THE DIRECTORS' REPORT

YEAR ENDED 31 JULY 2002

COMPANY REGISTRATION NUMBER 3357718

The directors present their report and the audited financial statements of the company for the year ended 31 July 2002.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the company during the year was as an importer and wholesaler of household goods.

The company has continued to perform satisfactorily given the general economic climate.

CHANGE OF NAME

Under a special resolution, dated 16 January 2002, the company changed its name from International Surplus (UK) Limited to Ultimate Products Limited.

FUTURE PROSPECTS

The directors consider that the company is well placed to continue to perform satisfactorily given a favourable trading climate.

RESULTS AND DIVIDENDS

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

The directors have not recommended a dividend.

THE DIRECTORS AND THEIR INTERESTS IN SHARES OF THE COMPANY

The directors who served the company during the year together with their beneficial interests in the shares of the company were as follows:

B E Franks S Showman M R Franks



31 July 2002	1 August 2001
51	51
49	49
-	_

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

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

select suitable accounting policies, as described on page 8, 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. The directors are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

THE DIRECTORS' REPORT (continued)

YEAR ENDED 31 JULY 2002

AUDITORS

A resolution to reappoint Cassons as auditors for the ensuing year will be proposed at the annual general meeting in accordance with section 385 of the Companies Act 1985.

Signed on behalf of the directors

Director

Approved by the directors on 2013. March 2003.

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS

YEAR ENDED 31 JULY 2002

We have audited the financial statements on pages 4 to 15 which have been prepared under the historical cost convention and the accounting policies set out on page 8.

RESPECTIVE RESPONSIBILITIES OF THE DIRECTORS AND THE AUDITORS

As described on page 1, 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 directors' report 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 directors' report and consider the implications for our report if we become aware of any apparent misstatements within it. Our responsibilities do not extend to any other information.

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 31 July 2002 and of the profit of the company for the year then ended, and have been properly prepared in accordance with the Companies Act 1985.

Cassons

Chartered Accountants & Registered Auditors

Bow Chambers

8 Tib Lane

Manchester, M2 4JB

20th March 2003.

PROFIT AND LOSS ACCOUNT

YEAR ENDED 31 JULY 2002

	Note	2002 £	2001 £
TURNOVER	2	12,094,512	7,956,621
Cost of sales		8,853,566	5,665,712
GROSS PROFIT		3,240,946	2,290,909
Distribution costs Administrative expenses Other operating income		621,637 2,186,926 (52,483)	520,733 1,581,670 (41,367)
OPERATING PROFIT	3	484,866	229,873
Interest receivable Interest payable	6		227 (77,278)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		413,259	152,822
Tax on profit on ordinary activities	7	141,668	29,282
PROFIT ON ORDINARY ACTIVITIES AFTER TA	XATION	271,591	123,540
Dividends	8	-	50,000
RETAINED PROFIT FOR THE FINANCIAL YEAR	₹	271,591	73,540
Balance brought forward		438,653	365,113
Balance carried forward		710,244	438,653

The company has no recognised gains or losses other than the results for the year as set out above.

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

RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS			
	2002 £	2001 £	
Profit for the financial year Dividends	271,591 —	123,540 (50,000)	
	271,591	73,540	
Opening shareholders' funds	438,753	365,213	
Closing shareholders' funds	710,344	438,753	

BALANCE SHEET

YEAR ENDED 31 JULY 2002

		2002		2001	
	Note	£	£	£	£
FIXED ASSETS Tangible assets	9		265,156		171,033
CURRENT ASSETS Stocks Debtors Cash at bank and in hand	10 11	2,158,447 3,894,553 111,948 6,164,948		1,776,130 2,070,842 284 3,847,256	
CREDITORS: Amounts falling due within one year	12	5,642,179		3,557,924	
NET CURRENT ASSETS			522,769		289,332
TOTAL ASSETS LESS CURRENT LI	ABILITIE	ES	787,925		460,365
CREDITORS: Amounts falling due after more than one year	13		77,581		21,612
			710,344		438,753
CAPITAL AND RESERVES Called up share capital Profit and loss account	21		100 710,244		100 438,653
EQUITY SHAREHOLDERS' FUNDS			710,344		438,753

