UTOPIA FURNITURE LIMITED REPORT OF THE DIRECTORS AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 30TH JUNE 2004



Ormerod Rutter Limited Registered Auditor The Oakley Kidderminster Road Droitwich Worcestershire WR9 9AY

CONTENTS OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30TH JUNE 2004

		Page	2
Company Information		1	
Report of the Directors	2	to	4
Report of the Independent Auditors		5	
Profit and Loss Account		6	
Balance Sheet		7	
Notes to the Financial Statements	8	to	14
Trading and Profit and Loss Account	15	to	16

COMPANY INFORMATION FOR THE YEAR ENDED 30TH JUNE 2004

DIRECTORS: Mr D W Conn

Mr I W Hall Mr M A Heap Mrs E B Green Miss A Shepherd Mr B Spooner

SECRETARY: Mr I W Hall

REGISTERED OFFICE: Utopia House

Springvale Avenue Springvale Business Park

Bilston

Wolverhampton WV14 OQL

REGISTERED NUMBER: 2826071 (England and Wales)

AUDITORS: Ormerod Rutter Limited

Registered Auditor

The Oakley

Kidderminster Road

Droitwich Worcestershire WR9 9AY

BANKERS: The Royal Bank of Scotland plc

Birmingham Colmore Row Branch

79 / 83 Colmore Row

Birmingham B3 2AP

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 30TH JUNE 2004

The directors present their report with the financial statements of the company for the year ended 30th June 2004.

PRINCIPAL ACTIVITY

The principal activity of the company during the year was the manufacture of bathroom furniture and the supply of associated accessories.

REVIEW OF BUSINESS

The results for the year and financial position of the company are as shown in the annexed financial statements.

The directors are particularly pleased with the continued growth of the company this year and its dominance yet again of its market sector, resulting in strong profit performance for the year.

The company has followed its core policy of re-investing profits into high-tech advanced machinery and equipment together with highly skilled personnel crucial to its continued expansion programme and profitability objectives.

Furthermore the company has now successfully completed the development of its UTWO facility, a state of the art warehouse linked to the main distribution and manufacturing facilities by fibre optic cabling. This additional capacity will enable the company to meet its customer demands and ensure its production and distribution objectives for the future.

The company is truly aware of the need to develop new product lines and is planning on expanding its sanitaryware, brassware and accessory lines. The launch of the Utopia Product Magazine is part of a new marketing initiative.

KBB Exhibition 2004 proved to be a resounding success for the company with record number of visitors to the stand. The achievement of being awarded best display within its sector for the company identifies Utopia as being a brand leader in the bathroom furniture industry.

The results for the year and the financial position of the company are as shown in the annexed financial statements.

DIVIDENDS

No interim dividends were paid during the year ended 30th June 2004.

The directors recommend final dividends per share as follows:

Ordinary 'A' £1 shares £5
Ordinary 'B' £1 shares NIL

The total distribution of dividends for the year ended 30th June 2004 will be £100,000.

The directors propose that the retained profits of £2,413,620 (2003 - £1,848,738 profit) be added to reserves.

FIXED ASSETS

Changes in fixed assets during the year are set out in the notes to the financial statements.

RESEARCH AND DEVELOPMENT

The company is continuing to develop and advance its own bespoke computer software system to further enhance the company's performance in the future.

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 30TH JUNE 2004

DIRECTORS

The directors during the year under review were:

Mr D W Conn Mr I W Hall Mr M A Heap Mrs E B Green Miss A Shepherd Mr B Spooner

- appointed 24.10.03

The beneficial interests of the directors holding office on 30th June 2004 in the issued share capital of the company were as follows:

Ordinary 'A' £1 shares	30.6.04	1.7.03 or date of appointment if later
3,4,1,4,1		
Mr D W Conn	-	-
Mr I W Hall	-	-
Mr M A Heap	•	~
Mrs E B Green	-	•
Miss A Shepherd	-	-
Mr B Spooner	-	-
Ordinary 'B' £1 shares		
Mr D W Conn	1,500	1,500
Mr I W Hall	1,500	1,500
Mr M A Heap	-	-
Mrs E B Green	-	-
Miss A Shepherd	-	-
Mr B Spooner	-	-

The ordinary 'A' share capital of the company is owned by Utopia Group Limited, its ultimate holding company. The interests of the directors in the issued share capital of the holding company are disclosed in that company's financial statements.

