Company Registration No. 03202446 (England and Wales)

BRADITE LIMITED

ABBREVIATED ACCOUNTS

FOR THE YEAR ENDED 31 OCTOBER 2002

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DIRECTORS' REPORT FOR THE YEAR ENDED 31 OCTOBER 2002

The directors present their report and financial statements for the year ended 31 October 2002.

Principal activities and review of the business

The principal activity of the company continued to be that of the manufacture and distribution of paints and surface coatings.

The directors are pleased with the performance of the company. The company has continued to build on its sales growth and this strategy has led to further new business and continued profitability. Much of the development and set-up costs of The Little Greene Paint Company Limited, a wholly-owned subsidiary of Bradite Limited, have been incurred in this current financial year.

On 19 August 2003 a significant customer was placed into receivership, the brand involved continues to trade through Bradite Limited under licence thereby providing an improved income stream on an ongoing basis.

Continued support is being given by the company's bankers. Cash requirements will continue to rise with the development of the company's brands, ongoing commitment to the own brand sector and the sale of the company's products in Western Europe.

Results and dividends

The results for the year are set out on page 4.

The directors do not recommend payment of an ordinary dividend.

The directors do not recommend payment of a preference dividend.

Directors

The following directors have held office since 1 November 2001:

DR Mottershead

JS Falder

SB Falder

TR Ayre

A M Burton

Directors' interests

The directors' interests in the shares of the company were as stated below:

	Ordinary sha	ares 'A' of £ 1 each
	31 October 2002	1 November 2001
JS Falder	20,000	20,000
D R Mottershead	40,000	40,000
S B Falder	20,000	20,000
TR Ayre	-	-
A M Burton	-	-
	Ordinary sha	res 'B' of £ 1 each
	31 October 2002	1 November 2001
J S Falder	31 October 2002 5,000	1 November 2001 5,000
J S Falder D R Mottershead		
	5,000	5,000
D R Mottershead	5,000 10,000	5,000 10,000
D R Mottershead S B Falder	5,000 10,000 5,000	5,000 10,000 5,000

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2002

9% cumulative non - participating redeemable preference shares of £ 1
each
31 October 2002 1 November 2001
- - - -

Auditors

JS Falder

D R Mottershead S B Falder T R Ayre A M Burton

In accordance with Section 385 of the Companies Act 1985, a resolution proposing that Hacker Young be reappointed as auditors of the company will be put to the Annual General Meeting.

Directors' responsibilities

Directors are required by the Companies Act 1985 to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company as at the end of the financial year and of the profit or loss for that period. It is also the directors' responsibility to maintain adequate accounting records, safeguard the assets of the company and take reasonable steps in preventing and detecting fraud and other irregularities.

The directors confirm that suitable accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates, have been used in the preparation of the financial statements on a going concern basis.

On behalf of the board

DR Mottershead

Director

1 September 2003

INDEPENDENT AUDITORS' REPORT TO BRADITE LIMITED UNDER SECTION 247B OF THE COMPANIES ACT 1985

We have examined the abbreviated accounts set out on pages 4 to 18, together with the financial statements of the company for the year ended 31 October 2002 prepared under section 226 of the Companies Act 1985.

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

The directors are responsible for preparing the abbreviated accounts in accordance with section 246A of the Companies Act 1985. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated accounts prepared in accordance with section 246A(3) of the Act to the registrar of companies and whether the accounts to be delivered are properly prepared in accordance with those provisions and to report our opinion to you.

Basis of audit opinion

We have carried out the procedures we considered necessary to confirm, by reference to the financial statements, that the company is entitled to deliver abbreviated accounts and that the abbreviated accounts to be delivered are properly prepared. The scope of our work for the purpose of this report did not include examining or dealing with events after the date of our report on the financial statements.

Opinion

In our opinion the company is entitled to deliver abbreviated accounts prepared in accordance with section 246A(3) of the Companies Act 1985, and the abbreviated accounts on pages 4 to 18 are properly prepared in accordance with that provision.

