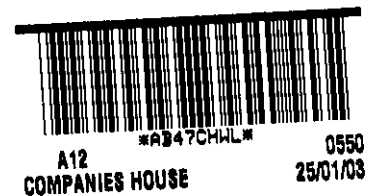

BOYS & BODEN LIMITED

ABBREVIATED ACCOUNTS

**FOR THE YEAR ENDED
31 MARCH 2002**



**WHITTINGHAM RIDDELL
CHARTERED ACCOUNTANTS
15 BELMONT, SHREWSBURY**

BOYS & BODEN LIMITED

COMPANY INFORMATION

DIRECTORS H W Boden
D Hammond

SECRETARY H W Boden

COMPANY NUMBER 215444

REGISTERED OFFICE Welshpool
Powys
SY21 7BL

BOYS & BODEN LIMITED

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DIRECTORS' REPORT
For the year ended 31 March 2002

The directors present their report and the financial statements for the year ended 31 March 2002.

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;
- 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 to 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.

PRINCIPAL ACTIVITIES AND REVIEW OF BUSINESS

The company's principal activities during the year were that of five divisions, each separately branded. These include Timber and Builders Merchants (Boys & Boden), Staircase Manufacturing (Pear Stairs), Kitchens (Kingfisher Kitchens), Plumbing Merchants (The Plumbline) and Joinery (Diamond Joinery).

Major investments over the last three years are beginning to return a profit. The next two years should see a rise in profits. With continued investment the company has many opportunities which can be exploited.

RESULTS AND DIVIDENDS

The profit for the year, after taxation, amounted to £108,623 (2001 - £11,702) .

The directors are pleased with the results for the year and recommend that a dividend of £10,000 should be paid (2001 - £Nil).

DIRECTORS

The directors who served during the year and their beneficial interests in the company's issued share capital were:

	Ordinary shares of 5p each	
	<u>31/3/02</u>	<u>1/4/01</u>
H W Boden	483,950	483,950
D Hammond	-	-

AUDITORS

The auditors, Whittingham Riddell, will be proposed for reappointment in accordance with section 385 of the Companies Act 1985.

This report was approved by the board on 10 June 2002 and signed on its behalf.


D Hammond
Director

BOYS & BODEN LIMITED

INDEPENDENT AUDITORS' REPORT TO BOYS & BODEN LIMITED Under section 247B of the Companies Act 1985

We have examined the abbreviated accounts of Boys & Boden Limited for the year ended 31 March 2002 set out on pages 4 to 18, together with the financial statements of the company for the year ended 31 March 2002 prepared under section 226 of the Companies Act 1985.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

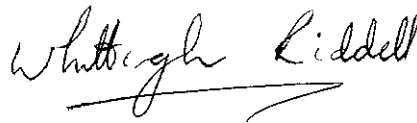
The directors are responsible for preparing the abbreviated accounts in accordance with section 246A of the Companies Act 1985. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated accounts prepared in accordance with section 246A(3) of the Act to the registrar and whether the accounts to be delivered are properly prepared in accordance with those provisions and to report our opinion to you.

BASIS OF AUDIT OPINION

We have carried out the procedures we consider necessary to confirm, by reference to the financial statements, that the company is entitled to deliver abbreviated accounts and that the abbreviated accounts to be delivered are properly prepared. The scope of our work for the purpose of this report did not include examining or dealing with events after the date of our report on the financial statements.

OPINION

In our opinion the company is entitled to deliver abbreviated accounts prepared in accordance with sections 246 A(3) of the Companies Act 1985, and the abbreviated accounts on pages 4 to 18 are properly prepared in accordance with those provisions.



