West Somerset Railway

Public Limited Company

Report

and

Financial Statements

For the year ended 31st December 2000

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Company Information

DIRECTORS

▲D.H. Taylor F.C.I.S., F.Inst.Mgt., F.Inst. Pet. Chairman

OM.L. Smith M.I.R.O. Managing Director

*tOD.T. Morgan T.D., M.C.I.T. Deputy Chairman

C.W.J. Dowrick A.C.I.B.

†R.L. Lizars A.C.I.B. Secretary

R.S. Savill F.C.A. Finance Director

*tJ.M. Donner

*****♥C.A. Austin M.A., M.C.I.T.

***②**B.J. Crudge (W.S.R.A. Representative)

*†▲P.T. Swan O.B.E., F.C.A.

** N.I. Lowther F.C.A.

*H.R. Davies I.Eng., M.I.B.F. (W.S.R.A. Representative)

*R.P. Jones B.Ed.(Hons) (W.S.R.A. Representative) Resigned 24.02.01

*R.A. Wood

☀M.R.D. Cooper

- * Non Executive Director
- + Member of Audit Committee
- ▲ Member of Remuneration Committee
- Member of Safety Audit Committee

REGISTERED OFFICE

The Railway Station Minehead Somerset TA24 5BG Telephone 01643 704996

AUDITORS

Deloitte & Touche Queen Anne House 69-71 Queen Square Bristol BS1 4JP

BANKERS

Lloyds TSB Bank Plc 19 The Parade Minehead Somerset TA24 5LU

Notice of Meeting

NOTICE IS HEREBY GIVEN of the twenty ninth Annual General Meeting of the Company which will be held at The Regal Theatre, Minehead on Saturday, 23rd June 2001 at 2.30 p.m. to transact the following business:

- 1. To consider the Company's financial statements and the Reports of the Directors and Auditors for the year ended 31st December 2000.
- 2. To elect Directors (see Directors' Report).
- 3. Ordinary Resolution
 - i) That the Directors be and are hereby generally and unconditionally authorised for the purpose of Section 80 of the Companies Act 1985 ("the Act") during the period of five years from the date of this resolution ("the Period of Authority") to excercise all powers of the Company to allot relevant securities (as defined in Section 80 (2) of the Act) up to the amount of the authorised but unissued share capital of the Company at the date of this resolution save that the Company may before the expiry date of the Period of Authority make an offer or agreement which would or might require relevant securities to be alloted after such expiry and the Directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired and that all previous authorities granted to the Directors pursuant to Section 80 of the Act are hereby revoked.
 - ii) That in accordance with Section 95 of the Act the Directors be and are hereby given power during the Period of Authority to allot equity securities (as defined in Section 94 (2) of the Act) pursuant to the authority conferred by paragraph (i) of this resolution as if Section 89 (1) of the Act did not apply to such allotment.
- 4. To re-appoint Messrs. Deloitte & Touche as Auditors to the Company and to authorise the Directors to agree their remuneration.
- 5. To transact any other business which may be properly transacted at an Annual General Meeting.

By Order of the Board

R.L. Lizars A.C.I.B. Secretary 24th March 2001

The Railway Station, Minehead, Somerset TA24 5BG

NOTE: Any member entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, vote on his behalf. A proxy need not be a member of the Company.

Chairman's Report

The year 2000 was in itself a successful year's operation. Previously I commented on the fact that we had a financial commitment to restore locomotive 53808. As the work has progressed we have found that the work necessary to restore the locomotive to a first class condition is even more extensive than hitherto expected. Accordingly we have had to increase the financial provisions for the work in our 2000 accounts by an additional £88,785.

As a result of this additional provision, we have as a Company, incurred a loss for the past year of £24,001 before taxation. I would stress that our general operation for 2000 did in fact result in a surplus of £64,784 before taking the additional provisions for 53808 into account. The nett worth of the Company at 31st December 2000 is £1,147,213.

