Moore Large & Co. Limited

Report and Financial Statements

Year Ended

31 January 2002



Blueprint Audit Limited Chartered Accountants and Registered Auditor

Annual report and financial statements for the year ended 31 January 2002

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Directors

JAF Moore

R Young

NR Moore

TJ Moore

S J Caunt

DJ Henstone

GC Mather

Secretary and registered office

TJ Moore, Sinfin Lane Industrial Estate, Sinfin Lane, Derby, Derbyshire, DE24 9GL

Company number

1163012

Auditor

Blueprint Audit Limited, Foxhall Lodge, Gregory Boulevard, Nottingham, NG7 6LH

Accountants and business advisors

Tenon Limited, Foxhall Lodge, Gregory Boulevard, Nottingham, NG7 6LH

Bankers

HSBC Bank Plc, PO Box 68, 130 New Street, Birmingham, B2 4JU

Report of the directors for the year ended 31 January 2002

The directors present their report together with the audited financial statements for the year ended 31 January 2002.

Results and dividends

The profit and loss account is set out on page 4 and shows the profit for the year.

The directors do not recommend the payment of a dividend.

Principal activity, trading review and future developments

The company's principal activity remains that of being manufacturers of bicycles and importers of bicycles, accessories, spares and motor scooters.

The year will be remembered mostly for the adverse effect that the foot and mouth outbreak had on outdoor leisure business, followed of course by the disaster of September 11th. Both events impacted on our business severely. By containing overheads and interest payments, the company returned net figures similar to last year, which was commendable.

We look to the future with guarded optimism, mindful of the need to be vigilant in watching the costs of running the business.

Directors

No director had any interest in the ordinary share capital of the company.

JAF Moore, NR Moore, TJ Moore and S J Caunt are also directors of the ultimate parent company, JH Moore & Son (Rickmansworth) Limited, and their interests in the share capital of that company are shown in that company's financial statements.

EMU Impact

The company is managing the impact of the single currency.

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; and
- 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 enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for

Report of the directors for the year ended 31 January 2002 (Continued)

Directors' responsibilities (continued)

safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Auditor

The auditor, BDO Stoy Hayward, Nottingham office, has transferred its audit business to Blueprint Audit Limited. In accordance with section 26 of the Companies Act 1989, Blueprint Audit Limited has been appointed as auditor to succeed BDO Stoy Hayward, Nottingham office, and will be proposed for reappointment in accordance with section 385 of the Companies Act 1985.

By order of the Board

SJ Caunt Director

31 July 2002



Chartered Accountants and Registered Audito

Independent auditors' report to the shareholders of Moore Large & Co. Limited

We have audited the financial statements of Moore Large & Co. Limited for the year ended 31 January 2002 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Total Recognised Gains and Losses and the related notes. These financial statements have been prepared under the historical cost convention (as modified by the revaluation of certain fixed assets) and the accounting policies set out therein.

Respective responsibilities of directors and auditor

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards are set out in the Statement of Directors' Responsibilities.

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 other information contained in the Annual Report, and consider whether it is consistent with the audited financial statements. This other information comprises only the Directors' Report. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

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

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Blueprint Audit Limited

Chartered Accountants and Registered Auditor

Notţingham

} July 2002

MOORE LARGE & CO. LIMITED Profit and loss account for the year ended 31 January 2002

	Note	2002 £	2001 £
Turnover	2	29,080,701	34,645,955
Cost of sales		(23,877,263)	(28,361,801)
Gross profit		5,203,438	6,284,154
Distribution costs Administrative expenses		(1,000,676) (3,811,761)	(1,409,568) (4,037,284)
Other operating income		270,562	170,406
Operating profit	5	661,563	1,007,708
Interest receivable Interest payable	6	- (382,318)	13,638 (580,277)
Profit on ordinary activities before taxation		279,245	441,069
Taxation on profit on ordinary activities	7	(105,938)	(176,633)
Retained profit for the year	15	173,307	264,436

All amounts relate to continuing activities.

There are no recognised gains or losses other than the profit for either year.

The notes on pages 7 to 16 form part of these financial statements.

