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# OPTICAL EXPRESS (SOUTHERN) LIMITED FINANCIAL STATEMENTS 31 MARCH 2001



**Company Registration Number 1873281** 

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COMPANIES HOUSE 14/01/02

# **HLB KIDSONS**

Chartered Accountants & Registered Auditors
Breckenridge House
274 Sauchiehall Street
Glasgow
G2 3EH

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# FINANCIAL STATEMENTS

# YEAR ENDED 31 MARCH 2001

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# OFFICERS AND PROFESSIONAL ADVISERS

The director

 $\rightarrow$ 

D Moulsdale

Company secretary

G Murdoch

Registered office

12 York Place

Leeds

LS1 2DS

**Auditors** 

**HLB Kidsons** 

Chartered Accountants & Registered Auditors Breckenridge House 274 Sauchiehall Street

Glasgow G2 3EH

## THE DIRECTOR'S REPORT

## YEAR ENDED 31 MARCH 2001

The director presents his report and the financial statements of the company for the year ended 31 March 2001.

## Principal activities and business review

The principal activity of the company during the year was that of opticians.

The director is satisfied with the results for the year and continues to seek increases in both turnover and profitability.

The company's balance sheet as detailed on page 8 shows a surplus of shareholders' funds amounting to £2,944,409.

#### Results and dividends

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The trading results for the year, and the company's financial position at the end of the year are shown in the attached financial statements.

The director has not recommended a dividend.

# The directors and their interests in shares of the company

The directors who served the company during the year were as follows:

D Moulsdale

G Murdoch

The company is a wholly owned subsidiary and the interests of the group director are disclosed in the financial statements of the parent company.

G Murdoch retired as a director on 30 November 2000.

# **Fixed assets**

In the opinion of the director there is no significant difference between the present market value of the company's properties and the amounts at which they are stated in the accounts. Details are set out in note 8.

## **Employees**

Optical Express operates employment policies designed to ensure that the company is able to attract and retain the highest calibre of employees from all sections of the community.

Optical Express values diversity in the workplace and is committed to providing the equality of opportunity to all employees and potential employees. It actively encourages training and skills development throughout the company.

These policies and training programmes have been developed to attract and retain the best people on the basis of their skills and abilities. This ensures that Optical Express offers people with disability the same opportunities for training and career progression as other employees.

# THE DIRECTOR'S REPORT (continued)

# YEAR ENDED 31 MARCH 2001

# Post balance sheet event

Details of material post balance sheet events are given in note 22 to the financial statements.

# Auditors

A resolution to re-appoint HLB Kidsons as auditors for the ensuing year will be proposed at the annual general meeting in accordance with section 385 of the Companies Act 1985.

Registered office:

12 York Place

Leeds

LS1 2DS

Signed by

D Moulsdale

a Ma

Director

Approved by the director on 2/11/01

## STATEMENT OF DIRECTOR'S RESPONSIBILITIES

#### YEAR ENDED 31 MARCH 2001

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 at the end of the year and of the profit or loss for the year then ended.

In preparing those financial statements, the directors are required to:

select suitable accounting policies, as described on pages 9 to 10, 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; 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 to enable them to ensure that the financial statements comply with the Companies Act 1985. The directors 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.

Registered office:

12 York Place

Leeds

LS1 2DS

Signed by

D Moulsdale

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Director

Approved by the director on 2/11/01

## AUDITORS' REPORT TO THE SHAREHOLDERS

#### YEAR ENDED 31 MARCH 2001

We have audited the financial statements on pages 6 to 19 which have been prepared under the historical cost convention, as modified by the revaluation of certain fixed assets and the accounting policies set out on pages 9 to 10.

## Respective responsibilities of the directors and the auditors

As described on page 4, the company's directors are responsible for the preparation of the financial statements. 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 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 March 2001 and of the profit of the company for the year then ended, and have been properly prepared in accordance with the Companies Act 1985.

Breckenridge House 274 Sauchiehall Street Glasgow G2 3EH

2/11/01

HLB KIDSONS Chartered Accountants & Registered Auditors

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# PROFIT AND LOSS ACCOUNT

# YEAR ENDED 31 MARCH 2001

			Period from
		Year to	1 Jan 99 to
	Note	31 Mar 01	31 Mar 00
		£	£
Turnover	2	26,965,595	34,091,372
Cost of sales		(5,479,519)	(7,300,834)
Gross profit		21,486,076	26,790,538
Administrative expenses		(20,525,420)	(26,503,026)
Other operating income	3	32,249	49,637
Operating profit	4	992,905	337,149
Interest receivable		2,882	-
Interest payable and similar charges	6	(130,400)	(155,327)
Profit on ordinary activities before taxation		865,387	181,822
Tax on profit on ordinary activities	7	(1,799)	5,737
Retained profit for the financial year		863,588	187,559

All of the activities of the company are classed as continuing.