Hacker Young

Chartered Accountants

Registered Auditor

1 September 2003

ABBREVIATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 OCTOBER 2002

	Notes	2002 £	2001 £
Gross profit		877,082	849,765
Distribution costs Administrative expenses Other operating income		(291,256) (504,626) 26,158	(242,394) (502,058) 4,359
Operating profit	2	107,358	109,672
Interest payable and similar charges	3	(44,869)	(41,387)
Profit on ordinary activities before taxation		62,489	68,285
Tax on profit on ordinary activities	4	<u>-</u>	
Profit on ordinary activities after taxation	15	62,489	68,285

BALANCE SHEET AS AT 31 OCTOBER 2002

		20	002	20	01
	Notes	£	£	£	£
Fixed assets			•		
Intangible assets	5		106,287		101,592
Tangible assets	6		254,448		254,810
Investments	7		1		1
			360,736		356,403
Current assets					
Stocks	8	777,394		790,274	
Debtors	9	1,037,058		922,079	
Cash at bank and in hand		7,148		5,550	
		1,821,600		1,717,903	
Creditors: amounts falling due	10				
within one year		(1,469,405)		(1,446,964)	
Net current assets			352,195		270,939
Total assets less current liabilities			712,931		627,342
Creditors: amounts falling due	11		(41 < 27 4)		(2/7 11/)
after more than one year			(416,374)		(367,116)
Accruals and deferred income	12				(26,158)
			296,557		234,068
Capital and reserves					
Called up share capital	14		468,000		468,000
Profit and loss account	15		(171,443)		(233,932)
Shareholders' funds	19		296,557		234,068
Equity interests			(53,443)		(115,932)
Non-equity interests			350,000		350,000
			296,557		234,068
	•				

These abbreviated accounts have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to medium-sized companies.

The financial statements were approved by the Board on 1 September 2003

D R Mottershead

Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 OCTOBER 2002

	Notes	£	2002 £	£	2001 £
Net cash inflow from operating activities	16		209,089		272,513
Returns on investments and servicing of finance Interest paid		(44,869)		(41,387)	
Net cash outflow for returns on investments and servicing of finance			(44,869)		(41,387)
Capital expenditure and financial inverse Payments to acquire intangible assets Payments to acquire tangible assets Payments to acquire investments Receipts from sales of tangible assets	estment	(53,880) (48,955) - 2,500		(58,207) (41,195) (1)	
Net cash outflow for capital expenditure			(100,335)		(99,403)
Net cash inflow before management of liquid resources and financing			63,885		131,723
Financing Other loans Repayment of bank loans Capital element of hire purchase contract	ets	52,928 (37,720) (23,189)		20,234 (34,381) (12,019)	
Net cash outflow from financing			(7,981)		(26,166)
Increase in cash in the year	17		55,904		105,557

NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31 OCTOBER 2002

1 Accounting policies

1.1 Basis of preparation

The financial statements are prepared under the historical cost convention.

1.2 Compliance with accounting standards

The accounts have been prepared in accordance with applicable accounting standards.

1.3 Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts.

1.4 Research and development

Research expenditure is written off to the profit and loss account in the year in which it is incurred. Development expenditure is written off in the same way unless the directors are satisfied as to the technical, commercial and financial viability of individual projects. In this situation, the expenditure is deferred and amortised over the period during which the company is expected to benefit.

1.5 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Plant and machinery

10% straight line

Fixtures, fittings & equipment

20% and 35% straight line

Motor vehicles

25% reducing balance

1.6 Leasing and hire purchase commitments

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible assets and depreciated over the shorter of the lease term and their useful lives. 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.

1.7 Investments

Fixed asset investments are stated at cost less provision for diminution in value.

