MCINTOSH 88 LIMITED (COMPANY NO: 2172877)

ANNUAL REPORT FOR THE YEAR ENDED 31 DECEMBER 2000

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ANNUAL REPORT

FOR THE YEAR ENDED 31 DECEMBER 2000

CONTENTS

	Page
Company information	1
Directors' report	2 - 3
Auditors report	4
Consolidated Profit and loss account	5
Consolidated Balance sheet	6
Company Balance sheet	7
Consolidated cashflow statement	8
Notes to the consolidated cashflow statement	9 – 10
Notes to the financial statements	11 – 19

COMPANY INFORMATION

AS AT 31 DECEMBER 2000

DIRECTORS

RJJ Bell W McColl

COMPANY SECRETARY

W McColl

REGISTERED OFFICE

30 Queen Charlotte Street

Bristol

NUMBER

2172877

BANKERS

Bank of Scotland Carberry Road

Kirkcaldy

SOLICITORS

Pagan Business Law

8 Manor Place Edinburgh

AUDITORS

Springfords

Dundas House Westfield Park Eskbank

Edinburgh

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2000

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

PRINCIPAL ACTIVITIES

The consolidated profit and loss for the year is set out on page 5.

The principal activities of the group are the manufacture and supply of educational and domestic furniture.

REVIEW OF BUSINESS AND FUTURE DEVELOPMENTS

The directors are satisfied that the actions taken have resulted in a return to historical levels of profitability.

The directors anticipate this level of profitability will be maintained in the coming year.

DIVIDENDS AND TRANSFER TO RESERVES

During the year the directors paid a dividend of £660,991 (1999: nil).

The retained profit for the year of £270,718 (1999: £53,262) will be transferred to reserves.

DIRECTORS

The directors of the company throughout the year are listed below:-

R J J Bell W McColl

DIRECTORS' INTERESTS

The interests of the directors, according to the register required to be kept under Section 325 of the Companies Act 1985, through life interest in family trusts, were:-

	31 31 December 1999	December	2000
Ordinary shares of £1 each			
RJJ Bell	98		98
W McColl	11		11

YEAR 2000 AND THE EURO

No problems have been encountered to date and the directors do not foresee any material problems in the future.

HEALTH AND SAFETY

Strenuous efforts continue to be made throughout the company to improve our good record in this field.

DIRECTORS' REPORT (CONT'D)

FOR THE YEAR ENDED 31 DECEMBER 2000

DISABLED PERSONS

The company's policy in respect of the employment of disabled persons is:-

- a) to give full and fair consideration of all types of vacancies;
- b) to retain newly disabled employees wherever possible for rehabilitation and training; and
- c) to give equal opportunities for training, career development and promotion and, where applicable, to modify equipment and premises to use special equipment aids or to restructure jobs.

EMPLOYEE INVOLVEMENT

During the year employees have been briefed with information of matters of concern to them regarding the company's activities and progress.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to:-

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent; 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. 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

A resolution to re-appoint Springfords as auditors will be proposed at the annual general meeting.

By order of the Board

W McColl

Company Secretary

AUDITORS' REPORT TO THE MEMBERS OF

MCINTOSH 88 LIMITED

We have audited the financial statements on pages 5 to 19, which have been prepared under the accounting policies set out on pages 11 to 12.

Respective responsibilities of directors and auditors

As described on page 3, the company's directors are responsible for the preparation of 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 affairs of the company and of the group as at 31 December 2000 and of the group's profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

SPRINGFORDS Chartered Accountants
Registered Auditors

Dundas House Westfield Park Eskbank Edinburgh

28 February 2001

CONSOLIDATED PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 2000

	Notes	2000 £	1999 £
Turnover		13,316,363	9,060,599
Cost of sales		(9,806,385)	(6,701,250)
Gross profit		3,509,978	2,359,349
Net operating expenses	3	(2,450,638)	(2,055,475)
Operating profit before exceptional items		1,059,340	303,874
Exceptional items	4	-	(101,943)
Profit on ordinary activities before interest		1,059,340	201,931
Interest payable and similar charges	7	(127,631)	(148,669)
Profit on ordinary activities before taxation	8	931,709	53,262
Tax on profit on ordinary activities	9		
Profit on ordinary activities after taxation		931,709	53,262
Dividend paid		(660,991)	
Retained profit for the financial year	21	270,718	53,262

None of the group's activities were acquired or discontinued during the above two financial years.