EMPLOYEES

The company continues to encourage employees to bring forward any ideas to further enhance the capabilities of the company's performance.

The company adopts a policy of training its employees to ensure production and company efficiency.

DISABLED EMPLOYEES

The company gives full consideration to the applications for employment by disabled persons.

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 30TH JUNE 2004

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;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

AUDITORS

The auditors, Ormerod Rutter Limited, will be proposed for re-appointment in accordance with Section 385 of the Companies Act 1985.

ON BEHALF OF THE BOARD:

Mr I W Hall - Secretary

1st December 2004

REPORT OF THE INDEPENDENT AUDITORS TO THE SHAREHOLDERS OF UTOPIA FURNITURE LIMITED

We have audited the financial statements of Utopia Furniture Limited for the year ended 30th June 2004 on pages six to fourteen. These financial statements have been prepared under the historical cost convention and the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As described on pages three and four the company's directors are responsible for the preparation of financial statements in accordance with applicable law and United Kingdom Accounting Standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Report of the Directors is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the Report of the Directors and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with United Kingdom Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 30th June 2004 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Ormerod Rutter Limited Registered Auditor

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The Oakley

Kidderminster Road

Droitwich

Worcestershire

WR9 9AY

1st December 2004

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30TH JUNE 2004

	004 2003 £ £
2 17,04	7,257 15,116,103
7,99	3,835 7,163,094
9,05	3,422 7,953,009
5,49	7,626 5,047,227
3,55	5,796 2,905,782
	3,000 103,233
3,55	8,796 3,009,015
	953 8,417
3,55	9,749 3,017,432
5 5	0,567 48,475
3,50	9,182 2,968,957
5 99	5,562 853,376
2,51	3,620 2,115,581
7 10	0,000 266,843
2,41	3,620 1,848,738
	17,04 7,99 9,05 5,49 3,55 3,55 5 3,50 6 99 2,51

CONTINUING OPERATIONS

The company has made no acquisitions nor discontinued operations within the meaning of Financial Reporting Standard 3 during 2004 or 2003 therefore turnover and operating profit derive entirely from continued operations.

The annexed notes form part of these financial statements.

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profits for the current and previous years.

BALANCE SHEET 30TH JUNE 2004

		200)4	200.	3
	Notes	£	£	£	£
FIXED ASSETS					
Tangible assets	8		2,362,093		2,409,148
CURRENT ASSETS					
Stocks	9	1,009,137		868,686	
Debtors	10	6,413,982		7,539,853	
Cash at bank and in hand		4,030,612		231,876	
		11,453,731	•	8,640,415	
CREDITORS					
Amounts falling due within one year	11	3,177,289		2,681,542	
NET CURRENT ASSETS			8,276,442		5,958,873
TOTAL ASSETS LESS CURRENT LIABILITIES			10,638,535		8,368,021
CREDITORS					
Amounts falling due after more than	one				
year	12		(172,343)		(242,410)
PROVISIONS FOR LIABILITIES					
AND CHARGES	14		(102,713)		(175,752)
			10,363,479		7,949,859
CAPITAL AND RESERVES					
Called up share capital	15		23,000		23,000
Profit and loss account	16		10,340,479		7,926,859
SHAREHOLDERS' FUNDS	22		10,363,479		7,949,859

ON BEHALF OF THE BOARD:

Mr D W Conn - Director

Mr I W Hall'- Director

Approved by the Board on 1st December 2004

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30TH JUNE 2004

1. ACCOUNTING POLICIES

Accounting convention

The financial statements are prepared under the historical cost convention and incorporate the results of the principal activity which is described in the directors' report and which is continuing and in accordance with applicable accounting standards. There were no material departures from these standards.

Advantage has been taken of the exemption from preparing a cash flow statement conferred by Financial Reporting Standard No. 1 Paragraph 12(b) on the grounds that consolidated financial statements in which the company and group are included are publicly available.