There was a slight increase in passenger numbers from 153,382 to 154,421 in 2000. There can be no doubt that tourism in the South West generally was down in 2000 due in the main to the appalling weather.

Yet again our two retail operations, retail and train buffets showed a marked increase in sales, and gross profit increased from £91,625 to £106,323. Again we congratulate those involved.

It is necessary to qualify just why we have a cash balance of £900,202 in the Balance Sheet as at 31.12.2000 Of this I stress:-

We have an expenditure by way of a	· ·	
the Company in the first quarter of 20	£163,200	
Capital Expenditure Committed	53808	£206,000
•	5193	£112,000
Capital Projects 2001	£ 25,000	
Advance payment to us and committ	£ 36,400	
		£542,600
So we have a real surplus in the Bar	£357,600	
More of that later.		

The Company is now in the planning stage to extend the Electric Key Token (EKT) system to cover the entire line. To work the EKT system requires a cable route to be installed along the length of the railway. The cost of the first section will be £36,000. The whole system will take a minimum of five years. If we are to increase operational flexibility and the number of trains operated on the line consequent on a renewed connection with the main line, this improvement is deemed essential. We would ask you to consider this year applying for further shares to fund this work. A Share Application form is enclosed for your use.

It would be remiss of me not to thank those of you who kindly supported us last year by purchasing additional shares to enable us to extend our Carriage repair shop. The extension

Chairman's Report (continued)

was completed last year. The Engine Shed with 53808 and 5193 will be open for your inspection. THANK YOU.

Whilst in July last we were informed by Railtrack that the upgrading of the connection at Norton Fitzwarren would be commenced by them in the Autumn of 2000 with, I stress, the full financial co-operation of the three local authorities concerned, our hopes were subsequently dashed by Railtrack announcing in the Autumn that the work was deferred for 2/3 years. Very depressing for us all. We are dependent on Railtrack carrying out this work, the cost of which nearly doubled during 2000 from the original estimate.

On the positive side the essential work at Doniford to strengthen the coast against further erosion was completed last year and we are indebted to the positive support we received from the authorities to enable this work to take place.

Following last year's A.G.M. Neil Lowther, who contributed enormously to the Company's work as Financial Director, became a Non Executive Director consequent on his moving to Yorkshire. Roger Savill took on the role of Executive Finance Director.

We welcomed Roger Cooper to the Board during the past year and his confirmation of appointment is before you this year. Together with Dick Wood, appointed last year, Roger has contributed enormously to the Company's work. Richard Jones left the Board earlier this year as the Association's representative and we welcome his replacement Mike Johns, whose appointment will be subject to your ratification this year.

Sadly, lack of engineering facilities outside this Company to carry out heavy engineering work beyond our own resources e.g. boiler repairs has led to a delay in restoring both 53808 and 5193, the latter now being due for completion late Summer 2003.

I earlier referred to the Cash balance in our Balance Sheet over and above committed works. As ever changes in legislation continue to affect us financially and there is no doubt the Company will have to bear additional costs in this respect.

To this I must add our concerns as to the possible effects of the Foot and Mouth disease that could well affect the numbers visiting the West Country this year and your Railway. It is too early as I write to be precise in this respect. I will refer to it at the A.G.M.

The various voluntary support groups, The Association, Friends of Minehead Station, and now the Friends of Watchet Station, are together with other individual station support groups, all carrying out sterling work both financially and by provision of volunteer labour. We thank them all. To these groups I must add all the individual volunteers where numbers ever increase, and to whom we all owe a great debt of gratitude.

Dennis H. Taylor Chairman 26th March 2001

Directors' Report

The Directors present their report and the audited financial statements for the year ended 31st December 2000.

Activities

The principal activity of the Company is to operate the West Somerset Railway between Minehead and Bishops Lydeard in the County of Somerset.

Results and Dividends

The loss for the year is as stated in the profit and loss account. The Directors do not recommend the payment of a dividend.

Issue of Shares

The Company issued a further 319,200 10p ordinary shares at par for cash consideration in order to provide additional capital.