There is no difference between the profit on ordinary activities before taxation and the retained profit for the years stated above and their historical cost equivalents.

There are no recognised gains or losses other than those included above and therefore no separate statement of total recognised gains and losses has been presented.

CONSOLIDATED BALANCE SHEET

AT 31 DECEMBER 2000

	Notes	2000 £	1999 £
Fixed assets			
Tangible assets	11	2,939,293	2,960,869
Current assets			
Stocks Debtors Cash at bank and in hand	13 14	1,412,599 1,992,202 591	1,886,756 1,727,261 333
		3,405,392	3,614,350
Creditors: amounts falling due within one year	15	2,409,910	2,972,062
Net current assets		995,482	642,288
Total assets less current liabilities		3,934,775	3,603,157
Creditors: amounts falling due after more than one year	16	80,182	19,282
		3,854,593	3,583,875
Capital and reserves			
Called up share capital Profit and loss account Capital reserve	20 21 22	111 2,253,806 1,600,676	111 1,983,088 1,600,676
Equity shareholders' funds	23	3,854,593	3,583,875

The financial statements on pages 5 to 19 were approved by the board of directors on 28 February 2001 and signed on its behalf by:

W McColl Director

BALANCE SHEET

AT 31 DECEMBER 2000

	Notes	2000 £	1999 £
Fixed assets			
Investments	12	1	1
Current assets			
Debtors Cash at bank and in hand	14	286,887 111	286,887 111
		286,998	286,998
Net assets		286,999	
Capital and reserves			
Called up share capital Profit and loss account Capital reserve	20 21 22	111 66,888 220,000	111 66,888 220,000
Equity shareholders' funds		286,999	286,999

The financial statements on pages 5 to 19 were approved by the board of directors on 28 February 2001 and signed on its behalf by:

MMcColl Director

Page 7

CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2000

	Notes	2000 £	1999 £
Net cash inflow from continuing operating activities	1	1,650,649	464,387
Returns on investments and servicing of finance	2	(127,632)	(155,156)
Capital expenditure and financial investment	2	(90,440)	70,615
		1,432,577	379,846
Equity dividend paid		(660,991)	-
Cash inflow before financing	3	771,586	379,846
Financing	2	(56,760)	(123,016)
Increase in cash in the period	3	714,826	256,830
Reconciliation of net cash flow to movement in net debt			
Increase in cash in the period		714,826	256,830
Cash outflow from decrease in lease Financing		56,760 ———	123,016
Change in net debt resulting from cash flows		771,586	379,846
New finance lease		(163,402)	
Movement in net debt in the period		608,184	379,846
Net debt as at 1 January		(1,494,941)	(1,874,787)
Net debt as at 31 December	3	(886,757)	(1,494,941)

NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2000

1 RECONCILIATION OF OPERATING PROFIT TO NET CASH FLOW FROM OPERATING ACTIVITIES

	2000 £	1999 £
Continuing operating activities		
Operating profit before exceptional items Exceptional item Depreciation on tangible fixed assets Loss on sale of tangible fixed assets Decrease/(increase) in stocks (Increase)/decrease in trade debtors Decrease in other debtors Increase/(decrease) in trade creditors (Decrease)/increase in other creditors	1,059,340 263,929 11,487 474,157 (275,783) 10,842 154,042 (47,365)	303,874 (101,943) 303,243 56,231 (182,586) 233,577 145 (254,707) 106,553
Net cash inflow from operating activities	1,650,649	464,387
ANALYSIS OF CASH FLOWS FOR HEADINGS NETTE CASH FLOW STATEMENT Returns on investments and servicing of finance	2000 £	ATED 1999 £
Interest paid Interest element of finance lease payments	(116,902) (10,730)	(145,621) (9,535)
Net cash outflow for returns on investments and servicing of finance	(127,632)	(155,156)
Capital expenditure		
Purchase of tangible fixed assets Sale of tangible fixed assets	(110,940) 20,500	(154,735) 225,530
Net cash inflow for capital expenditure	(90,440)	70,615
Financing		