Whittingham Riddell

Chartered Accountants
Registered Auditors

15 Belmont
Shrewsbury
Shropshire
SY1 1TE

18 June 2002

BOYS & BODEN LIMITED

ABBREVIATED PROFIT AND LOSS ACCOUNT
For the year ended 31 March 2002

	Note	2002 £	2001 £
GROSS PROFIT		2,304,772	1,883,544
Selling and distribution costs		(299,802)	(204,610)
Administrative expenses		(1,792,869)	(1,621,248)
OPERATING PROFIT	3	212,101	57,686
Interest payable	6	(39,816)	(45,310)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		172,285	12,376
TAX ON PROFIT ON ORDINARY ACTIVITIES	7	(63,662)	(674)
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		108,623	11,702
DIVIDENDS	8	(10,000)	-
RETAINED PROFIT FOR THE FINANCIAL YEAR		98,623	11,702
RETAINED PROFIT BROUGHT FORWARD		1,195,787	1,184,085
RETAINED PROFIT CARRIED FORWARD		£ 1,294,410	£ 1,195,787

All amounts relate to continuing operations.

There were no recognised gains and losses for 2002 or 2001 other than those included in the profit and loss account.

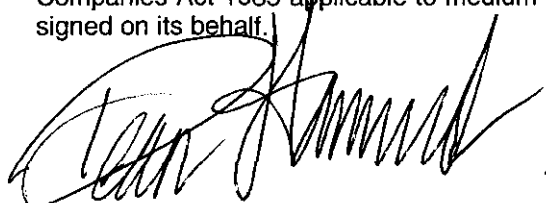
The notes on pages 6 to 17 form part of these financial statements.

BOYS & BODEN LIMITED

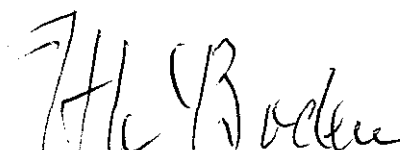
ABBREVIATED BALANCE SHEET
As at 31 March 2002

	Note	£	2002 £	£	2001 £
FIXED ASSETS					
Tangible fixed assets	9		725,425		710,834
Investments	10		65,000		65,000
			<u>790,425</u>		<u>775,834</u>
CURRENT ASSETS					
Stocks	11	1,057,612		1,081,683	
Debtors	12	1,272,430		1,125,527	
Cash at bank and in hand		1,167		54,630	
			<u>2,331,209</u>	<u>2,261,840</u>	
CREDITORS: amounts falling due within one year	13	(1,429,009)		(1,421,305)	
			<u>902,200</u>	<u>840,535</u>	
NET CURRENT ASSETS					
			<u>1,692,625</u>	<u>1,616,369</u>	
TOTAL ASSETS LESS CURRENT LIABILITIES					
CREDITORS: amounts falling due after more than one year	14		(331,635)		(381,783)
PROVISIONS FOR LIABILITIES AND CHARGES					
Deferred taxation	15		(27,781)		-
			<u>1,333,209</u>	<u>1,234,586</u>	
NET ASSETS					
CAPITAL AND RESERVES					
Called up share capital	16		35,000		35,000
Other reserves			3,799		3,799
Profit and loss account			1,294,410		1,195,787
			<u>1,333,209</u>	<u>1,234,586</u>	
SHAREHOLDERS' FUNDS - All Equity					
	17		<u>1,333,209</u>	<u>1,234,586</u>	

The abbreviated accounts, which have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 applicable to medium-sized companies, were approved by the board on 10 June 2002 and signed on its behalf.



D Hammond
Director



H W Boden
Director

The notes on pages 6 to 17 form part of these financial statements.