# YEAR ENDED 31 MARCH 2001

# STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

		Period from
	Year to	1 Jan 99 to
	31 Mar 01	31 Mar 00
	£	£
Profit for the financial year		
attributable to the shareholders	863,588	187,559
Unrealised profit on revaluation of tangible fixed assets:		
Short leasehold properties	-	1,245,835
Total gains and losses recognised since the last annual report	863,588	1,433,394
NOTE OF HISTORICAL COST PROFITS		
		Period from
	Year to	Period from 1 Jan 99 to
	Year to 31 Mar 01	1 Jan 99 to
		1 Jan 99 to
Reported profit on ordinary activities before taxation	31 Mar 01 £	1 Jan 99 to 31 Mar 00 £
Reported profit on ordinary activities before taxation Realisation of gains recognised in previous periods	31 Mar 01	1 Jan 99 to 31 Mar 00 £
Realisation of gains recognised in previous periods  Difference between a historical cost	31 Mar 01 £	1 Jan 99 to 31 Mar 00 £ 181,822
Realisation of gains recognised in previous periods  Difference between a historical cost depreciation charge and the actual	31 Mar 01 £ 865,387	1 Jan 99 to 31 Mar 00 £ 181,822 49,387
Realisation of gains recognised in previous periods  Difference between a historical cost	31 Mar 01 £	1 Jan 99 to 31 Mar 00 £ 181,822
Realisation of gains recognised in previous periods  Difference between a historical cost depreciation charge and the actual charge calculated on the revalued amount	31 Mar 01 £ 865,387	1 Jan 99 to 31 Mar 00 £ 181,822 49,387
Realisation of gains recognised in previous periods  Difference between a historical cost depreciation charge and the actual	31 Mar 01 £ 865,387	1 Jan 99 to 31 Mar 00 £ 181,822 49,387
Realisation of gains recognised in previous periods  Difference between a historical cost depreciation charge and the actual charge calculated on the revalued amount	31 Mar 01 £ 865,387	1 Jan 99 to 31 Mar 00 £ 181,822 49,387

# **BALANCE SHEET**

# 31 MARCH 2001

Note	200	1	2000
	£	£	£
8		4,502,024	4,961,542
•	4 0 40 5 45		1 101 005
	, ,		1,191,825
10			4,567,369
	8,030		7,342
	5,559,567		5,766,536
11	(7,117,182)		(10,135,920)
		(1,557,615)	(4,369,384)
		2,944,409	592,158
12		-	(81,278)
		2,944,409	510,880
			<del></del>
		•	641,705
20		(5,552,567)	(6,627,235)
21		2,944,409	510,880
	8 9 10 11 12 17 18 19 20	\$  9    1,040,545 10    4,510,992	$\begin{array}{cccccccccccccccccccccccccccccccccccc$

These financial statements were approved and signed by the director on .......

D Moulsdale Director

## NOTES TO THE FINANCIAL STATEMENTS

#### YEAR ENDED 31 MARCH 2001

# 1. Accounting policies

# **Basis of accounting**

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of certain fixed assets, and in accordance with applicable accounting standards.

#### Cash flow statement

The director has taken advantage of the exemption in Financial Reporting Standard No 1 (revised) from including a cash flow statement in the financial statements on the grounds that the company is wholly owned and its parent publishes a consolidated cashflow statement.

#### Turnover

The turnover shown in the profit and loss account represents amounts invoiced during the year, exclusive of Value Added Tax.

# Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Short Leasehold properties/revaluations

Leasehold improvements

Fixtures and fittings

Equipment

Motor vehicles

- Over the term of the lease

- 15% reducing balance

- 15% & 25% reducing balance

- 10% & 15% reducing balance

- 20% reducing balance

An amount equal to the excess of the annual depreciation charge on revalued assets over the notional historical cost depreciation charge on those assets is transferred annually from the revaluation reserve to the profit and loss reserve.

#### **Stocks**

Stocks are valued at the lower of cost and net realisable value. Cost is computed on an average cost basis. Net realisable value is based on estimated selling price less the estimated cost of disposal.

# Hire purchase agreements

Assets held under hire purchase agreements are capitalised and disclosed under tangible fixed assets at their fair value. The capital element of the future payments is treated as a liability and the interest is charged to the profit and loss account on a straight line basis.