Turnover

Turnover is attributable solely to continuing operations and derives from one activity that of the manufacture of bathroom furniture and associated accessories.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life or, if held under a finance lease, over the lease term, whichever is the shorter.

Plant and machinery - 20% on cost Motor vehicles - 25% on cost

Information technology equipment and

fixtures and fittings - at varying rates

Stocks

Stocks and work in progress are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Cost includes all direct expenditure and an appropriate proportion of fixed and variable overheads.

Deferred tax

Provision is made for taxation deferred as a result of material timing differences between the incidence of income and expenditure for taxation purposes, using the full provision method.

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Hire purchase and leasing commitments

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible fixed assets and depreciated over the shorter of the lease term and their useful lives. Finance leases are those where substantially all of the benefits and risks of ownership are assumed by the company. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period. Rentals paid under operating leases are charged to the profit and loss account on straight line basis over the term of the lease.

Pensions

The company operates a defined contribution pension scheme. Contributions payable for the year are charged in the profit and loss account.

2. TURNOVER

The turnover and profit before taxation are attributable to the one principal activity of the company.

Turnover is derived wholly within the UK.

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 30TH JUNE 2004

3.

4.

schemes

	2004 £	2003 £
Wages and salaries	3,835,947	3,380.806
Social security costs	324,944	269,658
Other pension costs	70,859	57,396
	4,231,750	3,707,860
The average monthly number of employees during the year was as follows:		
	2004	2003
Administration	49	48
Works	151	140
		
	200 ====	188
OPERATING PROFIT		
The operating profit is stated after charging/(crediting):		
	2004	2003
	£	£
Depreciation - owned assets	699,798	770,437
Depreciation - assets on hire purchase contracts	225,592	265,322
Profit on disposal of fixed assets Auditors remuneration	(15,341)	(3,362)
Auditors' remuneration for non audit work	16,000 10,305	24,096 6,500
Hire of plant and machinery - operating	10,303	0,300
leases	204,555	178,643
Hire of other assets - operating leases	71,466	69,759
		
Directors' emoluments	329,110	150,774

The number of directors to whom retirement benefits were accruing was as follows:

Directors' pension contributions to money purchase

Money purchase schemes	6	4
		·—

Information regarding the highest paid director for the year ended 30th June 2004 is as follows:

	2004
	£
Emoluments etc	110,383
Pension contributions to money purchase schemes	12,850
	 -

31,068

45,525

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 30TH JUNE 2004

5. INTEREST PAYABLE AND SIMILAR CHARGES

	2004	2003
	£	£
Bank interest	744	-
Hire purchase interest	49,823	48,475
	50,567	48,475

6. TAXATION

Analysis of the tax charge

The tax charge on the profit on ordinary activities for the year was as follows:

	2004 £	2003 £
Current tax: UK corporation tax	1,068,602	980,952
Deferred tax	(73,040)	(127,576)
Tax on profit on ordinary activities	995,562	853,376 =====

UK corporation tax has been charged at 30% (2003 - 30%).

Factors affecting the tax charge

The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The difference is explained below:

		2004 £	2003 £
	Profit on ordinary activities before tax	3,509,182	2,968,957
	Profit on ordinary activities		
	multiplied by the standard rate of corporation tax		
	in the UK of 30% (2003 - 30%)	1,052,755	890,687
	Effects of:		
	Expenses not deductible for tax purposes	4,378	7,475
	Capital allowances in excess of depreciation	77,783	127,436
	Group relief	(66,314)	(44,646)
	Current tax charge	1,068,602	980,952
7.	DIVIDENDS		
		2004	2003
		£	£
	Equity shares:		
	Ordinary 'A' shares of £1 each		
	Final	100,000	266,843
		100,000	266,843
			====

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 30TH JUNE 2004

8. TANGIBLE FIXED ASSETS

	Plant and	Motor	Information technology equipment and	
	machinery	vehicles	fixtures	Totals
	£	£	£	£
COST				
At 1st July 2003	4,388,841	64,500	715,446	5,168,787
Additions	600,220	78,446	236,329	914,995
Disposals	(113,000)	(12,750)	-	(125,750)
At 30th June 2004	4,876,061	130,196	951,775	5,958,032
DEPRECIATION				
At 1st July 2003	2,149,125	34,789	575,726	2,759,640
Charge for year	777,768	20,117	127,505	925,390
Eliminated on disposal	(83,174)	(5,917)	-	(89,091)
At 30th June 2004	2,843,719	48,989	703,231	3,595,939
NET BOOK VALUE				
At 30th June 2004	2,032,342	81,207	248,544	2,362,093
At 30th June 2003	2,239,716	29,711	139,720	2,409,147
	= 2 = 2 =	=======================================		=======================================

The net book value of tangible fixed assets includes £613,530 (2003 - £620,122) in respect of assets held under hire purchase contracts.