BOYS & BODEN LIMITED

ABBREVIATED CASH FLOW STATEMENT
For the year ended 31 March 2002

	Note	2002 £	2001 £
Net cash flow from operating activities	18	117,651	275,954
Returns on investments and servicing of finance	19	(39,816)	(45,310)
Taxation		(1,780)	26
Capital expenditure and financial investment	19	(61,743)	(102,480)
CASH INFLOW BEFORE FINANCING		14,312	128,190
Financing	19	(89,650)	79,003
(DECREASE)/INCREASE IN CASH IN THE PERIOD		£ (75,338)	£ 207,193

RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET DEBT (NOTE 20)
For the year ended 31 March 2002

	2002 £	2001 £
(Decrease)/Increase in cash in the period	(75,338)	207,193
Cash decrease from decrease in debt and lease financing	89,650	(79,003)
CHANGE IN NET DEBT RESULTING FROM CASH FLOWS	14,312	128,190
New finance lease	(44,610)	(51,459)
MOVEMENT IN NET DEBT IN THE PERIOD	(30,298)	76,731
Net debt at 1 April 2001	(366,672)	(443,403)
NET DEBT AT 31 MARCH 2002	£ (396,970)	£ (366,672)

NOTES TO THE ABBREVIATED ACCOUNTS
For the year ended 31 March 2002

1. ACCOUNTING POLICIES

The financial statements have been prepared in accordance with applicable accounting standards in the United Kingdom

1.1 Basis of preparation of financial statements

The full financial statements, from which these abbreviated accounts have been extracted, have been prepared under the historical cost convention.

1.2 Turnover

Turnover comprises the invoiced value of goods and services supplied by the company, exclusive of Value Added Tax and trade discounts.

1.3 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Freehold buildings	-	2-4% pa on cost
Long-term leasehold land and buildings	-	10% pa on cost
Plant and equipment	-	20-25% pa on cost
Motor vehicles	-	25% pa on cost
Property improvements	-	25% pa on cost

1.4 Leasing and hire purchase

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible fixed assets. Assets acquired by finance lease are depreciated over the shorter of the lease term and their useful lives. Assets acquired by hire purchase are depreciated over their useful lives. Finance leases are those where substantially all of the benefits and risks of ownership are assumed by the company. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

1.5 Operating leases

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged to the profit and loss account as incurred.

1.6 Stocks

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

1.7 Deferred taxation

Provision is made in full for all taxation deferred in respect of timing differences that have originated but not reversed by the balance sheet date, except for gains on disposal of fixed assets which will be rolled over into replacement assets. No provision is made for taxation on permanent differences.

Deferred tax assets are recognised to the extent that it is more likely than not that they will be recovered.

1.8 Government grants

Government grants relating to tangible fixed assets are treated as deferred income and released to the profit and loss account over the expected useful lives of the assets concerned. Other grants are credited to the profit and loss account as the related expenditure is incurred.

1.9 Pensions

The company operates a defined contribution pension scheme and the pension charge represents the amounts payable by the company to the fund in respect of the year.

NOTES TO THE ABBREVIATED ACCOUNTS
For the year ended 31 March 2002

1.10 Employee share ownership trust

The company operates an employee share ownership trust, as described in note 9. Contributions to the trust have been accounted for in accordance with UITF 13.

2. OTHER OPERATING INCOME

	2002 £	2001 £
Rents receivable	37,681	39,608
Government grants released	12,680	-
Other income	109	74
	<u>£ 50,470</u>	<u>£ 39,682</u>

3. OPERATING PROFIT

The operating profit is stated after charging:

	2002 £	2001 £
Depreciation of tangible fixed assets:		
- owned by the company	65,016	48,961
- held under finance leases	60,775	61,588
Audit remuneration	7,770	10,000
Operating lease rentals:		
- plant and machinery	11,205	5,144
	<u>11,205</u>	<u>5,144</u>

4. STAFF COSTS

Staff costs, including directors' remuneration, were as follows:

	2002 £	2001 £
Wages and salaries	1,523,000	1,461,257
Social security costs	125,614	123,226
Other pension costs	20,421	19,018
	<u>£ 1,669,035</u>	<u>£ 1,603,501</u>

The average monthly number of employees, including directors, during the year was as follows:

	2002	2001
Admin and direct staff	<u>100</u>	<u>102</u>

NOTES TO THE ABBREVIATED ACCOUNTS
For the year ended 31 March 2002

5. DIRECTORS' REMUNERATION

	2002	2001
	£	£
Emoluments	£ 39,528	£ 35,453
Company pension contributions to money purchase pension schemes	£ 1,550	£ 1,500

During the year retirement benefits were accruing to 1 director (2001 - 1) in respect of money purchase pension schemes.