# NOTES TO THE FINANCIAL STATEMENTS

# YEAR ENDED 31 MARCH 2001

# 1. Accounting policies (continued)

# Finance lease agreements

Where the company enters into a lease which entails taking substantially all the risks and rewards of ownership of an asset, the lease is treated as a finance lease. The asset is recorded in the balance sheet as a tangible fixed asset and is depreciated in accordance with the above depreciation policies. Future instalments under such leases, net of finance charges, are included with creditors. Rentals payable are apportioned between the finance element, which is charged to the profit and loss account on a straight line basis, and the capital element which reduces the outstanding obligation for future instalments.

# Operating lease agreements

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease.

#### **Deferred taxation**

Provision is made, under the liability method, to take account of timing differences between the treatment of certain items for accounts purposes and their treatment for tax purposes. Tax deferred or accelerated is accounted for in respect of all material timing differences to the extent that it is considered that a net liability may arise.

#### **Pensions**

The company made contributions into employees private pension schemes during the year. The assets of these schemes are held separately from those of the company. The contributions are charged to the profit and loss.

#### 2. Turnover

The turnover for the year was derived from the company's principal activity. The whole of the turnover is attributable to the UK market.

# NOTES TO THE FINANCIAL STATEMENTS

# YEAR ENDED 31 MARCH 2001

# 3. Other operating income

	Year to 31 Mar 01	Period from 1 Jan 99 to 31 Mar 00
	£	£
Rent receivable	32,249	37,937
Other operating income	-	11,700
	32,249	49,637

# 4. Operating profit

Operating profit is stated after charging/(crediting):

		Period from
	Year to	1 Jan 99 to
	31 Mar 01	31 Mar 00
	£	£
Director's emoluments	-	-
Depreciation	583,771	570,746
Loss/(Profit) on disposal of fixed assets	1,047	(45,556)
Auditors' remuneration		
- as auditors	33,500	28,200
Operating lease costs:		
Land and buildings	4,018,728	5,038,080
Plant and equipment	19,624	24,343
Inter company balance written off	-	79,557
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The inter company balance written off relates to group companies which were dissolved before the period end.

# 5. Particulars of employees

The average number of staff employed by the company during the financial year amounted to:

		Period from
	Year to	1 Jan 99 to
	31 Mar 01	31 Mar 00
	No.	No.
Production staff	70	57
Other	465	393
	<del></del>	
	535	450

# NOTES TO THE FINANCIAL STATEMENTS

# YEAR ENDED 31 MARCH 2001

#### 5. Particulars of employees (continued)

The aggregate payroll costs of the above were:

		Period from
	Year to	1 Jan 99 to
	31 Mar 01	31 Mar 00
	£	£
Wages and salaries	9,679,294	11,553,563
Social security costs	520,473	711,404
Other pension costs	30,089	59,447
	10,229,856	12,324,414

## Pension scheme

The company makes contributions into employees private pension schemes. The pension cost charge represents contributions payable by the company to the schemes and amounted to £30,089 (2000 £59,477).

#### 6. Interest payable and similar charges

		Period from
	Year to	1 Jan 99 to
	31 Mar 01	31 Mar 00
	£	£
Interest payable on bank borrowing	11,334	170
Finance charges	61,028	94,412
Other similar charges payable	58,038	60,745
	130,400	155,327

# 7.

Tax on profit on ordinary activities		
		Period from 1 Jan 99 to 31 Mar 00 £
In respect of the year:		
Corporation Tax	-	-
Adjustment in respect of previous years:		
Corporation Tax	1,799	(5,737)
	1,799	(5,737)

# NOTES TO THE FINANCIAL STATEMENTS

## YEAR ENDED 31 MARCH 2001

# 8. Tangible fixed assets

	Short Leasehold Properties £	Equipment £	Fixtures and fittings	Motor Vehicles £	Total £
Cost or valuation					
At 1 April 2000	2,158,670	2,321,185	1,539,183	247,156	6,266,194
Additions	5,205	15,354	111,239	-	131,798
Disposals	-	(1,325)	=	-	(1,325)
Transfer		(8,476)			(8,476)
At 31 March 2001	2,163,875	2,326,738	1,650,422	247,156	6,388,191
Depreciation					
At 1 April 2000	23,604	605,041	584,558	91,449	1,304,652
Charge for the year	213,267	173,333	166,030	31,141	583,771
On disposals	-	(278)	-	-	(278)
Transfer		(1,978)			(1,978)
At 31 March 2001	236,871	776,118	750,588	122,590	1,886,167
Net book value		4 440 600	000.004	101.766	4.500.004
At 31 March 2001	1,927,004	1,550,620	899,834	124,566	4,502,024
At 31 March 2000	2,135,066	1,716,144	954,625	155,707	4,961,542

The leasehold properties were revalued on 7th March 2000 on an open market valuation by Montagu Evans, Chartered Surveyors. The historical cost of the short leasehold properties is £657,875 (2000 - £652,670).