9. STOCKS

<i>)</i> .	or och	2004	2003
		£	£
	Raw materials	713,278	615,732
	Work-in-progress	295,859	252,954
		1,009,137	868,686
		======	
10.	DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		2004	2003
		£	£
	Trade debtors	2,750,174	2,185,254
	Amounts owed by group undertakings	3,298,058	3,157,086
	Amounts owed by participating interests	31,432	1,920,729
	Other debtors	400	400
	Prepayments and accrued income	333,918	276,384
		6,413,982	7,539,853

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 30TH JUNE 2004

11.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR			
11.	CREDITORO, AND CHAIN THE WAR AND THE WAR	2004	2003	
		£	£	
	Hire purchase contracts (see note 13)	211,380	226,883	
	Trade creditors	1,626,672	1,331,801	
	Corporation tax payable	568,602	365,952	
	Social security and other taxes	433,162	476,726	
	Other creditors	203	18,240	
	Directors' loan accounts	168,175	85,964	
	Accruals and deferred income	169,095	175,976	
		3,177,289	2,681,542	
12.	CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR			
		2004	2003	
		£	£	
	Hire purchase contracts (see note 13)	172,343	242,410	
13.	OBLIGATIONS UNDER HIRE PURCHASE CONTRACTS AND LEASES			
		Hire		
		pure	purchase	
		con	tracts	
		2004	2003	
		£	£	
	Net obligations repayable:			
	Within one year	211,380	226,883	
	Between one and five years	172,343	242,410	
		383,723	469,293	
	The following operating lease payments are committed to be paid within one year	Γ:		
		Other operating		
		lea	ises	
		2004	2003	
		£	£	

	Expiring:		
	Within one year	55,126	13,601
	Between one and five years	140,886	110,939
		196,012	124,540
14.	PROVISION FOR LIABILITIES AND CHARGES		
		2004	2003
		£	£
	Deferred tax	102,713	175,752

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 30TH JUNE 2004

14. PROVISION FOR LIABILITIES AND CHARGES - continued

	Balance at 1:	st Inly 2003			Deferred tax £ 175,752
	Utilised for t				(73,039)
	Balance at 30	0th June 2004			102,713
15.	CALLED U	P SHARE CAPITAL			
	Authorised:				
	Number:	Class:	Nominal value:	2004 £	2003 £
	40,000	Ordinary 'A'	£1	40,000	40,000
	10,000	Ordinary 'B'	£1	10,000	10,000
				50,000	50,000
		ued and fully paid:			
	Number:	Class:	Nominal	2004	2003
	20,000	Ordinary 'A'	value: £1	£ 20,000	£ 20,000
	3,000	Ordinary 'B'	£1	3,000	3,000
	,	,			
				23,000	23,000
16.	RESERVES	S			
					Profit
					and loss account
					£
	At 1st July 2	003			7,926,859
	Retained pro	ofit for the year			2,413,620
	At 30th June	2004			10,340,479
				,	

17. PENSION COMMITMENTS

The company operates a defined contribution scheme for its directors. The assets of the scheme are held separately from those of the company in an independently administered fund. Pension contributions for the year amounted to £45,525 (2003 - £31,068). There were no prepaid or outstanding contributions at the year end.

18. ULTIMATE PARENT COMPANY

The directors consider that the holding company is Utopia Group Limited, a company registered in England and Wales.

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 30TH JUNE 2004

19. CONTINGENT LIABILITIES

Under the terms of a government grant for £200,000, Utopia Furniture Limited may be required to repay the grant to the government anything up to three years after payment of the final instalment, if a decision to repay the grant was made by the European Commission. The final instalment was paid on 31 August 2002.