(123,016)

(56,760)

Principal payment under finance lease

2

NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2000

3 ANALYSIS OF NET DEBT

	At 1 January 2000 £	Cashflow £	Other non cash changes £	At 31 December 2000 £
Cash				
Cash in hand Bank overdraft	333 (1,445,388) ———————————————————————————————————	258 714,568 714,826	- - -	591 (730,820) ————————————————————————————————————
Debt				
Finance leases	(49,886)	(106,642)		(156,528)
Total	(1,494,941)	608,184	-	(886,757)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2000

1 PRINCIPAL ACCOUNTING POLICIES

The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom. A summary of the more important accounting policies, which have been consistently applied, is set out below:

Basis of accounting

The financial statements are prepared in accordance with the historical cost convention.

Basis of consolidation

The consolidated profit and loss account and balance sheet include the financial statements of the company and its subsidiary undertaking made up to 31 December 2000.

Tangible fixed assets

The cost of fixed assets is their purchase cost, together with any incidental costs of acquisition.

Depreciation is calculated so as to write off the cost, or valuation, of tangible fixed assets, less their estimated residual values on a straight line basis over the expected useful economic lives of the assts concerned.

The principal annual rates used for this purpose are:-

	%
Heritable property	2.5
Fixtures and fittings	10
Motor vehicles	25 to 33.33
Plant and machinery	10 to 33.33
Computer equipment	10 to 33.33

Land is not depreciated.

Finance and operating leases

Costs in respect of operating leases are charged on a straight-line basis over the lease term.

Leasing agreements, which transfer to the company substantially all the benefits and risks of ownership of an asset are treated as if the asset had been purchased outright. The assets are included in fixed assets and the capital element of the leasing commitments is shown as obligations under finance leases. The lease rentals are treated as consisting of capital and interest elements. The capital element is applied to reduce the outstanding obligations and the interest element is charged against profit on proportion to the reducing capital element outstanding. Assets held under finance leases are depreciated over the shorter of the lease terms and the useful lives of equivalent owned assets.

Stocks and work in progress

Stocks and work in progress are stated at the lower of cost and net realisable value. In general, cost is determined on a first in first out basis and includes transport and handling costs. In the case of manufactured products, cost includes all direct expenditure and production overheads based on the normal level of activity. Where necessary, provision is made for obsolete, slow moving and defective stocks.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2000

1 PRINCIPAL ACCOUNTING POLICIES (CONT'D)

Turnover

Turnover, which excludes value-added tax and trade discounts represents the invoiced value of goods and services supplied.

Foreign currencies

Assets and liabilities in foreign currencies are translated to sterling at rates of exchange ruling at the end of the financial year. Trading activities are translated to sterling at the rate of exchange ruling at the time of the transaction. Any resultant gain or loss on exchange is shown as part of the year's profit or loss from ordinary activities.

Deferred taxation

Provision is made for deferred taxation, using the liability method on all material timing differences to the extent that it is probable that a liability or asset will crystallise.

Pension scheme arrangements

Until 30th April 1999 the company operated a defined benefit pension scheme at which date the fund was closed. The fund was valued every three years by a professionally qualified independent actuary, the rates of contribution payable being determined by the actuary. In the intervening years the actuary reviewed the continuing appropriateness of the rates. Pension costs were accounted for on the basis of charging the expected cost of providing pensions over the period during which the company benefits from the employees' services. The effect of variations from regular costs were spread over the expected average remaining service lives of members of the scheme.

From 1st May 1999 the company contributes to certain employees' pensions through defined contribution arrangements. The cost of the company's contributions is accounted for as they fall due. The company provides no other post retirement benefits to its employees.

2 SEGMENTAL ANALYSIS OF THE GROUP'S OPERATION

Segmental analysis of the group's operations has not been included, as in the opinion of the directors such disclosures would be seriously prejudicial to the group's interests.

