LAIRD STRATEGIC LIMITED REPORT OF THE DIRECTORS AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 OCTOBER 2001

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COMPANY INFORMATION for the Year Ended 31 October 2001

DIRECTORS:

R M Britten-Long A Van Praagh J Cohen

D R Curtis

SECRETARY:

D R Curtis

REGISTERED OFFICE:

Treasure House 19-21 Hatton Garden

London EC1N 8LF

REGISTERED NUMBER:

03227646 (England and Wales)

AUDITORS:

Levy Blair

Chartered Accountants
Registered Auditors

London EC1N 8LF

REPORT OF THE DIRECTORS for the Year Ended 31 October 2001

The directors present their report with the financial statements of the company for the year ended 31 October 2001.

PRINCIPAL ACTIVITIES

The principal activities of the company in the year under review were those of arranging venture capital finance and strategic investments. The principal activity of the company's subsidiaries was that of:

- (i) Dealing in listed and unlisted investments;
- (ii) Arrange mortgage finance for investment properties;
- (iii) Trading in unquoted securities.

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 disappointed with the results for the year but they consider that if the current asset investments were realised at their present value, the surplus would eliminate the deficit on profit and loss account.

DIVIDENDS

No dividends will be distributed for the year ended 31 October 2001.

DIRECTORS

The directors during the year under review were:

R M Britten-Long A Van Praagh J Cohen D R Curtis

The directors holding office at 31 October 2001 did not hold any beneficial interest in the issued share capital of the company at 1 November 2000 or 31 October 2001.

Mr. R M Britten-Long and Mr. A Van Praagh have beneficial interests in the issued share capital of the joint parent companies.

COMPANY'S POLICY ON PAYMENT OF CREDITORS

It is the company's policy to settle the terms of payment with suppliers when agreeing the terms of the transaction, to ensure that suppliers are aware of these terms and to abide by them.

There were no trade creditors at the period end.

CHARITABLE DONATIONS

Charitable donations of nil (2000: £17,000) were made during the year.

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;
- 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.

REPORT OF THE DIRECTORS for the Year Ended 31 October 2001

AUDITORS

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

ON BEHALF OF THE BOARD:

R M Dritten-Long - Director

Date: 29 August 2003

REPORT OF THE INDEPENDENT AUDITORS TO THE SHAREHOLDERS OF LAIRD STRATEGIC LIMITED

We have audited the financial statements of Laird Strategic Limited for the year ended 31 October 2001 on pages five to seventeen. 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 page two 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.

Fundamental uncertainty

As shown in note 1, the financial statements have been prepared on a going concern basis. The validity of which depends upon future cash flows. In view of the significance of this uncertainty we consider that it should be drawn to your attention but our opinion is not qualified in this respect.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31 October 2001 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1983.

Levy Blair

Chartered Accountants Registered Auditors

London EC1N 8LF

Date: 29 August 2003

GROUP PROFIT AND LOSS ACCOUNT for the Year Ended 31 October 2001

		2001	2000
	Notes	£	£
TURNOVER	2	149,374	489,440
Administrative expenses		524,670	473,529
OPERATING (LOSS)/PROFIT	3	(375,296)	15,911
Interest receivable and similar income		10,469	3,723
		(364,827)	19,634
Amounts written off investments	4		7,062
		(364,827)	12,572
Interest payable and similar charges	5	104,168	117,636
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION	5	(468,995)	(105,064)
Tax on loss on ordinary activities	6		(2,901)
LOSS ON ORDINARY ACTIVITIES AFTER TAXATION	\$	(468,995)	(102,163)
Minority interest		(8,070)	(2,962)
LOSS FOR THE FINANCIAL YEAR	l	(477,065)	(105,125)
Deficit brought forward		(112,926)	(7,801)
DEFICIT CARRIED FORWARD		£(589,991)	£(112,926)

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognized gains and losses other than the loss for the current year and the previous year.

GROUP BALANCE SHEET 31 October 2001

		200	1	200	0
	Notes	£	£	£	£
FIXED ASSETS: Investments	7		304		304
CURRENT ASSETS:					
Debtors	8	988,834		1,021,871	
Investments	9	1,061,955		945,907	
Cash at bank		594		22,223	
		2,051,383		1,990,001	
CREDITORS: Amounts falling					
due within one year	10	2,347,991		1,817,614	
NET CURRENT (LIABILITIES)/ASS	SETS:		(296,608)		172,387
TOTAL ASSETS LESS CURRENT LIABILITIES:			(296,304)		172,691
PROVISIONS FOR LIABILITIES AND CHARGES:	13		46,911		38,841
			£(343,215)		£133,850
CAPITAL AND RESERVES:					
Called up share capital	14		2		2
Capital reserve	16		246,774		246,774
Profit and loss account	**		(589,991)		(112,926)
SHAREHOLDERS' FUNDS:	19		£(343,215)		£133,850