These financial statements were approved by the directors on 20^{12} Mach 2003 and are signed on their behalf by:

S Showman

Toural

CASH FLOW STATEMENT

	Note	2002 £	£	2001 £	£
	,,,,,,	_	~		~
NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES	22		201,589		(252,032)
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE Interest received Interest paid Interest element of hire purchase	٠	(67,367) (4,240)		227 (70,533) (6,745)	
NET CASH OUTFLOW FROM RETUR					
ON INVESTMENTS AND SERVICING FINANCE	OF		(71,607)		(77,051)
TAXATION			(30,188)	•	(24,720)
CAPITAL EXPENDITURE Payments to acquire tangible fixed ass Receipts from sale of fixed assets	ets	(192,800) 9,865		(77,655) 10,900	
NET CASH OUTFLOW FROM CAPITA EXPENDITURE	AL		(182,935)		(66,755)
EQUITY DIVIDENDS PAID			_		(50,000)
CASH OUTFLOW BEFORE FINANCI	NG		(83,141)		(470,558)
FINANCING Increase in bank loans Capital element of hire purchase		275,319 98,072		287,220 (1,078)	
NET CASH INFLOW FROM FINANCIN	NG		373,391		286,142
INCREASE/(DECREASE) IN CASH	23		290,250		(184,416)

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 JULY 2002

1. ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared under the historical cost convention.

Turnover

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

Depreciation

Depreciation is provided on cost in annual instalments over the estimated useful lives of the assets. The rates of depreciation are as follows:

Plant and machinery

- 20% per annum reducing balance
- Motor vehicles 25% per annum reducing balance

Stocks

Stocks are stated at the lower of cost and net realisable value. Cost represents materials, direct labour and appropriate production overheads. Net realisable value is based on estimated selling price less all further costs to completion and all relevant selling and distribution costs.

Hire purchase agreements

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

Operating leases

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

Deferred taxation

Deferred tax is provided in full on timing differences which result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements.

Deferred tax assets and liabilities are not discounted.

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 the transaction. Exchange differences are taken into account in arriving at the operating profit.

2. TURNOVER

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

An analysis of turnover is given below:

An analysis of turnover is given below.	2002 £	2001 £
United Kingdom Europe	11,613,969 480,543	7,648,442 308,179
	12,094,512	7,956,621

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 JULY 2002

* = /	AR ENDED 31 JUL 1 2002		
3.	OPERATING PROFIT		
	Operating profit is stated after charging/(crediting):		
	operating promise states are, on angrigation	2002	2001
		£	£
	Depreciation	78,770	40,644
	Loss on disposal of fixed assets	10,042	3,303
	Operating lease costs:		
	Plant and equipment	11,994	12,413 (801)
	Net profit on foreign currency translation Auditors' remuneration	_ 13,500	12,000
	, addition formation		
4.	PARTICULARS OF EMPLOYEES		
	The average number of staff employed by the comp	any during the financial y	ear amounted to:
		2002	2001
		No.	No.
	Number of sales staff	4	2 13
	Number of distribution staff Number of administrative staff	17 26	19
	Trumber of administrative stair	***************************************	
		<u>47</u>	34
	The aggregate payroll costs of the above were:		
		2002	2001
		£	£
	Wages and salaries	1,111,224	844,990
	Social security costs	91,829	71,703
	Other pension costs	13,090	12,889
		1,216,143	929,582
5.	DIRECTORS' EMOLUMENTS		
	The directors' aggregate emoluments in respect of q	ualifying services were:	
		2002	2001
		£	£
	Emplumenta receivable	245 005	100 075
	Emoluments receivable Value of company pension contributions to money	215,995	188,275
	purchase schemes	10,500	10,500
	L m criega acriemaa		