3 NET OPERATING EXPENSES

	2000 £	1999 £
Distribution costs Administrative expenses	909,588 1,541,050	706,100 1,349,375
	2,450,638	2,055,475

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2000

4 EXCEPTIONAL ITEMS

5

	2000 £	1999
	L	Ľ.
Redundancy and re-organisation costs Loss on disposal of Ultra Violet	-	48,927
production equipment	·	53,016
	-	101,943
DIRECTORS EMOLUMENTS		
	2000	1999
	£	£

The directors do not participate in the group's defined contribution pension arrangements.

202,792

197,144

	2000 f	1999 £
The highest paid director	L	L
Aggregate emoluments	109,297	99,988

6 EMPLOYEE INFORMATION

Aggregate emoluments

The average weekly number of persons employed by the group (including executive directors) during the year was:-

· ,	2000 Number	1999 Number
By activity		
Production	140	133
Selling and distribution	17	19
Administration	14	14
		
	171	166
	2000	1999
	£	£
Staff costs (for the above persons)		
Wages and salaries	3,174,442	2,671,141
Social security costs	321,283	275,457
Pension costs (see note 19)	9,472	18,896
	3,505,197	2,965,494
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NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2000

7 INTEREST PAYABLE AND SIMILAR CHARGES

		2000 £	1999 £
On b	ank loans, overdrafts and other loans:-		
•	payable within 5 years, not by instalments finance leases	116,901 10,730	139,134 9,535
		127,631	148,669
8 PROF	IT ON ORDINARY ACTIVITIES BEFORE TAXA	TION	
		2000 £	1999 £
Profit charg	loss on ordinary activities before tax is stated ing:-	d after	
Audit	or's remuneration		
(Com	pany £850, 1999 £800)	13,350	12,800
	of plant and machinery	2,289	976
Other	operating lease rentals	143,075	127,965
Depre	eciation of tangible fixed assets		
- ow	ned by the company	219,960	267,473
- hel	d under finance leases	43,969	35,770
Loss	on disposal of tangible fixed assets	11,487	61,581

9 TAX ON PROFIT ON ORDINARY ACTIVITIES

There is no taxation charge due to the availability of tax losses carried forward of approximately £6.5m (1999; £7.8m).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2000

10 PROFIT FOR THE FINANCIAL YEAR

As permitted by section 230 of the Companies Act 1985, the parent company's profit and loss account has not been included in these financial statements. The parent company's profit for the financial year was nil (1999: £nil).

11 TANGIBLE FIXED ASSETS

	Heritable Property £	Plant Machinery fixtures & fittings £	Motor vehicles £	Computer equipment	Total £
Cost or valuation					
At 1 January 2000 Additions Disposals	1,911,924	2,199,268 32,434	242,052 188,658 (103,645)	649,857 61,248	5,003,101 274,340 (103,645)
At 31 December 2000	1,911,924	2,231,702	319,065	711,105	5,173,796
Depreciation					
At 1 January 2000 Disposals Charge for year	175,695 - 35,289	1,391,597 - 116,806	171,310 (71,658) 54,739	303,630 - 57,095	2,042,232 (71,658) 263,929
At 31 December 2000	210,984	1,508,403	154,391	360,726	2,234,503
Net book value					
At 31 December 2000	1,700,940	723,299	164,674	350,380	2,939,293
At 31 December 1999	1,736,229	807,671	70,742	346,227	2,960,869

The net book value of tangible fixed assets includes an amount of £246,731 (1999: £282,642) in respect of assets held under finance leases.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2000

12 INVESTMENTS

NEVEO INICIATO		2000	1999
		£	£
Shares at cost		1	1
Represented by:-			
Subsidiary undertaking	Nature of business	Description of shares held	Proportion of nominal value held
ESA McIntosh Limited (Scotland)	Manufacture and supply of educational and domestic furniture	Ordinary £1 shares	100%