Review of Developments and Future Prospects

A review of activities for the year and likely future developments is included in the Chairman's report on page 3 which is deemed to form part of this report.

Directors

The Directors and their interests in the Share Capital of the Company on 1st January 2000 (or the date of appointment*) and 31st December 2000 were as follows.

	Ordinary Share	es of 10p each
	31st December 2000	1st January 2000*
D.H. Taylor	8,500	8,200
D.T. Morgan	4,050	4,050
C.W.J. Dowrick	18,750	18,750
R.L. Lizars	21,800	21,800
M.L. Smith	16,000	15,000
J.M. Donner	50,000	50,000
C.A. Austin	7,500	7,500
B.J. Crudge	550	550
P.T. Swan	10,000	10,000
N.I. Lowther	1,000	1,000
H.R. Davies	1,600	1,600
R.S. Savill	10,500	10,000
R.P. Jones (resigned 24.2.01)	2,000	2,000
R.A. Wood	1,000	1,000
M.R.D. Cooper (appointed 25.11.00)		

In accordance with the Articles of Association Messrs. Austin, Lizars and Savill retire from office. Messrs, Donner and Lowther, having reached the age of 70 retire from office pursuant to Section 293 of the Companies Act 1985. Messrs. Austin, Lizars, Savill, Donner and Lowther, being eligible, offer themselves for re-election.

Resolutions will be proposed at the Annual General Meeting to confirm the appointment of Mr. M.R.D. Cooper, who has been appointed since the last meeting and to consider any other nominations received in accordance with the Company's Articles of Association.

Coporate Governance

The Combined Code Committee's report on the financial aspects of corporate governance contained a Code of Best Practice. Whilst there is no requirement on the Company to do so,

Directors' Report (continued)

the Directors have reviewed the Company's practices in respect of those recommendations contained in the Code which they believe to be most relevant to the Company. The following information is presented as voluntary disclosures for the benefit of the shareholders. The Company has not complied with, and has not attempted to comply with, the full requirements of the Code.

Board of Directors:

The Company has a Board of Directors of five executive and nine non executive Directors which the Board believes is appropriate for the Company at the current time. The Board meets formally on a regular basis, normally each month. Written procedures have been approved by the Board covering matters which require specific Board approval. Similarly, there are written procedures enabling Board members to seek independent professional advice in furtherance of their duties.

Remuneration Committee:

The Remuneration Committee consists of one Non-Executive Director and one Executive Director. Apart from the Managing Director all directors are unpaid. The remuneration of the Managing Director is decided by the Remuneration Committee.

Audit Committee:

The Audit Committee consists of four Non-Executive Directors and the Company Secretary who is also secretary of the Audit Committee. Other Board members also have the right to attend. However, at least once each year, the Committee meets with the external auditors without Executive Board members being present, except by invitation.

Safety Audit Committee:

It is the Board's policy that safety is the first priority for the Board and all working on the railway. A committee of three Non-Executive Directors and the Managing Director ensure that proper procedures are in place for risk assessment and safety management, and that procedures are subject to periodic audit and review. The Company is one of the few heritage railways to hold a full "Safety Case" approved by the Health and Safety Executive, facilitating the handling of through trains from the Railtrack network.

Payment Policy:

It is Company policy to comply with the terms of payment agreed with a supplier. Where terms are not negotiated the Company endeavours to adhere to the supplier's standard terms. The Company's year end trade creditors correspond to 40 days of credit purchases.



Approved by the Board of Directors and signed on behalf of the Board R.L. Lizars A.C.I.B.
Secretary

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 as at the end of the financial year 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;
- * 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.

Auditors' Report

to the members of the West Somerset Railway Public Limited Company

We have audited the financial statements on pages 8 to 13 which have been prepared under the accounting policies set out on page 10.

