BAILEY CARAVANS LTD DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2001



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COMPANY INFORMATION

Directors P.N. Howard

N.P. Mattfield S.P. Howard Mrs P.E. Howard

M.J. Bye M.C. Davies J.S. Parker N.G. Howard

S.R. Howard (Appointed 17 July 2001)

Secretary M.J. Bye

Company number 354363

Registered office South Liberty Lane,

Bristol, Avon. BS3 2SS

Auditors Whitley Stimpson,

Penrose House, 67 Hightown Road, Banbury, Oxon. OX16 9BE

Business address South Liberty Lane,

Bristol, Avon. BS3 2SS

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DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2001

The directors present their report and financial statements for the year ended 31 December 2001.

Principal activities and review of the business

The principal activity of the company continued to be that of the manufacture of caravans.

The results for the year and the financial position at the year end were considered satisfactory by the directors who expect continued growth in the foreseeable future.

Results and dividends

The results for the year are set out on page 4.

An interim ordinary dividend was paid amounting to £490,000. The directors do not recommend payment of a final dividend.

Research and development

The company continues to carry out research into caravan building techniques. Expenditure of £nil (2000 - £26,227) has been written off to the profit and loss account.

Directors

The following directors have held office since 1 January 2001:

P.N. Howard

N.P. Mattfield

S.P. Howard

Mrs P.E. Howard

M.J. Bye

M.C. Davies

J.S. Parker

N.G. Howard

S.R. Howard

(Appointed 17 July 2001)

In accordance with the company's Articles of Association, M.C. Davies, J.S. Parker and S.R. Howard retire by rotation and, being eligible, offer themselves for re-election.

Directors' interests

The directors' interests in the shares of the company were as stated below:

	Ordinary shares of of £1 each		
	31 December 2001	1 January 2001	
P.N. Howard	-	-	
S.P. Howard	-	-	
Mrs P.E. Howard	_	-	
M.J. Bye	-	-	
N.P. Mattfield	-	-	
M.C. Davies	-	-	
J.S. Parker	-	-	
N.G. Howard	-	-	
S.R. Howard	-	-	

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2001

P.N. Howard, S.P. Howard and Mrs P.E. Howard are directors of the holding company, Keenwork Limited, and accordingly their interest in the share capital of Keenwork Limited, and its subsidiary, are disclosed in the directors' report of the holding company. N.G. Howard and S.R. Howard each own 6 ordinary shares in Keenwork Limited. M.J. Bye, N.P. Mattfield, M.C. Davies and J.S. Parker have no interest in the share capital of the company.

Taxation status

The company was a close company within the provisions of the Income and Corporation Taxes Act 1988 and this position has not changed since the end of the financial year.

Auditors

In accordance with section 385 of the Companies Act 1985, a resolution proposing that Whitley Stimpson, be reappointed as auditors of the company will be put to the Annual General Meeting.

Directors' responsibilities

21 April 2002

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;
- -state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- -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.

By order of the board

M.J. Bye

Director

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF BAILEY CARAVANS LTD

We have audited the financial statements on pages 4 to 15 which have been prepared under the historical cost convention and the accounting policies set out on page 8 and 9.

Respective responsibilities of the directors and auditors

As described in the statement of directors' responsibilities on page 2 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.

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 the company's affairs as at 31 December 2001 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

24 April 2002

Whitley Stimpson, Chartered Accountants Registered Auditor Penrose House, 67 Hightown Road, Banbury, Oxon. OX16 9BE

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2001

	Notes	2001 £	2000 £
Turnover	2	29,119,830	27,712,046
Cost of sales		(24,308,766)	(22,735,705)
Gross profit		4,811,064	4,976,341
Distribution costs		(96,005)	(93,257)
Administrative expenses		(3,768,099)	(3,705,466)
Other operating income		(7,302)	11,014
Operating profit	3	939,658	1,188,632
Other interest receivable and similar income		33,106	25,251
Profit on ordinary activities before taxation		972,764	1,213,883
Tax on profit on ordinary activities	4	(364,223)	(394,412)
Profit on ordinary activities after taxation		608,541	819,471
Dividends	5	(490,000)	(500,000)
Retained profit for the year	13	118,541	319,471

The profit and loss account has been prepared on the basis that all operations are continuing operations.