Note of historical cost profit and losses and reconciliation of movements in shareholders' funds for the year ended 31 January 2002

	2002 £	2001 £
Note of historical cost profits and losses		
Reported profit on ordinary activities before taxation	279,245	441,069
Difference between a historical cost depreciation charge and the actual depreciation charge for the year calculated		
on the revalued amount	4,902	2,609
Historical cost profit on ordinary activities before taxation	284,147	443,678
Historical cost profit for the year retained after taxation and dividends	178,209	267,045
Reconciliation of movements in shareholders' funds		
Profit for the year and net addition to shareholders' funds Opening shareholders' funds	173,307 6,121,560	264,436 5,857,124
Closing shareholders' funds	6,294,867	6,121,560

The notes on pages 7 to 16 form part of these financial statements.

Balance sheet at 31 January 2002

	Note	2	002	20	001
		£	£	£	£
Fixed assets					
Tangible assets	8		4,214,762		4,382,968
Investments	9		278,401		269,701
			4,493,163		4,652,669
Current assets					
Stocks	10	8,533,254		8,014,639	
Debtors	11	3,229,407		5,093,532	
Cash at bank and in hand		1,198,501		2,170,899	
		12,961,162		15,279,070	
Creditors: amounts falling due within one year	12	(7,924,885)		(10,537,725)	
•					
Net current assets			5,036,277		4,741,345
Total assets less current liabilities			9,529,440		9,394,014
nabinues			9,029,440		3,334,014
Creditors: amounts falling due after more than one year	13		(3,234,573)		(3,272,454)
Net assets			6,294,867		6,121,560
					
Capital and reserves - equity					
Called up share capital	14		20,000		20,000
Capital redemption reserve	15		400		400
Revaluation reserve	15		534,125		539,027
Profit and loss account	15		5,740,342		5,562,133
Shareholder's funds			6,294,867		6,121,560

The financial statements were approved by the Board on 31 July 2002.

JAF Moore

Director

The pates on pages 7 to 16 form part of these financial statements.

Notes forming part of the financial statements for the year ended 31 January 2002

1 Accounting policies

The financial statements have been prepared under the historical cost convention, as modified by the revaluation of land and buildings, and are in accordance with applicable accounting standards.

The company is exempt under s228 of Companies Act 1985, from preparing consolidated financial statements on the grounds that it is a wholly owned subsidiary of an EU parent and group financial statements are publicly available.

The following principal accounting policies have been applied:

New accounting standards

FRS 19 "Deferred Tax" has been adopted for the first time in these accounts. The effect of the change is quantified in Note 9. FRS 18 "Accounting Policies" has also been adopted early. It did not cause any other changes in policy, as after careful review, the directors are satisfied that the current accounting policies are the most appropriate for the company. FRS 17 "Retirement Benefits" need not be applied in full until the 2004 accounts, so as in previous years these accounts have been prepared under SSAP 24. Some additional disclosures will be given next year, as they will be required by FRS 17.

Turnover

Turnover represents sales to outside customers at invoiced amounts less value added tax.

Depreciation

Depreciation is provided to write off the cost or valuation, less estimated residual values, of all fixed assets, except freehold land, evenly over their expected useful lives. It is calculated at the following rates:

Freehold buildings

Short leasehold buildings

Plant and equipment

Computer equipment

Motor vehicles

2% straight line

over the period of the lease

- 25% reducing balance

- 25% straight line

25% straight line

Stocks

Stocks are valued at the lower of cost and net realisable value. Cost is based on the cost of purchase on a first in, first out basis. Net realisable value is based on estimated selling price less additional costs to completion and disposal.

Notes forming part of the financial statements for the year ended 31 January 2002 (Continued)

1 Accounting policies (Continued)

Deferred taxation

The payment of taxation is deferred or accelerated because of timing differences between the treatment of certain items for accounting and taxation purposes. Full provision for deferred taxation is made under the liability method, without discounting, on all timing differences that have arisen, but not reversed by the balance sheet date, unless such provision is not permitted by FRS19.

In accordance with FRS19 deferred tax is not provided for:

- (a) revaluation gains on land and buildings, unless there is a binding agreement to sell them at the balance sheet date; and
- (b) gains on the sale of non-monetary assets, if the taxable gain will probably be rolled over.

Previously under SSAP 15 provision was only made for deferred taxation if it was probable that the tax would be payable in the foreseeable future.