Respective responsibilities of directors and auditors

As described above, the company's directors are responsible for the preparation of financial statements, which are required to be prepared in accordance with applicable United Kingdom law and accounting standards. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

Basis of opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence revelant 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 company's affairs as at 31st December 2000 and of its loss for the year then ended and have been properly prepared in acordance with the Companies Act 1985.

DELOITTE & TOUCHE Chartered Accountants and Registered Auditors 30th March 2001 Deborthe Florishe

Queen Anne House 69-71 Queen Square Bristol BS1 4JP

Profit and Loss Account

for the year ended 31st December 2000

Turnover	Note	2000 £ 1,215,469	1999 £ 1,142,188
Staff Costs Depreciation Amortisation of government grant Other operating charges Interest receivable	(2)	(284,631) (49,677) 2,380 (944,407) 36,865	(264,270) (48,071) 2,291 (808,895) 29,297
Loss on ordinary activities before taxation Taxation credit on loss	(3) (4)	(24,001) 3,001	52,540 (9,838)
Loss on ordinary activities after taxation	(13)	(21,000)	42,702

The company has no recognised gains or losses other than those included in the loss above and therefore no separate statements of total recognised gains and losses has been presented. All items relate to continuing operations.

Balance Sheet

as at 31st December 2000

	Note	£	2000 £	£	1999 £
Fixed Assets Tangible Assets Current Assets	(5)		607,362		579,936
Stocks Debtors and prepayments Cash at bank and in hand	(7) (8)	51,092 31,974 900,202		52,705 38,967 834,341	
Creditors: Amounts Falling Due Within One Year	(9)	983,268 (224,303)		926,013 (206,786)	
Net Current Assets			758,965		719,227
Total Assets Less Current Liabilities Provisions for Liabilities and Charges Accruals and Deferred Income	(10) (11)		1,366,327 (167,959) (51,155)		1,299,163 (111,556) (51,314)
			1,147,213		1,136,293
Capital and Reserves Called up share capital Profit and loss account	(12) (13)		1,093,852 53,361	-	1,061,932 74,361
Equity shareholders' funds			1,147,213		1,136,293

The financial statements on pages 8 to 13 were approved by the Board of Directors on 24th March 2001.

Signed on behalf of the Board of Directors

D.H. TAYLOR

M.L. SMITH

Directors

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Statement of Cash Flows

for the year ended 31st December 2000

	Note	٤	2000 £	£	1999 £
Net cash inflow from operating activities	(17)		77,021		80,295
Returns on investments and servicing of finance					
Interest received			36,865		29,297
Taxation					
Corporation tax paid			(9,063)		(5,799)
Capital Expenditure Purchase of tangible fixed assets Proceeds from sale of tangible fixed a Grants received for purchase of fixed		(78,103) 5,000 2,221	(70,882)	(29,230) 2,900	(26,330)
Financing Issue of ordinary share capital			33,941 31,920		77,463 61,310
Increase in cash	(18)		65,861		138,773

Notes to the Financial Statements

for the year ended 31st December 2000

Accounting Policies

The financial statements have been prepared in accordance with applicable accounting standards. The particular accounting policies adopted are described below.

ACCOUNTING CONVENTION

The financial statements are prepared under the historical cost convention.

TANGIBLE FIXED ASSETS

Depreciation is provided on cost in equal annual instalments over the estimated lives of the assets. The rates of depreciation are as follows:

Long leasehold land and buildings	2%per annum
Rolling stock	13-30% per annum
Plant and machinery	10-33% per annum
Fixtures and fittings	20-50% per annum
Motor vehicles	33-40% per annum
Track and point work	10-13% per annum
Leasehold improvements	4% per annum

No depreciation has been charged on the unrestored locomotive purchased in November 1998. **DEFERRED TAXATION**

Deferred taxation is provided at the anticipated tax rates on differences arising from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements to the extent that it is probable that a liability or asset will crystalise in the future.

STOCKS

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

GOVERNMENT GRANTS

Government grants made as a contribution towards expenditure on fixed assets are recognised in the balance sheet as deferred income and amortised to the profit and loss account in equal annual instalments over the estimated lives of the assets to which they relate. PENSION COSTS

Pension costs relating to the company's defined contribution pension scheme are charged against profits as they become payable.