226,495

198,775

NOTES TO THE FINANCIAL STATEMENTS

5.	DIRECTORS' EMOLUMENTS (continued)		
	Emoluments of highest paid director:		
		2002 £	2001 £
	Total emoluments (excluding pension contributions): Value of company pension contributions to money	89,135	96,884
	purchase schemes	10,500	10,500
		99,635	107,384
6.	INTEREST PAYABLE		
		2002 £	2001 £
	Interest payable on bank borrowing	59,278	58,261
	Hire purchase interest Other similar charges payable	4,240 8,089	6,7 4 5 12,272
		71,607	77,278
7.	TAX ON PROFIT ON ORDINARY ACTIVITIES		
		2002 £	2001 £
	Current tax:		
	UK Corporation tax based on the results for the year at 30% (2001 - 20%) Tax under provided in previous years	140,000 1,668	29,282
	Total current tax	141,668	29,282
	Tax on profit on ordinary activities	141,668	29,282
	Factors affecting current tax charge		
	The tax assessed on the profit on ordinary activities for of corporation tax in the UK of 30% (2001 - 20%).		
		2002 £	2001 £
	Profit on ordinary activities before taxation	413,259	152,822
	Profit on ordinary activities multiplied by standard rate of corporation tax in the UK	123,978	30,564
	Effects of:		
	Expenses not deductible for tax purposes Depreciation in excess of capital allowances Marginal relief	14,062 8,827 (6,867)	1,447 (1,061)
	Tax underprovision in previous year	1,668	(1,668)
	Total current tax	141,668	29,282

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 JULY 2002

8. DIVIDENDS

No dividend has been recommended for the year ended 31 July 2002.

9. TANGIBLE FIXED ASSETS

		Leasehold property improve- ments £	Plant and machinery £	Motor Vehicles £	Total £
	COST At 1 August 2001 Additions Disposals	17,014 - -	59,424 22,831 (730)	154,678 169,969 (36,450)	231,116 192,800 (37,180)
	At 31 July 2002	17,014	81,525	288,197	386,736
	DEPRECIATION At 1 August 2001 Charge for the year On disposals At 31 July 2002	- - - -	18,789 12,590 (146) 31,233	41,294 66,180 (<u>17,127)</u> 90,347	60,083 78,770 (17,273) 121,580
	NET BOOK VALUE At 31 July 2002 At 31 July 2001	17,014 17,014	50,292 40,635	197,850 113,384	265,156 171,033
10.	STOCKS				
			2002 £		2001 £
	Goods for resale		2,158,447		1,776,130
11.	DEBTORS				
			2002 £		2001 £
	Trade debtors Amounts owed by undertakings in which		3,502,089		1,691,798
	the company has a participating interest Other debtors Prepayments and accrued income		_ 10,725 381,739		147,285 10,809 220,950
			3,894,553		2,070,842

All debtors fall due within one year of the balance sheet date.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 JULY 2002

12.	CREDITORS: Amounts falling due within on	e year	
		2002 £	2001 £
	Bank loans and overdrafts	956,501	859,768
	Trade creditors	1,771,041	1,297,295
	Amounts owed to undertakings in which the company has a participating		
	interest	123,634	121,546
	Corporation tax	140,000	28,520
	PAYE and social security	41,320	25,423
	VAT	162,745	187,137
	Hire purchase agreements	64,135	22,032
	Loans from factoring company	2,186,288	843,086
	Directors current accounts	58,074	77,536
	Accruals and deferred income	138,441	95,581
		5,642,179	3,557,924

The directors' loans are unsecured and interest free. No date has been set for repayment.

The bank loans are provided to pay for imports, and are outstanding for a maximum period of 180 days.

The following liabilities disclosed under creditors falling due within one year are secured by the company:

company.	2002 £	2001 £
Bank loans and overdrafts	956,501	859,768

The bank loans and overdrafts are secured by fixed and floating charges on the company's assets.

13. CREDITORS: Amounts falling due after more than one year

	2002 £	2001 £
Hire purchase agreements	77,581	21,612

14. CREDITORS - CAPITAL INSTRUMENTS

Creditors include finance capital which is due for	or repayment as follows:	
2002	2001	
	£	£
In one year or less, or on demand	956,501	859,768

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 JULY 2002

15. COMMITMENTS UNDER HIRE PURCHASE AGREEMENTS

Future commitments under hire purchase agreements are as follows:

2002	2001
£	£
64,135	22,032
77,581	21,612
141,716	43,644
	£ 64,135 77,581

16. COMMITMENTS UNDER OPERATING LEASES

At 31 July 2002 the company had annual commitments under non-cancellable operating leases as set out below.