There are no recognised gains and losses other than those passing through the profit and loss account.

BALANCE SHEET AS AT 31 DECEMBER 2001

			2001		2000
	Notes	£	£	£	£
Fixed assets					
Tangible assets	6		850,793		954,589
Current assets					
Stocks	7	1,280,940		1,705,823	
Debtors	8	8,373,133		6,548,939	
Cash at bank and in hand		1,638,436		2,106,457	
		11,292,509		10,361,219	
Creditors: amounts falling due within one year	9	(8,020,594)		(7,562,856)	
Net current assets			3,271,915		2,798,363
Total assets less current liabilities			4,122,708		3,752,952
Provisions for liabilities and charges	10		(915,905)		(664,690)
			3,206,803		3,088,262
Capital and reserves					
Called up share capital	12		10,000		10,000
Profit and loss account	13		3,196,803		3,078,262
Shareholders' funds - equity interests	14		3,206,803		3,088,262

The financial statements were approved by the board on 24...4. 200

P.N. Howard

Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2001

		2001 £		2000 £
Net cash inflow from operating activities		488,991		2,352,476
Returns on investments and servicing of finance				
Interest received	33,106		25,251	
Net cash inflow for returns on investments and servicing of finance		33,106		25,251
Taxation		(502,689)		(299,877)
Capital expenditure Payments to acquire tangible assets Receipts from sales of tangible assets	(124,645) 11,425		(125,538) 43,956	
Net cash outflow for capital expenditure		(113,220)		(81,582)
Equity dividends paid		(490,000)		(500,000)
Net cash (outflow)/inflow before management of liquid resources and financing		(583,812)		1,496,268
(Decrease)/increase in cash in the year		(583,812)		1,496,268

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2001

1	Reconciliation of operating profit to net cash inflow from operating activities			2001	2000
				£	£
	Operating profit			939,658	1,188,632
	Depreciation of tangible assets			213,611	213,450
	Loss/(profit) on disposal of tangible assets			3,405	(36,178)
	Decrease/(increase) in stocks (Increase)/decrease in debtors			424,883	(344,868) 1,325,648
	Increase/(decrease in debtors increase/(decrease) in creditors within one	voor		(1,824,194) 559,358	(658,898)
	Increase in pension provision	yeai		172,270	664,690
	Net cash inflow from operating activities			488,991	2,352,476
	Total Substitute of the Control of t				
2	Analysis of net funds	1 January 2001	Cash flow	Other non- cash changes	31 December 2001
		£	£	£	£
	Net cash:				
	Cash at bank and in hand	2,106,457	(468,021)	-	1,638,436
	Bank overdrafts	(8,927)	(115,791)	-	(124,718)
		2,097,530	(583,812)	-	1,513,718
	Net funds	2,097,530	(583,812)	-	1,513,718
					
3	Reconciliation of net cash flow to moven	nent in net funds		2001 £	2000 £
	(Decrease)/increase in cash in the year			(583,812)	1,496,268
	Movement in net funds in the year			(583,812)	1,496,268
	Opening net funds			2,097,530	601,262
	Closing net funds			1,513,718	2,097,530

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2001

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention.

1.2 Compliance with accounting standards

The financial statements are prepared in accordance with applicable accounting standards.

1.3 Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts.

1.4 Research and development

Research expenditure is written off to the profit and loss account in the year in which it is incurred. Development expenditure is written off in the same way unless the directors are satisfied as to the technical, commercial and financial viability of individual projects. In this situation, the expenditure is deferred and amortised over the period during which the company is expected to benefit.