13 STOCKS AND WORK IN PROGRESS

	(Group		Company
	2000	1999	2000	1999
	£	£	£	£
Raw materials	507,715	589,424	-	-
Work in progress	519,271	935,275	-	
Finished goods	385,613	362,057	-	
	1,412,599	1,886,756	-	-

14 DEBTORS

		Group	C	Company
	2000	1999	2000	1999
	£	£	£	£
Amounts falling due within				
one year:				
Trade debtors	1,912,561	1,636,778	_	-
Other debtors	79,641	90,483		-
Amounts owed from subsidiary		-	286,887	286,887
	1,992,202	1,727,261	286,887	286,887

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2000

15 CREDITORS: Amounts falling due within one year

		Group		Company
	2000	1999	2000	1999
		£	£	£
	£	·		
Bank overdraft	730,820	1,445,388	<u></u>	-
Trade creditors	628,324	473,115	-	-
Bills of exchange payable	49,391	50,558	-	-
Obligations under finance leases	76,346	30,604	-	-
Other taxation and social security	274,983	282,427	-	-
Other creditors	6,563	9,718	-	-
Accruals and deferred income	643,483	680,252		
	2,409,910	2,972,062		

The bank overdraft is secured by a bond and floating charge over the assets of the group.

16 CREDITORS: Amounts falling after more than one year

	Group		Company	
	2000	1999	2000	1999
	£	£	£	£
Obligations under finances leases	5			
(due within 5 years)	80,182	19,282	~	-

17 OBLIGATIONS UNDER FINANCE LEASES

The net finance lease obligations to which the group is committed are:-

	2000 £	1999 £
In one year or less Between one and two years	76,346 80,182	30,604 19,282
	156,528 ————	49,886

18 DEFERRED TAXATION

There is no unprovided deferred taxation.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2000

19 PENSIONS

Until 30 April 1999 the company participated in a pension scheme operated by Friends Provident Corporate Pensions Limited providing benefits based on a final pensionable salary. The assets of the scheme are held separately from those of the company. The scheme was closed at that date. From 1 May 1999 the company contributes to employees' pensions through defined contribution arrangements. The company's professional advisers are currently arranging for the transfer values of individual employees to be computed and provisions to be made appropriate to the winding up of the scheme. Taking account of the realisable value of the assets of the scheme it is not likely that any material further contributions will be required by the company to meet its statutory and other obligations.

The pension cost under the new pension arrangements in the year was £9,472 (1999 - £5,327).

20 CALLED UP SHARE CAPITAL

	2000 £	1999 £
Authorised:	_	_
1,000 ordinary shares of £1 each	1,000	1,000
Allotted, called up and fully paid:		
111 ordinary shares of £1 each	111	111

21 PROFIT AND LOSS ACCOUNT

The movement on consolidated retained profits is analysed below:-

	$\begin{array}{c} \text{McIntosh 88} \\ \text{Limited} \\ \text{£} \end{array}$	Subsidiary Company £	Total £
At 1 January 2000 Retained profit for the year	66,888	1,916,200 270,718	1,983,088 270,718
At 31 December 2000	66,888	2,186,918	2,253,806

22 CAPITAL RESERVE

The consolidated capital reserve arose on the acquisition of the subsidiary company, and subsequent repurchase of its preference shares. The capital reserve in the company resulted from the repurchase of its preference shares.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2000

23 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2000 £	1999 £
Profit for the financial year Dividend paid	931,709 (660,991)	53,262
Net addition to shareholders' funds	270,718	53,262
Opening shareholders' funds	3,583,875	3,530,613
Closing shareholders' funds	3,854,593	3,583,875

24 FINANCIAL COMMITMENTS

At 31 December 2000 the group had annual commitments under non-cancellable operating leases as follows:-

	2000 £	1999 £
Expiring within one year Expiring between two and five years inclusive	30,444	1,940 20,274
	30,444	22,214

25 CONTINGENT LIABILITIES

The group has in the ordinary cause of business entered into arrangements in respect of performance bonds.

26 ULTIMATE CONTROLLING PARTY AND RELATED PARTY TRANSACTIONS

The ultimate controlling party of the company is a trust representing the family interests of Mr R JJ Bell.