1.8 Stock

Stock is valued at the lower of cost and net realisable value. Work in progress and goods for resale are valued at manufacturing cost including an appropriate proportion of overhead expenses.

1.9 Pensions

Payments to the company's defined contribution pension scheme are charged to the profit and loss account as they become payable.

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2002

1 Accounting policies

(continued)

1.10Deferred taxation

The accounting policy in respect of deferred tax has been changed to reflect the requirements of FRS19 - Deferred tax. Deferred tax is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted.

The above amounts to a change in accounting policy. The previous policy was to provide deferred tax only to the extent that it was probable that liabilities would crystallise in the foreseeable future.

1.11Foreign currency translation

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

1.12Government grants

Grants are credited to deferred revenue. Grants towards capital expenditure are released to the profit and loss account over the expected useful life of the assets. Grants towards revenue expenditure are released to the profit and loss account as the related expenditure is incurred, at the point at which the grant no longer becomes repayable it is released to the profit and loss account in full.

1.13Group accounts

The financial statements present information about the company as an individual undertaking and not about its group. The company and its subsidiary undertaking comprise a medium-sized group. The company has therefore taken advantage of the exemptions provided by section 248 of the Companies Act 1985 not to prepare group accounts.

2	Operating profit	2002	2001
		£	£
	Operating profit is stated after charging:		
	Amortisation of intangible assets	49,185	38,409
	Depreciation of tangible assets	72,435	72,350
	Loss on disposal of tangible assets	2,176	6,259
	Auditors' remuneration	6,000	5,998
	and after crediting:		
	Government grants	26,158	4,359
	Profit on foreign exchange transactions	1,900	635

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2002

3	Interest payable	2002	2001
		£	£
	On loan from connected company	7,000	_
	On bank loans and overdrafts	36,042	37,702
	Hire purchase interest	1,827	3,685
		44,869	41,387
4	Taxation	2002	2001
		£	£
	Factors affecting the tax charge for the year		
	Profit on ordinary activities before taxation	62,489	68,285
	Profit on ordinary activities before taxation multiplied by standard rate		
	of UK corporation tax of 20.00 % (2001: 20.00 %)	12,498	13,657
	Effects of:		
	Non deductible expenses	1,173	9,250
	Depreciation add back	24,325	14,470
	Capital allowances	(12,363)	(12,933)
	Tax losses utilised	(25,633)	(12,803)
	Other tax adjustments	_	(11,641)
		(12,498)	(13,657)
	Current tax charge	-	-

The company has estimated losses in excess of £ 300,000 (2001: £ 400,000) available for carry forward against future trading profits.

On the basis of these financial statements no provision is required for corporation tax.

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2002

5	Intangible fixed assets	
		Development Costs £
	Cost	
	At 1 November 2001	192,042
	Additions	53,880
	At 31 October 2002	245,922
	Amortisation	
	At 1 November 2001	90,450
	Charge for the year	49,185
	At 31 October 2002	139,635
	Net book value	
	At 31 October 2002	106,287
	At 31 October 2001	101,592

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2002

angible fixed assets				
	Plant and machinery	Fixtures, fittings & equipment	Motor vehicles	Total
	£	£	£	£
ost				
1 November 2001	247,206	149,584	56,000	452,790
lditions	35,244	13,711	27,794	76,749
sposals	_		(12,000)	(12,000)
31 October 2002	282,450	163,295	71,794	517,539
epreciation				
1 November 2001	117,744	51,111	29,125	197,980
n disposals	-		(7,324)	(7,324)
narge for the year	50,066	13,968	8,401	72,435
: 31 October 2002	167,810	65,079	30,202	263,091
et book value				
31 October 2002	114,640	98,216	41,592	254,448
31 October 2001	129,462	98,473	26,875	254,810
	1 November 2001 Iditions sposals 31 October 2002 Preciation 1 November 2001 Idisposals Parge for the year 31 October 2002 Pt book value 31 October 2002	## Plant and machinery ## Example 1 November 2001	Plant and machinery fittings & equipment £ £ 1 November 2001	Plant and machinery fittings & vehicles equipment f f f t f f f t f f t f f t f f f t f f f f t f