# Hire purchase and finance lease agreements

Included within the net book value of £4,502,024 is £468,534 (2000 - £1,337,079) relating to assets held under hire purchase agreements, and £67,663 (2000 - £75,182) relating to assets held under finance lease agreements. The depreciation charged in the year in respect of assets held under hire purchase agreements amounted to £60,612 (2000 - £219,126), and £7,518 (2000 - £10,740) in respect of assets held under finance lease agreements.

## 9. Stocks

	2001	2000
	£	£
Stock	1,040,545	1,191,825

## NOTES TO THE FINANCIAL STATEMENTS

# YEAR ENDED 31 MARCH 2001

## 10. Debtors

		2001	2000
		£	£
	Trade debtors	691,275	813,594
	Amounts owed by group undertakings	2,461,064	2,659,749
	Corporation Tax repayable	-	1,009
	Other debtors	249,359	61,313
	Prepayments and accrued income	1,109,294	1,031,704
		4,510,992	4,567,369
11.	Creditors: amounts falling due within one year		
		2001	2000
		£	£
	Bank loans and overdrafts	2,706,918	913,324
	Trade creditors	1,257,552	1,049,937
	Amounts owed to group undertakings	1,743,369	4,534,620
	Corporation Tax	293	-
	Other taxation and social security	864,828	2,782,260
	Other creditors	128,986	387,087
	Accruals and deferred income	415,236	468,692
		7,117,182	10,135,920
12.	Creditors: amounts falling due after more than one year		
		2001	2000
		£	£
	Other creditors including:		
	HP and finance leases		81,278

The Bank of Scotland holds the first and only floating charge and debenture over the assets of each group company along with a composite guarantee by each group company in favour of the bank on account of each group company. The Bank of Scotland also holds an assignation, along with all related documentation, of Keyman Insurance on the life of D Moulsdale in respect of the existing policies. In addition the Bank of Scotland holds a guarantee by D Moulsdale for an amount of £1,000,000 in its favour on account of the obligations of each group company and a second ranking standard security, after the AIB Group (UK) Plc, over the properties of Moulsdale Properties.

# NOTES TO THE FINANCIAL STATEMENTS

## YEAR ENDED 31 MARCH 2001

## 13. Deferred taxation

The elements of deferred taxation, which result in a nil balance at the end of the year, together with details of other amounts not provided for, are as follows

	2001		2000
	Provided	d Unprovided	Unprovided
	£	£	£
Excess of taxation allowances over depreciation			
on fixed assets	-	(34,209)	-
Tax losses available	_	(144,896)	(473,676)
Other timing differences	-	(5,141)	-
		(194 246)	(472 676)
	_	(184,246)	(473,676)

In the period to 31 March 2000 the deferred taxation resulted in a nil balance, therefore no amounts were provided for.

If the revalued assets were sold at the values stated in note 8 the estimated tax payable on that individual transaction would amount to £462,000. No provision has been made as it is unlikely that any amount will become payable in the forseeable future given the company's current intentions.

# 14. Commitments under hire purchase and finance lease agreements

Future commitments under hire purchase and finance lease agreements are as follows:

	2001	2000
	£	£
Amounts payable within 1 year	97,576	475,510
Amounts payable between 1 and 2 years	<del>_</del>	97,576
	97,576	573,086
Less interest and finance charges relating to future periods	(16,297)	(147,454)
	81,279	425,632

# NOTES TO THE FINANCIAL STATEMENTS

## YEAR ENDED 31 MARCH 2001

# 15. Commitments under operating leases

At 31 March 2001 the company had annual commitments under non-cancellable operating leases as set out below.

	Land & Buildings	
	2001	2000
	£	£
Operating leases which expire:		
Within 1 year	66,168	-
Within 2 to 5 years	279,800	294,300
After more than 5 years	3,648,546	3,625,940
	3,994,514	3,920,240

# 16. Related party transactions

The company has taken advantage of the exemption granted by paragraph 3c of Financial Reporting Standard 8 not to disclose transactions with other group companies. The company had no other related party transactions during the period.

