SIMCLA LIMITED REPORT AND FINANCIAL STATEMENTS YEAR ENDED 31ST DECEMBER 2003

Company No. 3620344

Macnair Mason Chartered Accountants

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CONTENTS

	Page
Directors' Report	1 - 2
Auditors' Report	3
Profit and Loss Account	4 - 5
Balance Sheet	6
Cash Flow Statement	7
Notes to the Financial Statements	8 - 16

COMPANY INFORMATION

Directors

S J Mosley M Mosley C A Mosley G C Mosley

Secretary

SOC Secretarial Services Limited

Company Number

3620344

Registered Office

Fountain House 130 Fenchurch Street

London EC3M 5DJ

Auditors

Macnair Mason Chartered Accountants John Stow House 18 Bevis Marks London

EC3A 7ED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31ST DECEMBER 2003

The directors have pleasure in presenting their report, together with the audited financial statements for the year ended 31 December 2003.

Status and Activities

The company acts as a corporate member of Lloyds and commenced underwriting on 1st January 1999.

The underwriting strategy is to participate on carefully selected syndicates in order to achieve above average underwriting returns.

Results and Dividend

The results for the year are shown in the profit and loss account on pages 4 and 5. The directors recommend that no dividend be paid.

Directors

The directors who have held office during the year, together with their beneficial interest in the share capital of the company were as follows:-

Ordinary Shares of 25p each	Ordinary Shares of 25p each
31 December 2003	31st December 2002 £
963,749 1	963,749 1 321,250
	of 25p each 31 December 2003

G Mosley was appointed a director of the company on 1st May 2004.

Auditors

Macnair Mason have expressed their willingness to continue in office as auditors and a resolution to re-appoint them will be proposed at the forthcoming annual general meeting.

Going Concern

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. The accounts have been prepared on a "going concern" basis.

DIRECTORS' REPORT

FOR THE YEAR ENDED 31ST DECEMBER 2003

Directors' Responsibilities

Company Law requires the directors to prepare, for each financial period, statements 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;

Comply with applicable accounting standards subject to any material departures disclosed and explained in the financial statements; and

Prepare the financial statements on a 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 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.

Approved by the Board of Directors and signed on behalf of the Board

S.M. Mosley
June 2004

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF

SIMCLA LIMITED

We have audited the financial statements on pages 4 to 16 which have been prepared under the historical cost convention and the accounting policies set out on page 8 to 10.

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 auditor's 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 2, the company's directors are responsible for the preparation of the 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.

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 these 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 31st December 2003 and of its loss for the period then ended and have been properly prepared in accordance with the provisions of the Companies Act 1985.

Chartered Accountants and Registered Auditors

John Stow House 18 Bevis Marks London EC3A 7ED

Date: 14 June 2004

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31ST DECEMBER 2003

TECHNICAL ACCOUNT - General Business

	Notes	2003 £	2002 £
Earned premiums, net of reinsurance Gross premiums written Outward reinsurance premiums	15 & 16	2,913,825 (462,016)	2,800,559 (831,344)
Net premiums written		2,451,809	1,969,215
Allocated in investment return transferred from the non-technical account		85,262	135,383
Claims incurred, net of reinsurance			
Claims paid: Gross amount Reinsurers' share	_	(1,487,829) 624,854	(1,775,378) 800,494
	_	(862,975)	(974,884)
Charge in the provision for claims: Gross amount Reinsurers' share Provision for future losses	-	(631,383) (460,042) 247,815	(1,521,598) 698,098 41,980
	_	(843,510)	(781,520)
Net claims incurred		(1,706,485)	1,756,404
Net operating expenses	3	(929,553)	(678,525)
Investment expenses and charges		(3,280)	(2,851)
Balance transferred to the non-technical account	-	(102,247)	(333,182)

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31ST DECEMBER 2003

NON-TECHNICAL ACCOUNT

	Notes	2003 £	2002 £
Balance on the general business technical account		(102,247)	(333,182)
Other income Other charges	2	33,946 (457,204)	80,939 (160,513)
Loss on ordinary activities before tax		(525,505)	(412,756)
Taxation on ordinary activities	5	(1,378)	
Loss for the financial year after tax		(526,883)	(412,756)
Dividends			
Loss retained for the financial year	==	(526,883)	(412,756)

There are no recognised gains or losses in the current period other than those included in the profit and loss account and therefore no statement of total recognised gains and losses is presented.

All activities are continuing.