Included above are assets held under finance leases or hire purchase contracts as follows:

	Motor vehicles £
Net book values At 31 October 2002	29,569
At 31 October 2001	33,134
Depreciation charge for the year 31 October 2002	3,725
31 October 2001	9,139

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2002

7 Fixed asset investments

Shares in group undertakings

£

Cost

At 1 November 2001 & at 31 October 2002

1

In the opinion of the directors, the aggregate value of the company's investment in subsidiary undertakings is not less than the amount included in the balance sheet.

Holdings of more than 20%

The company holds more than 20% of the share capital of the following companies:

Company	Country of registration or incorporation	Shares held	
		Class	%
Subsidiary undertakings The Little Greene Paint Company Ltd	UK	£1 Ordinary	100

The aggregate amount of capital and reserves and the results of these undertakings for the last relevant financial year were as follows:

	Capital and	Profit for
	reserves	the year
	2002	2002
	£	£
The Little Greene Paint Company Ltd	156	155

The Little Greene Paint Company Limited commenced to trade in September 2001 and the first accounts have been prepared to 30 April 2002.

8	Stocks	2002 £	2001 £
	Raw materials and consumables Finished goods and goods for resale	277,543 499,851	269,816 520,458
		777,394	790,274

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2002

9	Debtors	2002 £	2001 £
	Trade debtors	898,413	791,589
	Other debtors	47,966	58,215
	Prepayments and accrued income	90,679	72,275
	•	1,037,058	922,079
10	Creditors: amounts falling due within one year	2002 £	2001 £
	Bank loans and overdrafts	76,183	151,142
	Net obligations under finance lease and hire purchase contracts	9,454	18,246
	Trade creditors	673,165	734,891
	Taxes and social security costs	80,790	33,533
	Other creditors	550,308	466,207
	Accruals and deferred income	79,505	42,945
		1,469,405	1,446,964

The bank overdraft is secured by a fixed and floating charge over the assets and undertakings of the company.

Other creditors includes £449,471 (2001 - £338,074) which is secured by a floating charge over some of the book debts.

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2002

11	Creditors: amounts falling due after more than one year	2002 £	2001 £
	Poul locar	-	
	Bank loans	400.000	17,067
	Other loans	400,000	347,072
	Net obligations under finance leases and hire purchase agreements	16,374	
		416,374	367,116
	Analysis of loans		
	Wholly repayable within five years	417,167	401,959
		417,167	401,959
	Included in current liabilities	(17,167)	(37,820)
		400,000	364,139
			=======================================
	Repayable within one year Repayable between one and five years Included in liabilities falling due within one year	9,454 16,374 25,828 (9,454)	18,246 2,977 21,223 (18,246)
	monado in nacimido taring dae willim one year		-
		16,374	2,977
12	Accruals and deferred income		
		C	Government
			grants £
	Balance at 1 November 2001		26,158
	Amortisation in the year		(26,158)
	Balance at 31 October 2002		-

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2002

13 Pension costs

Defined contribution

The company operates a defined contribution pension scheme. The assets of the scheme 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.

2002

2004

	2002 £	2001 £
Contributions payable by the company for the year	16,791	11,566
14 Share capital	2002 £	2001 £
Authorised		
100,000 Ordinary shares 'A' of £ 1 each	100,000	100,000
500,000 Ordinary shares 'B' of £ 1 each	500,000	500,000
500,000 9% cumulative non - participating redeemable preference shares of £ 1 each	500,000	500,000
	1,100,000	1,100,000
Allotted, called up and fully paid		
80,000 Ordinary shares 'A' of £ 1 each	80,000	80,000
38,000 Ordinary shares 'B' of £ 1 each	38,000	38,000
350,000 9% cumulative non - participating redeemable preference shares of £ 1 each	350,000	350,000
	468,000	468,000

At 31 October 2002 the company had arrears of dividends amounting to £105,500 (2001 - £74,000) on the 350,000 9% cumulative non - participating redeemable preference shares of £1 each.