ON BEHALF OF THE BOARD:

R M Britten-Long - Director

Approved by the Board on 29 August 2003

COMPANY BALANCE SHEET 31 October 2001

		200	1	200	0
	Notes	£	£	£	£
FIXED ASSETS:					
Investments	7		1,044,344		864,747
CURRENT ASSETS:					
Debtors	8	988,568		1,018,443	
Investments	9	479,698		608,950	
Cash at bank		578		13,980	
		1,468,844		1,641,373	
CREDITORS: Amounts falling				2 272 272	
due within one year	10	<u>2,856,403</u>		2,372,270	
NET CURRENT LIABILITIES:			(1,387,559)		(730,897)
TOTAL ASSETS LESS CURRENT LIABILITIES:			£(343,215)		£133,850
CAPITAL AND RESERVES:					
Called up share capital	14		2		2
Revaluation reserve	15		514,016		334,419
Profit and loss account			(857,233)		(200,571)
SHAREHOLDERS' FUNDS:	19		£(343,215)		£133,850

ON BEHALF OF THE BOARD:

R M Britten-Long - Director

Approved by the Board on 29 August 2003

GROUP CASH FLOW STATEMENT for the Year Ended 31 October 2001

		2001		2000)
	Notes	£	£	£	£
Net cash inflow from operating activities	1		84,303		185,031
Returns on investments and servicing of finance	2		(93,699)		(113,913)
Taxation			-		(2,974)
Capital expenditure	2		-		17,520
Acquisitions and disposals	2				(304)
			(9,396)		85,360
Management of liquid resources	2		-		-
Financing	2				(89,457)
Increase/(Decrease) in cash in the pe	riod		£(9,396)		£(4,097)
Reconciliation of net cash flow to movement in net funds	3				
Increase/(Decrease) in cash in the period Cash outflow		(9,396)		(4,097)	
from decrease in debt and lease financing		-		8,171	
Change in net funds resulting from cash flows			(9,396)		4,074
Movement in net funds in the period Net funds at 1 November			(9,396) 9,093		4,074 5,019
Net funds at 31 October			£(303)		£9,093

2.

NOTES TO THE GROUP CASH FLOW STATEMENT for the Year Ended 31 October 2001

from management of liquid resources

1. RECONCILIATION OF OPERATING (LOSS)/PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	2001 £	2000 £
Operating (loss)/profit Loss on disposal of subsidiary	(375,296)	15,911 (7,062)
(Increase)/Decrease in investments (Increase)/Decrease in stocks	(116,048)	(137,754) 8,737
Increase/(Decrease) in debtors Increase/(Decrease) in creditors	33,037 542,610	319,536 (14,337)
Net cash inflow from operating activities	84,303	185,031
ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CA	SH FLOW STAT	EMENT
	2001 £	2000 £
Returns on investments and servicing of finance		
Interest paid	10,469 (104,168)	3,723 (117,636)
Net cash outflow for returns on investments and servicing of finance	(93,699)	(113,913)
Capital expenditure		
Sale of tangible fixed assets		17,520
Net cash inflow for capital expenditure	<u> </u>	<u>17,520</u>
Acquisitions and disposals Investment in subsidiaries	<u>-</u>	(304)
Net cash inflow		
for acquisitions and disposals		(304)
Management of liquid resources Cash payments - Investment purchases	<u>-</u>	-
Cash receipts - Investment sales	<u> </u>	
Net cash outflow		

NOTES TO THE GROUP CASH FLOW STATEMENT for the Year Ended 31 October 2001

2.	ANALYSIS OF CASH FLOWS FOR HEADINGS N	ETTED IN THE C	ASH FLOW	STATEMENT -
	tommucu .		2001 £	2000 £
	Financing Loan repayments in year			(89,457)
	Net cash outflow from financing		-	(89,457)
3.	ANALYSIS OF CHANGES IN NET FUNDS	At 1.11.00 £	Cash flow £	At 31.10.01
	Net cash: Cash at bank and in hand Bank overdrafts	22,223 (13,130)	(21,629) 12,233	594 (897)
		9,093	(9,396)	(303)
	Total	9,093	(9,396)	(303)
	Analysed in Balance Sheet			
	Cash at bank and in hand Bank overdrafts	22,223 (13,130)		594 (897)
		9,093		(303)

NOTES TO THE FINANCIAL STATEMENTS for the Year Ended 31 October 2001

1. ACCOUNTING POLICIES

Accounting convention

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

Going concern

The financial statements have been prepared on a going concern basis, the validity of which depends on future cash flows. The directors consider that will be sufficient because in their opinion, the surplus value over the cost of current asset investments would eliminate the deficit on profit and loss account. Furthermore, the bank loans are secured by legal charges over properties owned by related companies.