LEASES

Rental costs under operating leases are charged to the Profit and Loss Account in equal annual amounts over the period of the lease.

TURNOVER

Turnover represents amounts receivable for goods and services provided in the United Kingdom net of trade discount, VAT and other related taxes.

2. Information Regarding Directors and Employees

	2000	1999
Discolard as two sets (as assulated	£	${f \mathfrak E}$
Directors' emoluments (as employees):	00.050	07.070
Remuneration (including benefits in kind)	28,656	27,270
Contributions to defined contribution pension scheme	2,866	2,727
	31,522	29,997

One director only received any remunaration and is a member of the pension scheme.

Emp	loyee	costs	during	the	year:

vvages and salaries	254,022	235,531
Social security costs	16,167	14,909
Pension costs	14,442	13,830
	284,631	264,270
Average number of persons employed:	No.	No.
Railway	22	22
Shop	3	3
Total (full time equivalents)	25	25

Notes to the Financial Statements

(cont.) for the year ended 31st December 2000

3. Loss on Ordinary Activities Before Taxation								
						2	£ 000	1999 £
Loss on ordinary activities before taxation is after charging:								
Rolling stock hire 175,104 Auditors, remuneration - audit fee 4,200								157,022 3,300
radiois, remain		audit wor	rk				1,550	1,150
Rentals under or							8,252	8,252
Profit on sale of	tixed assets	5					4,000	2,011
4. Taxation								_
						2	£ 000	1999 £
United Kingdom	Corporation	Tax 20%	(1999 20.2	25%) base	d on the lo	SS	L	L.
for the year	, _		,	ŕ		((7,070)	8,400
Deferred taxation Adjustment in re		nr vears - (Cornoratio	n ta v			3,019 1,336	2,639 (2,813)
ragasimone in ro-		erred tax	on poration	T tax			(286)	1,612
							(3,001)	9,838
5. Tangible Fix	red Assets							
o. rangisio i iz	iou Abboto	Long						Track
		Leasehold	Einturoo	Leasehold	Diant 0	Dolling	Rintor	& Daint
	Total	Land & Buildings	Fixtures & Fittings	Improve- ments	Plant & Machinery	Rolling Stock	Motor Vehicles	Point Work
COST	£	£	£	£	£	£	£	£
As at 1.1.00 Additions	1,004,820 78,103	210,000	39,547 22,504	345,071 25,340	58,542 2,529	148,766 26,373	7,777	195,117 1,357
Disposals	(9,277)	-	-	20,040	-	(8,000)	(1277)	1,007
As at 31.12.00	1,073,646	210,000	62,051	370,411	61,071	167,139	6,500	196,474
ACCUMULATED	DEPRECIA	ALION						
As at 1.1.00	424,884	44,100	30,375	72,592	53,026	77,584	7,777	139,430
Charge for year Disposals	49,677 (8,277)	4,200	8,412	13,776	2,861 -	5,953 (7,000)	(1,277)	14,475
As at 31,12.00	466,284	48,300	38,787	86,368	55,887	76,537	6,500	153,905
		**************************************					<u> </u>	
NET BOOK VAL	UE							
As at 31,12.00	607,362	161,700	23,264	284,043	5,184	90,602		42,569
As at 31.12.99	579,936	165,900	9,172	272,479	5,516	71,182		55,687

6. Investments

The company holds one £500 share in 5542 Limited and 180 £10 shares in Dinmore Manor Locomotive Limited and 20 £1 shares in Severn Valley Railway (Holdings) P.L.C. which were given to the company and therefore have nil cost.