A bank overdraft facility has been guaranteed by Utopia Group Limited, Utopia Furniture Limited, Dominion Plumbing Supplies Limited and Kidsville Limited. At 30th June 2004 the net amount outstanding on this facility amounted to £2,000,122.

At 30th June 2003 a bank loan facility existed, guaranteed by Utopia Group Limited, Utopia Furniture Limited, Dominion Plumbing Supplies Limited and Kidsville Limited. Amounts outstanding at 30th June 2003 were £2,075,000, which have been repaid during the current financial year.

20. CAPITAL COMMITMENTS

At the year end the company had no capital commitments authorised or contracted for.

21. RELATED PARTY DISCLOSURES

During the year, Mr I W Hall and Mr D W Conn had an interest in Newlyn Homes Limited and Idiom Design. Also during the year the company dealt with companies within the group - Dominion Plumbing Supplies Limited, Kidsville Limited and Utopia Group Limited. All transactions were undertaken under normal commercial trading terms. Balances outstanding at the year end were as follows:

	Balance
	Outstanding at
	30th June
	2004
	£
Dominion Plumbing Supplies Limited	169,505
Utopia Group Limited	3,088,014
Kidsville Limited	40,539
Newlyn Homes Limited	15,003
Idiom Design	16,429

The aggregate of transactions amounted to £315,761 rent charges, £342,632 management charges, and £47,288 of dividend recharges.

22. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2004	2003
	£	£
Profit for the financial year	2,513,620	2,115,581
Dividends	(100,000)	(266,843)
Net addition to shareholders' funds	2,413,620	1,848,738
Opening shareholders' funds	7,949,859	6,101,121
Closing shareholders' funds	10,363,479	7,949,859
Equity interests	10,363,479	7,949,859
	=======================================	

TRADING AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30TH JUNE 2004

	200-	4	200	3
	£	£	£	£
Sales		17,047,257		15,116,103
Cost of sales				
Purchases	4,547,158		4,095,005	
Wages	2,753,285		2,483,171	
Social security	240,644		193,800	
Carriage	452,748		391,118	
		7,993,835		7,163,094
GROSS PROFIT		9,053,422		7,953,009
Other income				
Rents received	3,000		3,233	
Government grant received	-		100,000	
Bank interest receivable	953		-	
Corporation tax interest	-		8,417	
		3,953		111,650
		9,057,375		8,064,659
Expenditure				
Rent, rates and insurance	713,490		644,855	
Heat, light and power	108,064		98,260	
Plant and equipment hire	21,070		15,111	
Directors' remuneration and NIC	294,698		141,191	
Directors' pension contributions	45,525		31,068	
Wages	787,964		756,444	
Social security	84,300		75,858	
Pensions	25,334		26,328	
Telephone and postage	110,769		97,476	
Printing and stationery	121,533		121,110	
Sales promotions and advertising	664,469		532,289	
Motor and travel expenses	105,387		114,277	
Vehicle leasing costs	71,466		69,759	
Repairs and renewals	95,427		61,144	
Machinery maintenance and consumables	246,786		245,686 85,554	
Computer software and maintenance Sundry expenses	113,253 71,033		73,118	
Training expenses	10,311		41,204	
Sales commission	395,988		371,214	
Group management and administration cost	342,632		302,737	
Legal and professional fees	81,026		35,200	
Auditors remuneration	16,000		24,096	
Auditors' remuneration for non audit work	10,305		6,500	
Depreciation of tangible fixed assets	925,390		1,035,759	
Profit/loss on sale of tangible fixed assets	(15,341)		(3,362)	
Entertainment	6,208		8,567	
Bad debts	23,973		15,476	
		5,477,060		5,026,919
Carried forward		3,580,315		3,037,740

TRADING AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30TH JUNE 2004

	2004		2003	
	£	£	£	£
Brought forward		3,580,315		3,037,740
Finance costs				
Bank charges	20,566		20,308	
Bank interest	744		-	
Hire purchase interest	49,823		48,475	
		71,133 -		68,783
NET PROFIT		3,509,182		2,968,957