BALANCE SHEET

AS AT 31 DECEMBER 2003

		2003			2002	
Notes						
		Composata	2002		Componente	2001
		f				£
	~	~	ž.			~
12	-	66,802	66,802	_	82,768	82,768
6	2,784,294		2,784,294	2,371,135	-	2,371,135
	3,963		3,963	4,830		4,830
	2,788,257	66,802	2,855,059	2,375,965	82,768	2,458,733
	2,525,207		2,525,207	3,230,068	50,000	3,280,068
7	655,048	-	655,048	672,423	-	672,423
		-			<i>265,871</i>	2,024,630
					7.65 071	384,238
	2,449,934		2,449,934	2,813,420	263,8/1	3,081,291
	262 770	20	2/2 700	171 700	12 567	205 254
		20			13,307	285,356 207,334
		20			13,567	492,690
						15,019
	8,293,003	66,822	8,359,825	8,915,595	412,206	9,327,801
8	-	321,250	321,250	_	321,250	321,25
9	_	(1,138,845)	(1,138,845)		(611,962)	(611,962
10		(817,595)	(817,595)		(290,712)	(290,712
	7,766,932		7,766,932	8,138,233		8,138,233
	23,964		23,964	69,260		69,260
e						
	56,284	-	56,284	99,026	-	99,026
	200 (22		200 (22	505.053		505.073
		-			-	505,973
1	3,373	-	3,3/3	1,112	-	1,112
.1	289.548	710 369	999.917	96 280	657 911	754,19
				, 0,20.7		,
	492,592	858,8156	1,351,407	702,391	657,911	1,360,302
	9,515	25,602	35,117	5,711	45,007	50,718
	9,515 8,293,003	25,602 66,822	35,117 8,359,825	<u>5,711</u> 8,915,595	412,206	<u>50,718</u> 9,327,801
	7	Liabilities at Lloyd's £ 12 6 2,784,294 3,963 2,788,257 7 655,048 1,563,940 230,946 2,449,934 263,770 247,670 511,440 18,165 8,293,003 8 9 10 7,766,932 23,964 289,633 5,573 1 289,548 (148,446)	Notes Assets and Liabilities at Lloyd's	Notes Assets and Liabilities at Lloyd's £ £ £ £ 12	Notes Assets and Liabilities at Lloyd's	Notes Assets and Liabilities at Lloyd's Corporate £

These financial statements were approved by the Board on June 2004

Director

S. Mesley

CASH FLOW STATEMENT

FOR THE YEAR ENDED 31ST DECEMBER 2003

	2003 £	2002 £
Net cash flow from operating activities		
Operating loss	(526,883)	(412,756)
Amortisation and impairment of capacity	19,211	35,576
Decrease/(Increase) in debtors	265,871	<i>95,062</i>
Increase in other creditors	480,792	12,316
(Decrease)/Increase in provision for losses	(247,915)	(41,980)
	(8,924)	(311,782)
Taxation	(1,378)	-
Capital expenditure Purchase of intangible assets	(3,245)	(17,843)
Financing Issue of ordinary share capital		320,000
Decrease in cash at bank	(13,547)	(9,625)

The company has no control over the disposition of assets and liabilities at Lloyd's. Consequently the cash flow statement is prepared reflecting only the movement in corporate funds, which includes transfers to and from the syndicates at Lloyd's.

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31ST DECEMBER 2003

1 Accounting Policies

The financial statements are prepared in accordance with the provisions of Section 255 of, and Schedule 9A to, the Companies Act 1985, as amended by the Companies Act 1985 (Insurance Companies Accounts) Regulations 1993.

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules as modified by the revaluation of investments. The company has adopted all material recommendations of the Guidance on Accounting for Insurance Business issued in December 1998 by the Association of British Insurers.

The company underwrites insurance business as principal through its participations in Lloyd's syndicates under the terms of agency agreements entered into each year with the syndicates' managing agents. These agreements give control to the managing agent of the conduct of the underwriting and the company has no access to those funds which are controlled by the syndicates. The technical account represents the company's participations on syndicates for the 2001, 2002 and 2003 year of account as reported for the year ended 31st December 2003, and is based on syndicate returns which have been audited by the syndicates' auditors. Transactions entered into directly by the company are reported in the non-technical account.

Assets and liabilities arising as a result of the underwriting activities are mainly controlled by the syndicates' managing assets and are shown separately on the balance sheet as "assets and liabilities at Lloyd's".

The particular accounting policies are described below.

(a) Basis of Accounting for Underwriting Activities

The company has adopted the underwriting year basis of accounting. Profits for an underwriting year are recognised on its closure which is not earlier than 36 months after its commencement, and is normally at that time. This basis has been adopted for the syndicates' business to allow a period for the reporting of premiums and claims which is sufficient to enable the underwriting result to be determined. This method of profit recognition follows that adopted by the syndicates on which the company participates. The excess of premiums written and investment income, less claims paid and related insurance, and related insurance, and net operating expenses is carried forward as a technical provision as part of outstanding claims and reinsurers' share of outstanding claims. The adequacy of the technical provision for open years is assessed by estimating the net written premium and deducting the estimated ultimate cost of claims, settlement expenses and net operating expenses.