Turnover

Turnover represents net gains on investments, interest receivable on loans and income from investments.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Basis of consolidation

The group financial statements consolidate the accounts of Laird Strategic Limited and Albemarle Trust Plc. They do not include the accounts of Laird Finance and Resources Limited or Esherlane No. 2 Limited as the directors do not consider it appropriate. These companies were acquired on 1 September 2000 for a cost of £1 each and they are included in fixed asset investments at this cost.

Resulting mainly from pre-acquisition transactions Laird Finance and Resources Limited was in deficit of £570,449 and Esherlane No. 2 Limited was in surplus of £12,061 at the balance sheet date. The surplus has effectively been lent to and the deficit financed by, the companies within the former parent group.

Turnover and profits arising on trading between group companies are excluded.

Investments

The company's investments in subsidiaries are revalued to reflect the underlying net assets of the subsidiaries. Current asset investments are valued at the lower of cost and net realisable value on a portfolio basis.

2. TURNOVER

The turnover and loss before taxation are attributable to the principal activities of the company.

An analysis of turnover is given below:

	2001	2000
	£	£
Net gains on investments	135,368	322,933
Interest receivable	12,023	165,542
Investment income	1,983	965
	149,374	489,440

NOTES TO THE FINANCIAL STATEMENTS for the Year Ended 31 October 2001

3. **OPERATING (LOSS)/PROFIT**

	The operating loss (2000 - operating profits) is stated after charging.		
	Auditors' remuneration	2001 £ 10,450	2000 £ 20,017
	Directors' emoluments	<u>.</u>	<u>-</u>
4.	AMOUNTS WRITTEN OFF INVESTMENTS	2001	2000
	Loss on disposal of subsidiary	£	£ 7,062
5.	INTEREST PAYABLE AND SIMILAR CHARGES	2001	2000
		£	£
	Bank interest	68	5,727
	Bank loan interest Other interest	103,974 126	110,772 1,137
	CHAIL MANNES		
		104,168	117,636
6.	TAXATION		
	Analysis of the tax credit		
	The tax credit on the loss on ordinary activities for the year was as follows:	2001	2000
		£	£
	Current tax:		
	Overprovision in prior years		<u>(2,901)</u>
	Tax on loss on ordinary activities	-	<u>(2,901</u>)
7.	FIXED ASSET INVESTMENTS		
	COST:		£
	At 1 November 2000 and 31 October 2001		<u>304</u>
	NET BOOK VALUE:		
	At 31 October 2001		304
	At 31 October 2000		<u>304</u>

NOTES TO THE FINANCIAL STATEMENTS for the Year Ended 31 October 2001

7. FIXED ASSET INVESTMENTS - continued

	Group		Company	
	2001	2000	2001	2000
	£	£	£	£
Unlisted investments	304	304	1,044,344	864,747

The principal subsidiary undertaking is Albemarle Trust Plc which deals in listed and unlisted investments and in which the company has a holding 95.7%.

The company's other investments at the balance sheet date in the share capital of unlisted companies include the following:

Laird Finance And Resources Limited

Nature of business: Arrange mortgage finance for investment properties

	%
Class of shares:	holding
Ordinary	100.00

	2001	2000
	£	£
Aggregate capital and reserves	(570,449)	(561,098)
Loss for the year	(9,331)	<u>(203,121</u>)

Esherlane No.2 Limited

Nature of business: Trading in unquoted securities

ratary of basicoon rading in and actor and a	%		
Class of shares:	holding		
Ordinary	100.00		
		2001	2000
		£	£
Aggregate capital and reserves		12,061	58,735
(Loss)/Profit for the year		(615)	7,781

8. **DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	Group		Company	
	2001	2000	2001	2000
	£	£	£	£
Other debtors	578	4,887	577	1,459
Loans	549,677	473,967	549,677	473,967
Prepayments & accrued income	9,754	370,209	9,754	370,209
Related party balances	371,032	163,808	371,032	163,808
Group company balances	57,793	9,000	57,528	9,000
	988,834	1,021,871	988,568	1,018,443

NOTES TO THE FINANCIAL STATEMENTS for the Year Ended 31 October 2001

9.	CURRENT ASSET INVESTMENT	S
	AT COST	

AT COST	Group		Company	
	2001	2000	2001	2000
	£	£	£	£
Listed investments	-	55,323	-	36,551
Unlisted investments	1,061,955	890,584	479,698	572,399
	1,061,955	945,907	479,698	608,950