	Assets other than land and buildings	
	2002	2001
	£	£
Operating leases which expire:		
Within 1 year	4,160	
Within 2 to 5 years	7,020	13,520
	11,180	13,520

17. CONTINGENCIES

At the year end, there were documentary credits totalling £248,997 (2001: £319,062).

No forward contracts had been entered at the year end (2001: £650,000).

18. TRANSACTIONS WITH THE DIRECTORS

At the year end, the director's loan balance owing to B E Franks was £58,074 (2001 - £74,632) and the balance owed to S Showman was £nil (2001 - £2,904).

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 JULY 2002

19. TRANSACTIONS WITH RELATED PARTIES

Mr. B. E. Franks is a director and majority shareholder of Barimar Limited.

Barimar Limited has not traded during the year ended 31 July 2002.

At 31 July 2002 Ultimate Products Limited owed Barimar Limited £123,634 (2001: £121,546) as disclosed in note 12 of the financial statements. Interest of £8,088 has been charged on this loan during the year.

The company occupies premises owned by the Barimar Pension Scheme, of which Mr. B. E. Franks is a trustee. The company paid rent of £80,000 (2001 - £80,000) to the Barimar Pension Scheme in the year ended 31 July 2002.

Westwood Products Limited, a related undertaking in which the directors of Ultimate Products Limited, are also directors, ceased trading in February 2002. Ultimate Products Limited sub-let offices to Westwood Products Limited, having received rent of £10,833 (2001: £4,333) during the year. At the year end no amounts were outstanding from Westwood Products Limited (2001: £144,785) as disclosed under note 11.

At the year end, Vertical Blinds Limited, a company in which S. Showman is a director owed £2,500 to Ultimate Products Limited in relation to a vehicle purchase. Ultimate Products Limited also sub-let offices to Vertical Blinds Limited, receiving rental income of £5,200 (2001: £5,200) on a commercial basis.

20. CONTROLLING PARTY

Mr. B. E. Franks, who owns 51% of the company's issued share capital, is the company's controlling party.

21. SHARE CAPITAL

Authorised share capital:		
	2002	2001
	£	£
1,000 Ordinary shares of £1 each	1,000	1,000
	= a _{ph} sult ****	
Allotted, called up and fully paid:	2002	2001
	2002 £	2001 £
	. 4	~
Ordinary share capital	100	100
NET CASH INFLOW/(OUTFLOW) FROM OPERATION		
	2002 £	2001 £
Operating profit	£	£
Operating profit Depreciation	£ 484,866	
Operating profit Depreciation Loss on disposal of fixed assets	£	£ 229,873
Depreciation	£ 484,866 78,770	£ 229,873 40,644 3,303 (761,767)
Depreciation Loss on disposal of fixed assets Increase in stocks Increase in debtors	£ 484,866 78,770 10,042 (382,317) (1,823,711)	£ 229,873 40,644 3,303 (761,767) (259,836)
Depreciation Loss on disposal of fixed assets Increase in stocks	£ 484,866 78,770 10,042 (382,317)	£ 229,873 40,644 3,303 (761,767)

NOTES TO THE FINANCIAL STATEMENTS

23.	RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET DEBT				
		2002		2001	
		£	£	£	£
	Increase/(Decrease) in cash in the period	290,250		(184,416)	
	Net cash (inflow) from bank loans Cash outflow in respect of hire	(275,319)		(287,220)	
	purchase	(98,072)		1,078	
			(83,141)		(470,558)
	Change in net debt		(83,141)		(470,558)
	Net debt at 1 August 2001		(903,128)		(432,570)
	Net debt at 31 July 2002		(986,269)		(903,128)
24.	ANALYSIS OF CHANGES IN NET DEBT				
			At 1 Aug 2001 £	Cash flows £	At 31 Jul 2002 £
	Net cash: Cash in hand and at bank Overdrafts		284 (1 <u>78,586)</u> (178,302)	111,664 178,586 290,250	111,948 111,948
	Debt: Debt due within 1 year Hire purchase agreements		(681,182) (43,644) (724,826)	(275,319) (98,072) (373,391)	(956,501) (141,716) (1,098,217)
	Net debt		(903,128)	(83,141)	(986,269)