>

R. M. Barker Director

AK February 2003

Colefax and Fowler Limited

NOTES TO THE ACCOUNTS at 30 April 2002

1. FUNDAMENTAL 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

	2002 £000	2001 £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>	
	2002	2001	2002	2001
	£	£	£	£
1,000 Ordinary shares of £1 each	1,000	1,000	2	2

5. STATEMENT OF SHAREHOLDERS' FUNDS

	<i>Share Capital</i> £'000	<i>Profit and loss account</i> £'000	<i>Total</i> £'000
At 1 May 2001	-	(1,065)	(1,065)
At 30 April 2002	-	(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.

Colefax and Fowler Limited

NOTES TO THE ACCOUNTS

at 30 April 2002

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 Company's ultimate parent and controlling company and the largest company in which the Company's results are consolidated, is 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.