Leased assets

All leases are treated as operating leases. Their annual rentals are charged to the profit and loss account on a straight line basis over the term of the lease.

Pension costs

Contributions to the company's defined contribution pension scheme are charged to the profit and loss account in the year in which they become payable, whilst those to the company's defined benefit scheme are charged to the profit and loss account using the actuarial valuation.

Foreign currencies

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

2 Turnover

Turnover is wholly attributable to the principal activity of the company and can be analysed by geographical market as follows:

	2002 £	2001 £
United Kingdom Other EC countries Other countries	28,406,337 490,321 184,043	33,937,740 563,535 144,680
	29,080,701	34,645,955

Notes forming part of the financial statements for the year ended 31 January 2002 (Continued)

3	Employees		
	Staff costs, including directors, consist of:		
		2002 £	2001 £
	Wages and salaries Social security costs Other pension costs	2,522,997 182,572 148,717	2,620,874 188,311 152,667
		2,854,286	2,961,852
	The average monthly number of employees, including directors, analysed as follows:	during the	year can be
		2002 Number	2001 Number
	Management and administration Selling and distribution Production	31 84 45	32 84 46
		160	162
4	Directors		
		2002 £	2001 £
	Directors' emoluments consist of:		
	Remuneration for management services Pension contributions	321,951 135,098	385,177 134,200
		457,049	519,377
	Emoluments (excluding pension contributions) of:	<u>-</u> :- 	
	Highest paid director	60,803	71,190

Five directors (2001: five) accrued benefits under defined contribution pension schemes, whilst three (2001: three) accrued benefits under defined benefit pension schemes.

Notes forming part of the financial statements for the year ended 31 January 2002 (Continued)

5	Operating profit		
5	Operating profit	2002 £	2001 £
	This has been arrived at after charging/(crediting):	~	~
	Depreciation Hire of other assets - operating leases Rent receivable Auditor's remuneration - audit services Profit on sale of fixed assets	255,040 102,513 (256,266) 16,000 (14,296)	253,655 70,297 (166,645) 20,000 (3,760)
6	Interest payable		
	On bank loans, overdrafts and other loans - wholly repayable within five years and not repayable by instalments Other loans	382,318	449,905 130,372
		382,318	580,277
7	Taxation on profit on ordinary activities		
	Current tax		
	UK corporation tax (Over) / Under provision in respect of prior year	108,676 (2,738)	160,000 16,633
		105,938	176,633
	Current tax reconciliation		
	Profit on ordinary activities before taxation	279,245	441,069
	Theoretical tax at UK corporation tax rate 30% (2001: 30%)	83,774	132,321
	Effects of: - permanent differences - adjustments in respect of prior year - other amounts - depreciation in excess of capital allowances - group relief - marginal relief	25,049 (2,738) 5,666 25,555 (30,932) (436)	5,726 16,633 2,738 19,215 - -
	Actual current tax charge	105,938	176,633
	Factors that may affect future tay charges	. 	

Factors that may affect future tax charges

Deferred taxation is not provided on the revaluation surplus on the company's properties. The directors do not have any immediate intention to dispose of the company's properties but it is anticipated that if they were disposed of at their book value, a tax liability would not arise in the foreseeable future, due to the relief expected to be available as a result of investing in replacement assets. In the absence of replacement assets the tax payable, based on current book values, would be £162,491 (2001: £162,491).

MOORE LARGE & CO. LIMITED

Notes forming part of the financial statements for the year ended 31 January 2002 (Continued)