1.5 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 less estimated residual value of each asset over its expected useful life, as follows:

Plant and machinery 10% - 20% Straight line Fixtures, fittings & equipment 10% - 20% Straight line

Motor vehicles 25% Straight line

1.6 Leasing

Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

1.7 Stock and work in progress

Stock and work in progress are valued at the lower of cost and net realisable value. Cost represents all direct costs and attributable overheads incurred in bringing the stocks to their present state and location.

1.8 Pensions

The pension costs charged in the financial statements represent the contributions payable by the company during the year in accordance with SSAP 24.

1.9 Deferred taxation

The accounting policy in respect of deferred tax has been changed to reflect the requirements of FRS19 - Deferred tax. Deferred tax is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted.

The above amounts to a change in accounting policy. The previous policy was to provide deferred tax only to the extent that it was probable that liabilities would crystallise in the foreseeable future.

The adoption of the standard has not required a prior period adjustment. If the new policy had been in place in the previous period no liability would have been recognised as the conditions for recognition would not have been satisfied.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2001

1 Accounting policies

(continued)

1.10 Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to profit and loss account.

1.11 Group accounts

The financial statements present information about the company as an individual undertaking and not about its group. The company has not prepared group accounts as it is exempt from the requirement to do so by section 228 of the Companies Act 1985 as it is a subsidiary undertaking of Keenwork Limited, a company incorporated in England, and is included in the consolidated accounts of that company.

2 Turnover

	Geographical market	2001 £	2000 £
	United Kingdom	29,001,704	27,536,855
	Europe	118,126	175,191
		29,119,830	27,712,046
3	Operating profit	2001	2000
		£	£
	Operating profit is stated after charging:		
	Depreciation of tangible assets	213,611	213,450
	Loss on disposal of tangible assets	3,405	-
	Loss on foreign exchange transactions	7,302	-
	Research and development	-	26,227
	Operating lease rentals	314,393	300,000
	Auditors' remuneration	24,851	16,975
	Remuneration of auditors for non-audit work	10,713	2,769
	and after crediting:		
	Profit on disposal of tangible assets	-	(36,178)
	Profit on foreign exchange transactions		(11,014)

4	Taxation	2001 £	2000 £
	Domestic current year tax		
	U.K. corporation tax	273,965	394,035
	Adjustment for prior years	11,313	377
	Current tax charge	285,278	394,412
	Deferred tax		
	Deferred tax charge for the current year	78,945	-
_		364,223	394,412
	Factors affecting the tax charge for the year		
	Profit on ordinary activities before taxation	972,764	1,213,883
	Profit on ordinary activities before taxation multiplied by standard rate of U.K. corporation tax of 30.00% (2000 - 30.00%)	291,829	364,165
	Effects of:		
	Non deductible expenses	10,619	9,509
	Depreciation	65,105	53,182
	Capital allowances	(61,197)	(67,710)
	Adjustments to previous periods	11,313	377
	Other tax adjustments	(32,391)	34,889
		(6,551)	30,247
	Current tax charge	285,278	394,412
	If provision were to be made for deferred taxation on the basis of the full potential for the year would decrease by £ nil (2000 - £ 36,883).	ntial liability, th	e tax charge
5	Dividends	2001 £	2000 £
	Ordinary interim paid 31 December 2001	490,000	500,000

6	Tangible fixed assets				
		Plant and machinery	Fixtures, fittings & equipment	Motor vehicles	Total
		£	£	£	£
	Cost				
	As at 1 January 2001	1,762,583	292,100	77,863	2,132,546
	Additions	83,029	6,936	34,680	124,645
	Disposals			(40,953)	(40,953)
	As at 31 December 2001	1,845,612	299,036	71,590	2,216,238
	Depreciation				
	As at 1 January 2001	932,032	202,559	43,366	1,177,957
	On disposals	, -	, -	(26,123)	(26,123)
	Charge for the year	169,947	30,574	13,090	213,611
	As at 31 December 2001	1,101,979	233,133	30,333	1,365,445
	Net book value				
	As at 31 December 2001	743,633	65,903	41,257	850,793
	As at 31 December 2000	830,551	89,541	34,497	954,589
7	Stocks and work in progress			2001 £	2000 £
	Raw materials and consumables			984,971	1,314,835
	Work in progress			166,353	196,158
	Finished goods and goods for resale			129,616	194,830
				1,280,940	1,705,823
8	Debtors			2001 £	2000 £
				-	-
	Trade debtors			219,197	288,560
	Amounts owed by parent and fellow subsidiary u	ındertakings		8,008,033	6,057,506
	Other debtors			6,515	20,938
	Prepayments and accrued income			139,388	181,935
				8,373,133	6,548,939