15 Statement of movements on profit and loss account

	Profit and loss account £
Balance at 1 November 2001 Retained profit for the year	(233,932) 62,489
Balance at 31 October 2002	(171,443)

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2002

			<u> </u>	
16	Reconciliation of operating profit to net cash inflow from operating activities		2002 2001	
			£	£
	Operating profit		107,358	109,672
	Depreciation of tangible assets		72,435	72,350
	Amortisation of intangible assets		49,185	38,409
	Loss on disposal of tangible assets		2,176	6,259
	Decrease/(increase) in stocks		12,880	(172,227)
	Increase in debtors		(114,979)	(133,822)
	Increase in creditors within one year		106,192	356,231
	Movement on grant provision		(26,158)	(4,359)
	Net cash inflow from operating activities	-	209,089	272,513
17	Analysis of net debt 1	November	Cash flow	31 October
		2001		2002
		£	£	£
	Net cash:			
	Cash at bank and in hand	5,550	1,598	7,148
	Bank overdrafts	(113,322)	54,306	(59,016)
		(107,772)	55,904	(51,868)
	Debt:			
	Finance leases	(21,223)	(4,605)	(25,828)
	Debts falling due within one year	(37,820)	20,653	(17,167)
	Debts falling due after one year	(364,139)	(35,861)	(400,000)
		(423,182)	(19,813)	(442,995)
	Net debt	(530,954)	36,091	(494,863)
18	Reconciliation of net cash flow to movement in net debt		2002 £	2001 £
			55.004	105.557
	Increase in cash in the year	1	55,904	105,557
	Cash (inflow)/outflow from (increase)/decrease in debt and	lease financing	(19,813)	26,166
	Movement in net debt in the year		36,091	131,723
	Opening net debt		(530,954)	(662,677)
	•	•		
	Closing net debt		(494,863)	(530,954)

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2002

19	Reconciliation of movements in shareholders' funds	2002 £	2001 £
	Profit for the financial year	62,489	68,285
	Opening shareholders' funds	234,068	165,783
	Closing shareholders' funds	296,557	234,068
20	Directors' emoluments	2002 ₤	2001 £
	Emoluments for qualifying services	139,383	119,095
21	Employees		
	Number of employees The average monthly number of employees (including directors) during the year was:		
	during the year was.	2002 Number	2001 Number
	Production	18	17
	Selling and distribution	13	12
	Administration Research and developments	8 2	7
	•		1
		41	
	Employment costs	41	1
	Employment costs	41 £	1
	Employment costs Wages and salaries Other pension costs		37

22 Control

The ultimate controlling party, by virtue of shareholding, is the board of directors.

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2002

23 Related party transactions

The directors are interested in the trading arrangements with H M G Paints Limited and its parent company H Marcel Guest Limited, by virtue of common directorships, whereby the company purchased goods to the value of £46,569 (2001 - £233,610), sold goods to the value of £47,072 (2001 - £17,055), paid interest amounting to £7,000 (2001 - £nil) and paid management charges of £30,000 (2001 - £12,500). The amount owed to H M G Paints Limited and its parent company H Marcel Guest Limited at the balance sheet date was £497,571 (2001 - £475,156).

During the year the company sold goods to its subsidiary company, The Little Greene Paint Company Limited, totalling £171,705 (2001 - £44,059). The amount due from the company at the balance sheet date was £43,966 (2001 - £47,015).

24 Post balance sheet events

On 19 August 2003 a significant customer was placed into receivership and at that date the debt due from that customer was £271,926 net of value added tax.

The debt relates to transactions after 31 October 2002 and the recoverability of the debt is uncertain.