# 17. Share capital

# Authorised share capital:

	2001	2000
	£	£
45,000,000 Ordinary shares of £0.02 each	900,000	900,000
1,000 Deferred shares of £1 each	1,000	-
	901,000	900,000

# NOTES TO THE FINANCIAL STATEMENTS

# YEAR ENDED 31 MARCH 2001

# 17. Share capital (continued)

# Allotted, called up and fully paid:

2001		2000	
No.	£	No.	£
32,085,245	641,705	32,085,245	641,705
1,000	1,000	-	-
32,086,245	642,705	32,085,245	641,705
	No. 32,085,245 1,000	No. £ 32,085,245 641,705 1,000 1,000	No. £ No. 32,085,245 641,705 32,085,245 1,000 1,000 -

The rights attaching to the deferred shares are as follows:

On a return of assets in a liquidation or otherwise, the assets of the company remaining after the payment of its liabilities will be applied firstly, in paying the holders of the 2p Ordinary Shares a sum equal to the balance of such assets up to a maximum of £100,000,000 and secondly, in distributing the balance of such assets among the holders of the Deferred Shares.

The holders of the Deferred shares shall be entitled to receive notice of and attend at general meetings but shall not be entitled to vote.

# 18. Share premium account

		Period from
	Year to	1 Jan 99 to
	31 Mar 01	31 Mar 00
	£	£
Balance brought forward	4,404,000	4,404,000
Premium on shares issued in the year	1,568,941	
	5,972,941	4,404,000

The premium on shares issued in the year is stated after deduction of issue costs of £130,059, in accordance with FRS4.

# 19. Revaluation reserve

		Period from
	Year to	1 Jan 99 to
	31 Mar 01	31 Mar 00
	£	£
Balance brought forward	2,092,410	913,552
Revaluation of fixed assets	-	1,245,835
Transfer to profit and loss account	(211,080)	(66,977)
	1,881,330	2,092,410

# NOTES TO THE FINANCIAL STATEMENTS

# YEAR ENDED 31 MARCH 2001

# 20. Profit and loss account

		Period from
	Year to	1 Jan 99 to
	31 Mar 01	31 Mar 00
	£	£
Balance brought forward	(6,627,235)	(6,881,771)
Retained profit for the financial year	863,588	187,559
Transfer from revaluation reserve	211,080	66,977
Balance carried forward	(5,552,567)	(6,627,235)

## 21. Reconciliation of movements in shareholders' funds

			Period from
	Year to 31 Mar 01		1 Jan 99 to
			31 Mar 00
	£	£	£
Profit for the financial year		863,588	187,559
Other net recognised gains and losses		-	1,245,835
New equity share capital subscribed	1,000		-
Premium on new share capital subscribed	1,568,941		-
		1,569,941	-
Net addition to funds		2,433,529	1,433,394
Opening shareholders' equity funds		510,880	(922,514)
Closing shareholders' equity funds		2,944,409	510,880

# 22. Post balance sheet events

On the 10th September 2001, the Company purchased the Co-op Eyecare business and assets together with selected associated partnership businesses and assets from Co-operative Wholesale Society Limited. The acquisition totalled 34 stores. It is currently not practicable to estimate the full financial effect however the Director believes the stores will increase both the turnover and profitability of the Company.

## NOTES TO THE FINANCIAL STATEMENTS

# YEAR ENDED 31 MARCH 2001

#### 23. Guarantees and other financial commitments

The Bank of Scotland hold an unlimited inter company cross guarantee between the company, David Moulsdale (Holdings) Limited, Optical Express (Westfield) Limited, Optical Express Limited (formerly Optical Express (Central) Limited), Optical Express (Gyle) Limited, Optical Express (Northern) Limited, Optical Express (Ayr) Limited, Optical Express (Aberdeen) Limited, Optical Express (Forge) Limited, Optical Express (Leith) Limited, Optical Express (Holdings) Limited, Optical Express (2001) Limited (formerly Optical Express (Dutside Clinic) Limited), Optical Express (Aftercare) Limited and The Frame Zone Limited which is supported by a bond and floating charge and debenture over the whole company assets.

At the 31 March 2001 the above companies' loans and overdrafts totalled £6,811,604 (2000 £8,400,174), excluding those of the company.

## 24. Ultimate parent company

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The company's holding company is Optical Express (Holdings) Limited and ultimate holding company is David Moulsdale (Holdings) Limited. Both companies are incorporated in Scotland. A copy of the companies' accounts is available from Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB. These companies are controlled by D Moulsdale.