6. INTEREST PAYABLE

	2002	2001
	£	£
On bank loans and overdrafts	24,588	30,488
On other loans	15,228	14,822
	£ 39,816	£ 45,310

NOTES TO THE ABBREVIATED ACCOUNTS
For the year ended 31 March 2002

7. TAXATION

	2002 £	2001 £
Analysis of tax charge in year		
Current tax (see note below)		
UK corporation tax on profits of the year	34,801	700
Adjustments in respect of prior periods	1,080	(26)
Total current tax	<u>35,881</u>	<u>674</u>
Deferred tax		
Origination and reversal of timing differences	27,781	-
Total deferred tax (see note 15)	<u>27,781</u>	<u>-</u>
Tax on profit on ordinary activities	<u>£ 63,662</u>	<u>£ 674</u>

Factors affecting tax charge for year

The tax assessed for the year is lower than the standard rate of corporation tax in the UK (20%). The differences are explained below:

	2002 £	2001 £
Profit on ordinary activities before tax	172,285	12,376
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2001 - 20%)	34,457	2,475
Effects of:		
Expenses not deductible for tax purposes	(1,872)	(500)
Capital allowances for period in excess of depreciation	6,481	(1,275)
Utilisation of tax losses	(4,265)	-
Adjustments to tax charge in respect of prior periods	1,080	(26)
Current tax charge for year (see note above)	<u>£ 35,881</u>	<u>£ 674</u>

8. DIVIDENDS

	2002 £	2001 £
Total dividends proposed	<u>£ 10,000</u>	<u>£ -</u>

NOTES TO THE ABBREVIATED ACCOUNTS
For the year ended 31 March 2002

9. TANGIBLE FIXED ASSETS

	Freehold land and buildings £	Plant and machinery £	Motor vehicles £	Total £
Cost				
At 1 April 2001	489,919	779,824	264,105	1,533,848
Additions	80,467	49,627	30,791	160,885
Disposals	-	(52,969)	(35,007)	(87,976)
At 31 March 2002	<u>570,386</u>	<u>776,482</u>	<u>259,889</u>	<u>1,606,757</u>
Depreciation				
At 1 April 2001	148,152	512,178	162,684	823,014
Charge for the year	25,337	67,600	32,854	125,791
On disposals	-	(32,095)	(35,378)	(67,473)
At 31 March 2002	<u>173,489</u>	<u>547,683</u>	<u>160,160</u>	<u>881,332</u>
Net book value				
At 31 March 2002	<u>£ 396,897</u>	<u>£ 228,799</u>	<u>£ 99,729</u>	<u>£ 725,425</u>
At 31 March 2001	<u>£ 341,767</u>	<u>£ 267,646</u>	<u>£ 101,421</u>	<u>£ 710,834</u>

The net book value of assets held under finance leases or hire purchase contracts, included above, are as follows:

	2002 £	2001 £
Plant and machinery	142,193	163,392
Motor vehicles	49,566	57,193
	<u>£ 191,759</u>	<u>£ 220,585</u>

At 31 March 2002, included within the net book value of freehold land and buildings is £365,703 relating to freehold land and buildings, £31,194 relating to long term leasehold land and buildings and £NIL relating to short term leasehold land and buildings.

NOTES TO THE ABBREVIATED ACCOUNTS
For the year ended 31 March 2002

10. FIXED ASSET INVESTMENTS

	Employee share ownership trust £
Cost	
At 1 April 2001 and 31 March 2002	65,000

OWN SHARES - EMPLOYEE SHARE OWNERSHIP TRUST

By deed dated 24 September 1997, the Company created an employee share ownership trust.