Tangible assets	Freehold land and buildings £	Short lease- hold buildings £	Plant and equipment £	Computer equipment £	Motor vehicles £	Total £
Cost or valuation At 1 February 2001 Additions Disposal	3,922,617 - -	7,995 - -	1,633,319 17,186 -	113,945 - -	255,548 105,202 (115,806)	5,933,424 122,388 (115,806)
At 31 January 2002	3,922,617	7,995	1,650,505	113,945	244,944	5,940,006
Depreciation At 1 February 2001 Charge for the year Eliminated on disposals	110,243 52,450 -	5,313 600 -	1,228,746 114,735 -	71,775 28,486 -	134,379 58,769 (80,252)	1,550,456 255,040 (80,252)
At 31 January 2002	162,693	5,913	1,343,481	100,261	112,896	1,725,244
<i>Net book value</i> At 31 January 2002	3,759,924	2,082	307,024	13,684	132,048	4,214,762
At 31 January 2001	3,812,374	2,682	404,573	42,170	121,169	4,382,968
Freehold land an	d buildings are	stated at			2002 £	2001 £
Cost Open market va	ilue - 19 Octob	er 1999			597,617 3,325,000	597,617 3,325,000
					3,922,617	3,922,617
The historical cos	st net book valu	ue of land an	d buildings is:			
Cost Accumulated de	preciation base	ed on histori	cal cost		3,749,825 (550,061)	3,749,825 (502,513
Historical cost n	et book value				3,199,764	3,247,312

Certain freehold properties were professionally revalued by DTZ Debenham Thorpe on 19 October 1999. The valuation was undertaken in accordance with the Appraisal and Valuation Manual published by the Royal Institution of Chartered Surveyors.

Notes forming part of the financial statements for the year ended 31 January 2002 (Continued)

9	Investments	
	Cost and net book value	£
	As at 1 February 2001	269,701
	Purchase of shares in subsidiary undertaking in the year	8,700
	As at 31 January 2002	278,401

At 31 January 2002, the company held the following investments:

Company	Class of share	Proportion held (%)	Principal activity
H & J Supplies Limited	Ordinary	100	Suppliers of cycle accessories and bicycles
Free Spirit Cycles Limited	Ordinary	96	Dormant

10 Stocks

Olocks	2002 £	2001 £
Raw materials and consumables Finished goods and goods for resale	1,779,281 6,753,973	1,590,088 6,424,551
	8,533,254	8,014,639

There is no material difference between the replacement cost of stocks and the amounts stated above.

11 Debtors

	2002 £	2001 £
Trade debtors	2,924,181	4,977,499
Amounts owed by subsidiary undertaking	81,829	82,343
Other debtors	~	13,508
Prepayments and accrued income	223,397	20,182
	3,229,407	5,093,532

All amounts shown under debtors fall due for payment within one year.

Notes forming part of the financial statements for the year ended 31 January 2002 (Continued)

12	Creditors: amounts falling due within one year		
	• • • • • • • • • • • • • • • • • • •	2002 £	2001 £
	Bank loans and overdraft (secured - see note 13) Trade creditors Bills of exchange payable Amounts owned to group undertakings Taxation and social security Corporation tax Accruals and deferred income Other creditors	2,397,793 984,927 1,456,128 1,205,822 351,305 108,676 348,903 1,071,331	2,250,688 760,753 3,525,820 1,434,905 516,845 160,000 995,403 893,311
13	Creditors: amounts falling due after more than one year		
	Bank loans (secured) Amounts owed to group undertakings	1,435,555 1,799,018	1,579,555 1,692,899
		3,234,573	3,272,454
	The repayment of bank loans fall due as follows:		
	Within one year Between one and two years Between two and five years After five years	144,000 144,000 432,000 859,555 1,579,555	144,000 144,000 432,000 1,003,553 1,723,553

Security

The bank loans and overdraft amounting to £3,733,340 (2001: £3,830,243) are secured by the following:

- i) First legal charges over certain freehold land and buildings.
- ii) First legal charges over certain leasehold premises.
- iii) Guarantees from group companies.
- iv) A debenture dated 27 September 1999.
- v) A first legal charge over life assurance policies on the lives of N Moore and S Caunt.

Notes forming part of the financial statements for the year ended 31 January 2002 (Continued)

14 Share capital

	Authorised		Allotted, called up and fully paid	
	2002	2001	2002	2001
	£	£	£	£
'A' Ordinary shares of £1 each 'B' Ordinary shares of £1 each	5,000	5,000	5,000	5,000
	20,000	20,000	15,000	15,000
	25,000	25,000	20,000	20,000

The 'A' ordinary shares carry shares carry no voting rights but rank pari passu in all other respects with the ordinary shares.

15 Reserves

	Capital redemption reserve £	Revaluation reserve £	Profit and loss account £
At 1 February 2001	400	539,027	5,562,133
Depreciation transfer	-	(4,902)	4,902
Profit for year	-	-	173,307
At 31 January 2002	400	534,125	5,740,342

16 Pensions

The company operates two pension schemes, one being a defined contribution scheme and the other being a defined benefit scheme.