(b) Premiums

Gross written premiums comprise premiums estimated to be receivable in respect of contracts incepting in the financial year and are stated gross of commissions payable to intermediaries, and exclusive of taxes and duties levied on premiums.

Outwards reinsurance premiums are accounted for in the same period as the premiums for the related direct or inwards reinsurance business.

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31ST DECEMBER 2003

(c) Claims Incurred

Claims incurred comprise all claim payments and internal and external settlement expense payments made in the financial year and the movement in the provisions for outstanding claims and settlement expenses, including claims incurred but not reported, net of salvage and subrogation recoveries.

Outwards reinsurance recoveries are accounted for in the same accounting period as the claims for the related direct or inwards reinsurance business being reinsured.

(d) Claims Outstanding

For all underwriting years, provision is made for outstanding claims and settlement expenses incurred at the balance sheet date. Included in the provision is an estimate of the internal and external costs of handling the outstanding claims.

For an open underwriting year, the provision includes the excess of net premiums written and investment income, less claims paid and related reinsurance, and operating expenses so that no profit is recognised in the technical account for that underwriting year. Provision is made for losses on each open underwriting year to the extent that the technical provisions assessed to be inadequate to meet the estimated ultimate cost of claims, settlement expenses and net operating expenses.

For an underwriting year which has been closed, claims outstanding includes a provision for claims incurred but not reported.

(e) Investment and Allocated Investment Income

In accordance with Lloyd's current accounting practice, investments are stated at market value, including accrued interest at the Balance Sheet date. Investment income is included in the General Business Technical Account reflecting that earned on the investment portfolio managed by the Syndicates. The allocated investment income therefore comprises income received and investment profits and losses, net of investment expenses and charges arising in the calendar year including appreciation/depreciation and accrued interest consequent upon the revaluation of investments at 31 December. All gains and losses on investments are treated as realised at the Balance Sheet date.

(f) Basis of Currency Translation

Syndicates maintain separate funds in sterling, United States and Canadian dollars. All transactions expressed in United States and Canadian dollars are translated into sterling at the rate of exchanged ruling at the Balance Sheet date. Transactions during the year in other overseas currencies are expressed in sterling at the rates ruling at the transaction date.

(g) Debtors/Creditors Arising from Insurance/Reinsurance Operations

The amounts shown include the totals of all syndicates outstanding debit and credit transactions as processed by the Lloyd's Policy Signing Office; no account has been taken of any offsets which may be applicable in calculating the new amounts due between the Syndicates and each of their counterparty insurers, reinsurers or intermediaries as appropriate.

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31ST DECEMBER 2003

(h) 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 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 financial statements. Deferred tax is not provided on timing differences arising from the revaluation of fixed assets where there is no commitment to sell the asset. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

(i) Cash Flow Statement

The company has no control over the disposition of assets and liabilities at Lloyd's. Consequently, the cash flow statement is prepared reflecting only the movement in corporate funds, which includes transfers to and from the Syndicates at Lloyd's.

(j) Intangible Assets

Costs incurred by the company in the Corporation of Lloyd's auctions in order to acquire rights to participate on syndicates' underwriting years are included within intangible fixed assets and amortised over a five year period, commencing in the year the relevant account closes.

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31ST DECEMBER 2003

2	Other Income	2003 £	2002 £
	Stop-loss recovery Profit on sale of shares Bank Interest	33,428 - 518	- 79,984 955
	bank interest	33,946	80,939
3	Net Operating Expenses	2003 £	2002 £
	Syndicate operating expenses Exchange adjustment Commission/brokerage Lloyd's Members' personal expenses and charges	30,752 182,174 641,723 74,904 929,553	257,512 150,602 239,401 31,010
4	Other Charges The following amounts are included in other charges:	2003 £	2002 £
	Auditors' remuneration Auditors' remuneration – non audit Amortisation and impairment of capacity	2,350 1,763 19,211	2,400 3,700 15,900
	The directors received no fees or other emoluments as directors of the company.		
	The company has no other employees		
5	Tax on Profit on Ordinary Activities		
	Corporation tax Foreign tax	(1,378)	-
	Current tax charge	(1,378)	-

The company has incurred significant losses to date. However no deferred tax asset has been recognised on the grounds that there is insufficient evidence to quantify the level of future trading profits.