On 30 December 1997 the trust acquired 104,170 ordinary 5p shares at 60p each. The purchase was funded by a contribution by the Company of £65,000. The trust is administered on a separate basis from the Company and at 31 March 2002, 104,170 ordinary 5p shares with a market value of £65,000 were held by the trust pending distribution to the employees under the terms of the trust deed.

11. STOCKS

	2002 £	2001 £
Raw materials	92,652	134,689
Finished goods and goods for resale	964,960	946,994
	<u>£ 1,057,612</u>	<u>£ 1,081,683</u>

12. DEBTORS

	2002 £	2001 £
Due within one year		
Trade debtors	1,215,373	1,084,508
Other debtors	57,057	41,019
	<u>£ 1,272,430</u>	<u>£ 1,125,527</u>

NOTES TO THE ABBREVIATED ACCOUNTS
For the year ended 31 March 2002

13. CREDITORS:**Amounts falling due within one year**

	2002	2001
	£	£
Bank loans and overdrafts	39,998	16,743
Net obligations under finance leases and hire purchase contracts	85,024	70,576
Trade creditors	979,366	1,094,493
Corporation tax	34,801	700
Social security and other taxes	121,828	104,224
Proposed dividend	10,000	-
Directors loan	62,500	62,500
Accruals and deferred income	95,492	72,069
	£ 1,429,009	£ 1,421,305

The bank borrowing is secured by a fixed charge dated 10 January 2001 and a fixed and floating charge dated 23 November 2000 over certain company's assets.

The bank borrowing is repayable monthly at 2% above bank base rate.

The director's loan is secured by a fixed and floating charge over all the company's assets and undertakings, present and future.

The director's loan made on the 30 September 1997 is repayable quarterly at the rate of £7,812 excluding interest which is charged at 2% per annum above the bank base rate (note 20), subject to waiver at the director's discretion.

The finance lease liabilities are secured against the assets to which they relate.

NOTES TO THE ABBREVIATED ACCOUNTS
For the year ended 31 March 2002

14. CREDITORS:
Amounts falling due after more than one year

	2002	2001
	£	£
Bank loans	198,377	216,603
Net obligations under finance leases and hire purchase contracts	74,738	117,380
Government grants received	58,520	47,800
	<u>£ 331,635</u>	<u>£ 381,783</u>

Included within the above are amounts falling due as follows:

	2002	2001
	£	£
Between one and two years		
Bank loans	19,618	18,123
	<u> </u>	<u> </u>
Between two and five years		
Bank loans	69,104	63,839
	<u> </u>	<u> </u>
Over five years		
Bank loans	109,655	134,641
	<u> </u>	<u> </u>

Creditors include amounts not wholly repayable within 5 years as follows:

	2002	2001
	£	£
Repayable by instalments	£ 109,655	£ 134,641
	<u> </u>	<u> </u>

Obligations under finance leases and hire purchase contracts, included above, are payable as follows:

	2002	2001
	£	£
Between two and five years	£ 74,738	£ 117,380
	<u> </u>	<u> </u>

BOYS & BODEN LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS
For the year ended 31 March 2002

15. DEFERRED TAXATION

	2002	2001
	£	£
At 1 April 2001 and 31 March 2002	£ 27,781	£ -

The provision for deferred taxation is made up as follows:

	2002	2001
	£	£
Accelerated capital allowances	27,781	-
Tax losses brought forward	-	-
Advance corporation tax	-	-
	£ 27,781	£ -

The amount of deferred taxation not provided in 2001 was £27,610 relating to accelerated capital allowances. The amount was not provided in the past as the liability was not material to the accounts.