7. Stocks

	2000	1999
	£	£
Raw materials and consumables	14,000	19,536
Goods for resale	37,092	33,169
	51,092	52,705

Notes to the Financial Statements

(cont.) for the year ended 31st December 2000

O. Dokton	<u> </u>		
8. Debtors		2000	1999
		£	£
Trade debtors		9,353	21,074
Valued Added Tax		6,879	12,076
Other debtors		11,396	3,174
Prepayments		4,346	2,643
		31,974	38,967
· · ·			
9. Creditors			
		2000	1999
		£	£
Trade creditors		81,323	116,041
Tax and social security		5,007	11,718
Other creditors		81,499	33,091
Accruals		56,474	45,936
		224,303	206,786
10. Provisions for Liabilities and charges			
	Balance at	Charged (credited)) Balance at
	1st January	to profit and	31st December
	2000	loss account	2000
	${f E}_{+}$	£	£
Locomotive repair provision	97,390	53,670	151,060
Deferred taxation	14,166	2,733	16,899
	111,556	56,403	167,959
The locomotive repair provision relates to			
Locomotive 53808, for which a contract is in			
place requiring the Company to complete the			
repairs and overhaul. The provision is in			
accordance with the Company and its suppliers best estimates of the costs involved.			
best estimates of the costs involved.			
Deferred Taxation			
		2000	1000
The amount of deferred taxation provided in the accounts is as follows:		2000 £	1999 £
Excess of capital allowances over depreciation		16,899	14,166
There were no unprovided amounts		•	
11. Accruals and Deferred Income		2000	1000
Government grant		2000 £	1999 £
Government grant Balance at 1 January		51,314	53,605
Received during the year		2,221	-
Amortised to profit and loss account		(2,380)	(2,291)
Balance at 31 December		51,155	51,314
Data To at a r Dodollison		<u> </u>	<u> </u>

Notes to the Financial Statements

(cont.) for the year ended 31st December 2000

	2000		1999	
	No.	£	No.	£
Authorised ordinary shares of 10p each	15,000,000	1,500,000	15,000,000	1,500,000
Alloted and fully paid:				, , , , , , , , , , , , , , , , , , , ,
Balance at beginning of year	10,619,320	1,061,932	10,006,220	1,000.622
Ordinary shares issued in year	319,200	31,920	613,100	61,310
Balance at end of year	10,938,520	1,093,852	10,619,320	1,061,932

During the year a further 319,200 ordinary shares were issued at par.

13. Combined reconcilliation of movement in Shareholder's Funds and movements in Reserves

	Called up	Profit and	2000	1999
	Share Capital	loss account	Total	Total
	£	£	£	£
Balance as at 1st January	1,061,932	74,361	1,136,293	1,032,281
Shares issued in year	31,920	-	31,920	61,310
Loss for year	-	(21,000)	(21,000)	42,702
Balance at 31st December	1,093,852	53,361	1,147,213	1,136,293

14. Operating Lease Commitments

At 31st December 2000 the Company was committed to payments of £7,000 p.a. for the next 2 years under a land lease.

15. Capital Commitments

No capital expenditure has been contracted for but not provided at 31st December 2000 (1999 Nil).

16. Pension Schemes

Balance at 31st December

The Company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Company in independently administered funds. The pensions cost charge (Note 2) represents contributions payable by the Company to the fund. No amounts were owned to or by the pension fund at 31st December 2000.

17. Reconcilliation of Operating Loss to Net Cash Inflow from Operating Activities

. •	•	
	2000	1999
	£	$\mathfrak E$
Loss before tax	(24,001)	52,540
add interest receivable	(36,865)	(29,297)
Operating loss before interest	(60,866)	23,243
Profit on sale of fixed assets	(4000)	(2,018)
Depreciation less ammortisation of grant	47,297	45,780
Provisions created/(released)	53,670	(35,858)
Decrease/(increase) in stock	1,613	(1,676)
Decrease/(increase) in debtors	14,063	(5,504)
Increase in creditors	25,244	56,328
Net cash inflow from operating activities	77,021	80,295
18. Analysis of Changes in Cash during the year		
	2000	1999
	£	£
Balance at 1st January	834,341	695,568
Net cash inflow	65,861	138,773

900.202

834,341