MARKET VALUE

	Gr	oup	Con	npany
	2001	2000	2001	2000
	£	£	£	£
Listed investments	-	63,820	-	45,047
Unlisted investments - AIM and OFEX	73,536	703,484	32,068	106,381
Unlisted investments – directors' valuation	1,487,528	1,130,568	895,500	1,083,567
	1,561,064	1,897,872	927,568	1,234,995

10. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	G	roup	Co	Company	
	2001	2000	2001	2000	
	£	£	£	£	
Bank loans and overdrafts					
(see note 11)	1,404,403	1,416,636	1,404,403	1,416,636	
Amounts owed to group undertakings	-	-	598,188	562,388	
Related party balances	47,000	263,883	47,000	263,883	
Other creditors	845,972	103,713	769,220	102,961	
Accrued expenses	50,616	33,382	37,592	26,402	
	2,347,991	1,817,614	2,856,403	2,372,270	

11. LOANS AND OVERDRAFTS

An analysis of the maturity of loans and overdrafts is given below:

	G	roup	Ce	ompany	
	2001	2001	2000	2001	2000
	£	£	£	£	
Amounts falling due within one year or					
on demand:					
Bank overdrafts	897	13,130	897	13,130	
Bank loans	1,403,506	1,403,506	1,403,506	1,403,506	
	1,404,403	1,416,636	1,404,403	1,416,636	

NOTES TO THE FINANCIAL STATEMENTS for the Year Ended 31 October 2001

12.	SECURED	DEBTS

The following secured debts are included within creditors	The follow	ving secure	d debts are	included	within	creditors
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	THE IONG WINE	, secured decis are morac	ica william broakbro.			
					2001	2000
	Bank loans				£ 	£ 1,403,506
13.	PROVISION	S FOR LIABILITIES	AND CHARGES		2001 £	2000 £
	Minority inter	rest			46,911	38,841
	The minority	interest represents 4.3%	of share capital of Alb	emarle Trust Plc.		
14.	CALLED UF	SHARE CAPITAL				
	Authorised: Number:	Class:		Nominal value:	2001 £	2000 £
	1,000	Ordinary		£1	1,000	1,000
	Allotted, issue Number:	ed and fully paid: Class: Ordinary		Nominal value: £1	2001 £ 2	2000 £
15.	REVALUAT	ION RESERVE	G	Froup		рапу
	Brought forw Revaluation of Transfer prof	of subsidiary	2001 £	2000 £ - -	2001 £ 334,419 179,597	2000 £ 225,555 65,926 42,938
			-	<u></u>	514,016	334,419
16.	CAPITAL R	ESERVE	2001 £	Group 2000 £	Com 2001 £	apany 2000 £
	Acquisition of	of subsidiaries	246,774	246,774		-

NOTES TO THE FINANCIAL STATEMENTS for the Year Ended 31 October 2001

17. ULTIMATE PARENT COMPANY

The company is jointly controlled by Summertide Limited and Wichenford Holdings Limited, in which Mr Van Praagh's family and Mr Britten-Long's family respectively have interests.

18. RELATED PARTY DISCLOSURES

During the period, management fees payable to Laird Promotions and Services Limited and Summertide Limited amounted to £397,030 (2000: £235,000) and £20,000 (2000: £10,000) respectively.

As at 31st October 2001, amounts were due from the following related parties:

Name	Relationship	2001	2000
	•	£	£
Wichenford Holdings Limited	Controlling party	172,318	151,518
Videobook Productions Limited	Mr R M Britten-Long is a director	11,592	12,066
Petherway Limited	Mr R M Britten-Long and Mr A		
	Van Praagh are the directors	187,122	224

Amounts due to the following related parties were:

Name	Relationship	2001	2000
		£	£
Mr R M Britten-Long	Company director	47,000	35,000
Laird Promotions and Services Limited	Mr R M Britten-Long is a director	-	70,750
Broadminster Limited	Mr A Van Praagh is a director	-	158,133

The bank loans are secured by first legal charges over properties owned by Broadminster Limited and Faithwell Limited. Mr A Van Praagh is a director of both companies.

19. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	Group		Company	
	2001	2000	2001	2000
	£	£	£	£
Loss for the financial year	(477,065)	(105, 125)	(656,662)	(171,051)
Revaluation of subsidiaries	<u> </u>	<u> </u>	179,597	65,926
NET ADDITION TO				
SHAREHOLDERS' FUNDS	(477,065)	(105,125)	(477,065)	(105,125)
Opening shareholders' funds	133,850	238,975	133,850	238,975
CLOSING SHAREHOLDERS' FUNDS	(343,215)	133,850	(343,215)	133,850
Equity interests	(343,215)	133,850	(<u>343,215)</u>	133,850