The contributions during the year were:

	2002 £	2001 £
Defined contribution scheme Defined benefit scheme	28,717 120,000	32,667 120,000
	148,717	152,667

The assets of the defined contribution schemes 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.

Notes forming part of the financial statements for the year ended 31 January 2002 (Continued)

16 Pensions (continued)

With respect to the defined benefit scheme, the following points apply:

- i) The scheme is funded, with assets being held externally to the company's business.
- ii) Contributions are paid in accordance with the actuarial valuation.
- iii) Contributions paid into the scheme for the year ended 31 January 2002 amounted to £120,000 (2001: £120,000) and were in accordance with the actuarial recommendations as at 1 November 1999.
- iv) An outline of the results of the actuarial valuation as at 1 November 1999 are detailed below:
 - a) The valuation method adopted is one known as the attained age method which aims to spread the cost of the liabilities for the existing membership over the working lifetime of the contributing membership in force at the valuation date.
 - b) The market value of the scheme assets at the date of their valuations was £2,196,178.
 - c) The actuarial valuation recommended an annual contribution of £120,000 commencing 1 November 1999.
 - d) The actuarial valuation identified an excess of liabilities over assets of £1,004,000.
 - e) There were no contributions due to the pension scheme or unpaid at the balance sheet date.

17 Contingencies and commitments

(a) Contingencies

- i) In respect of the operating leases for land and buildings, the premises are occupied by a subsidiary undertaking, H & J Supplies Limited. The subsidiary undertaking pays the commitments under the operating leases but should a default arise, Moore Large & Company Limited would be liable.
- ii) There is a guarantee dated 12 October 1999 of £1,300,000 in favour of HM Customs & Excise Deferment Section.
- iii) There is a cross guarantee and debenture dated 27 September 1999 between Moore Large & Co. Limited, JH Moore of Watford Limited, H&J Supplies Limited, Free Spirit Cycles Limited (subsidiary undertakings) and JH Moore & Son (Rickmansworth) Limited (the ultimate parent undertaking).

(b) Forward Foreign Exchange

At 31 January 2002, the total sterling value of outstanding forward foreign exchange contracts was £789,180 (2001: £5,814,000)

Notes forming part of the financial statements for the year ended 31 January 2002 (Continued)

18 Commitments under operating leases

As at 31 January 2002, the company had annual commitments under non-cancellable operating leases as set out below:

	2002		2001	
	Land and buildings £	Other £	Land and buildings £	Other £
Operating leases which expire:				
Within one year	-	23,984	-	23,984
In two to five years	134,256	64,772	134,256	64,772
After more than five years	6,400	-	6,400	-
	140,656	88,756	140,656	88,756

19 Related party transactions

Mr JAF Moore is a director and shareholder of Eurobike plc registered in England. The company invoiced amounts totalling £16,000 (2001: £13,395) to Eurobike plc for goods sold during the year at cost and also purchased at cost goods totalling £12,000 (2001: £17,560) from Eurobike plc. Moore Large & Co. Limited also paid administrative costs on behalf of Eurobike plc during the year and recharged these at cost. At 31 January 2002 there was a balance of £113,251 (2001: £117,109) due to Eurobike plc.

Mr JAF Moore is a trustee of The Moore Family Settlement 1997. During the year The Moore Family Settlement 1997 advanced a loan of £250,774 to the company. This balance was outstanding at 31 January 2002.

During the year Mr JAF Moore advanced on account an amount of £225,535 to the company. This balance was outstanding at 31 January 2002.

Advantage has been taken of the exemption available under FRS8 "Related party transactions" not to disclose transactions with fellow group companies.

20 Ultimate controlling party

The directors consider the ultimate controlling party to be JH Moore & Son (Rickmansworth) Limited, which is registered in the UK. Copies of the consolidated financial statements of JH Moore & Son (Rickmansworth) Limited are available from Companies House.

The company was controlled throughout the current year by The Moore Family Settlement 1997 by virtue of its majority shareholding in the ultimate controlling party. Mr JAF Moore is a trustee of The Moore Family Settlement 1997.