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2001

9	Creditors: amounts falling due within one year		2001 £	2000 £
	Bank loans and overdrafts Trade creditors Corporation tax Other taxes and social security costs Other creditors Accruals and deferred income		124,718 6,521,819 98,107 570,239 25,026 680,685 8,020,594	8,927 5,876,694 315,518 563,622 133,746 664,349 7,562,856
10	Provisions for liabilities and charges	Warranty reserve £	Deferred taxation	Total £
	Balance as at 1 January 2001 Profit and loss account	664,690 172,270	- 78,945	664,690 251,215
	Balance as at 31 December 2001	836,960	78,945	915,905
	Deferred taxation provided in the financial statements is as follows:	ws:		
			2001 £	2000 £
	Accelerated capital allowances		78,945	-

11 Pension costs

Defined contribution

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund.

	2001 £	2000 £
Contributions payable by the company for the year	171,231	294,963

12	Share capital	2001 £	2000 £
	Authorised 10,000 Ordinary shares of of £1 each	10,000	10,000
	Allotted, called up and fully paid 10,000 Ordinary shares of of £1 each	10,000	10,000
13	Statement of movements on profit and loss account		Profit and loss account £
	Balance as at 1 January 2001 Retained profit for the year		3,078,262 118,541
	Balance as at 31 December 2001		3,196,803
14	Reconciliation of movements in shareholders' funds	2001 £	2000 £
	Profit for the financial year Dividends	608,541 (490,000)	819,471 (500,000)
	Net addition to shareholders' funds Opening shareholders' funds	118,541 3,088,262	319,471 2,768,791
	Closing shareholders' funds	3,206,803	3,088,262
15	Financial commitments		
	As at 31 December 2001 the company had annual commitments under non-cas follows:	ancellable ope	rating leases
		Land a 2001	nd buildings 2000
	Expiry date:	£	£
	In over five years	314,392	300,000

	Capital commitments	2001 £	2000 £
	As at 31 December 2001 the company had capital commitments as follows:	_	_
	Contracted for but not provided in the financial statements	-	37,916
17	Directors' emoluments	2001 £	2000 £
	Emoluments for qualifying services	305,015	306,188
	The number of directors for whom retirement benefits are accruing under money purchase pension schemes amounted to 6 (2000 - 5).		
	Emoluments disclosed above include the following amounts paid to the highest	t paid director:	
	Emoluments for qualifying services	67,474	85,298
	Company pension contributions to money purchase schemes	9,072	58,814
18	Employees		
	Number of employees The average monthly number of employees (including directors) during the year was:		
	,	ar was:	
		ar was: 2001	2000
	Sales	2001	
	Sales Production	2001 Number	Number
		2001 Number 11	Number
	Production	2001 Number 11 144	140
	Production	2001 Number 11 144 8	10 140 8 158
	Production Administration Employment costs	2001 Number 11 144 8 —————————————————————————————	Number 10 140 8 158
	Production Administration Employment costs Wages and salaries	2001 Number 11 144 8 —————————————————————————————	Number 10 140 8 158 £ 4,227,349
	Production Administration Employment costs	2001 Number 11 144 8 —————————————————————————————	Number 10 140 8 158

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2001

19 Control

The ultimate parent company is Keenwork Limited, a company registered in England and Wales.

Keenwork Limited prepares group financial statements and copies can be obtained from the Registrar of Companies.

20 Related party transactions

The company has taken advantage of the exemptions conferred by Financial Reporting Standard No 8 from the requirement to make disclosures concerning related parties.