16. SHARE CAPITAL

	2002	2001
	£	£
Authorised		
1,000,000 Ordinary shares of 5p each	£ 50,000	£ 50,000
Allotted, called up and fully paid		
700,000 Ordinary shares of 5p each	£ 35,000	£ 35,000

17. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	2002	2001
	£	£
Profit for the year	108,623	11,702
Dividends	(10,000)	-
	98,623	11,702
Opening shareholders' funds	1,234,586	1,222,884
Closing shareholders' funds	£ 1,333,209	£ 1,234,586

NOTES TO THE ABBREVIATED ACCOUNTS
For the year ended 31 March 2002

18. NET CASH FLOW FROM OPERATING ACTIVITIES

	2002 £	2001 £
Operating profit	212,101	57,686
Depreciation of tangible fixed assets	125,791	110,549
Profit on disposal of tangible fixed assets	(10,629)	(1,315)
Government grants	(12,680)	-
Decrease/(increase) in stocks	24,071	(113,942)
Increase in debtors	(146,907)	(129,162)
(Decrease)/increase in creditors	(74,096)	352,138
NET CASH INFLOW FROM OPERATIONS	£ 117,651	£ 275,954

19. ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT

	2002 £	2001 £
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE		
Interest paid	£ (39,816)	£ (45,310)
CAPITAL EXPENDITURE AND FINANCIAL INVESTMENT		
Purchase of tangible fixed assets	(116,275)	(127,460)
Sale of tangible fixed assets	31,132	13,280
Government grants received	23,400	11,700
NET CASH OUTFLOW FROM CAPITAL EXPENDITURE	£ (61,743)	£ (102,480)

NOTES TO THE ABBREVIATED ACCOUNTS
For the year ended 31 March 2002

19. ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT
(continued)

	2002 £	2001 £
FINANCING		
New secured loans	-	239,000
Repayment of loans	(16,846)	(97,653)
Principal payment under finance lease	(72,804)	(62,344)
NET CASH (OUTFLOW)/INFLOW FROM FINANCING	£ (89,650)	£ 79,003

20. ANALYSIS OF CHANGES IN NET DEBT

	1 April 2001 £	Cash flow £	Other non-cash changes £	31 March 2002 £
Cash at bank and in hand:	54,630	(53,463)	-	1,167
Bank overdraft	-	(21,875)	-	(21,875)
	<u>54,630</u>	<u>(75,338)</u>	<u>-</u>	<u>(20,708)</u>
DEBT :				
Finance leases	(187,956)	72,804	(44,610)	(159,762)
Debts due within one year	(16,743)	16,846	(18,226)	(18,123)
Debts falling due after more than one year	(216,603)	-	18,226	(198,377)
NET DEBT	£ (366,672)	£ 14,312	£ (44,610)	£ (396,970)

21. CAPITAL COMMITMENTS

At 31 March 2002 the company had capital commitments as follows:

	2002 £	2001 £
Contracted for but not provided in these financial statements	£ 39,500	£ -

22. PENSION COMMITMENTS

The Company operates a defined contribution pension scheme for the benefit of employees. The assets of the scheme are held separately from those of the Company in an independently administered fund. The pension charge for the year was £20,421 (2001 - £19,018). Contributions totalling £4,082 (2001 - £4,926) were payable to the fund at the balance sheet date and included in creditors.

NOTES TO THE ABBREVIATED ACCOUNTS
For the year ended 31 March 2002

23. OPERATING LEASE COMMITMENTS

At 31 March 2002 the company had annual commitments under non-cancellable operating leases as follows:

	Land and buildings		Other	
	2002	2001	2002	2001
	£	£	£	£
Expiry date:				
Within 1 year	-	-	-	352
Between 2 and 5 years	-	-	6,420	907
After more than 5 years	21,600	21,600	-	-
	<u> </u>	<u> </u>	<u> </u>	<u> </u>

24. CONTROLLING PARTY

The Company is under the control of H W Boden, who owns 69% of the ordinary share capital of the Company.