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31ST DECEMBER 2003

6	Investments	2003	2002
·		£	£
	Shares and other variable yield securities	235,392	126,798
	Debt securities and other fixed income securities	2,429,433	1,918,485
	Participation in investment pools	41,918	60,458
	Loans guaranteed by mortgage	641	1,882
	Other loans	0	69,337
	Deposits with credit institutions	75,389	192,616
	Other	1,521	1,559
		2,784,294	2,371,135
7	Debtors Arising Out of Direct Insurance Operations	2003	2002
·	2 to	£	£
	Amounts owed by policyholders	5,203	5,089
	Amounts owed by intermediaries	649,845	667,334
		655,048	672,423
8	Called Up Share Capital	2003	2002
_	The options of the contract of	£	£
	Authorised		
	Ordinary shares of 25p each	500,000	500,000
	All was C. Bastla and W. Ha Barta		
	Allotted, Called Up and Fully Paid	221.250	221.250
	Ordinary shares of 25p each	321,250	321,250
	During the year the company issued 1,280,000 Ordinary shares of 25p each a	t par.	
9	Profit and Loss Account	2003	2002
		£	£
	At 1st January	(611,962)	(199,206)
	Loss for the year	(526,883)	(412,756)
	Loss for the year	(320,003)	(412,730)
	At 31st December	(1,138,845)	(611,962)
10	Reconciliation of Movement in Equity Shareholders' Funds	2003	2002
10	Accommission of Movement in Equity Shareholders Tunus	£	£
	Retained loss for the year	(526,883)	(412,756)
	Shares issued in period	(320,863)	320,000
	Shares issued in period	(526,883)	(92,756)
	At 1st January	(290,712)	(197,956)
	· · · · · · · · · · · · · · · · · · ·	(-/ -/-	(,)
	At 31st December	(817,595)	(290,712)
			<u> </u>

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31ST DECEMBER 2002

12	Intangible Assets	Cost	Amortisation	Net Book Value
		£	£	£
	Capacity Rights			
	At 1 January 2003	98,668	15,900	82,768
	Additions	3,245	15,900	
	Disposals	(3,311)		
	At 31 December 2003	98,602	31,800	66,802

13 Capital and Other Commitments

There were no capital or other commitments at 31st December 2003.

14 Underwriting Funds at Lloyd's

The company's underwriting is supported by assets made interavailable to it by the shareholders of the company.

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31ST DECEMBER 2003

Segmental Information – Class of Year to 31st December 2003	Gross Premium Written	Gross Claims Incurred £	Gross Operating Expenses £	Reinsurance Balance £
Direct Business				
Accident and health	69,580	(30,442)	(27,458)	(18,743)
Motor third party liability	13,532	(10,290)	(8,411)	3,541
Motor – other class	200,051	(91,828)	(55,197)	(10,350)
Marine, aviation and transport	221,038	26,552	(82,694)	(113,295)
Fire and other damage to property	453,867	(27,916)	(166,220)	(236,712)
Third party liability	628,029	(466,354)	(198,042)	(155,049)
Credit and suretyship	21,654	(38,726)	(13,582)	(19,021)
Legal expenses	10,260	(10,398)	(3,848)	(237)
Assistance Other	(38) (3,358)	36 36,736	(15) (3,351)	239 (25,021)
	(-,)			
Total Direct	1,614,615	(612,630)	(558,818)	(574,648)
Reinsurance acceptances	1,036,725	(217,203)	(325,391)	(466,894)
RITC	247,069	(1,252,275)		752,212
Total	2,898,409	(2,082,108)	(884,209)	(289,330)
	Gross	Gross	Gross	
	Premium	Claims	Operating	Reinsurance
	Written	Incurred	Expenses_	Balance
Year to 31st December 2002	£	£	£	£
Direct Business	52.009	(00.040)	(10.770)	15 450
Accident and health Motor – third party liability	52,998 23,691	(89,849) (20,511)	(19,779) (6,254)	15,458 3,445
Motor – other class	237,984	(274,417)	(63,857)	32,142
Marine, aviation and transport	250,761	(315,453)	(64,620)	74,647
Fire and other damage to property	567,275	(733,107)	(151,900)	100,650
Third party liability	683,224	(992,825)	(177,015)	271,661
Credit and suretyship	28,168	(28,289)	(7,792)	(31,491)
Legal expenses	9,091	(12,463)	(2,873)	719
Assistance	157	(1,349)	(123)	840
Other	12,835	(31,599)	(6,027)	38,030
Total Direct	1,866,184	(2,499,862)	(500,510)	506,101
		(1,069,175)	(156,060)	299,222
Reinsurance acceptances	025.178	11.009.1/07	(1,50.000)	479.22/
Reinsurance acceptances RITC	653,178 290,565	272,063	(150,000)	(138,383)

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31ST DECEMBER 2003

16 Segmental Information - Geographical Split

	United Kingdom	Other EU	Rest of the World	Total
	£	£	£	£
Year to 31st December 2003				
Gross Premiums Written:				
Direct business Reinsurance	1,687,285 1,283,794	(6,572)	(66,098) -	1,614,695 1,283,794
	2,971,079	(6,572)-	(66,098)	2,898,409
	United Kingdom	Other EU	Rest of the World	Total
	£	£		£
Year to 31st December 2002				
Gross Premiums Written:				
Direct business Reinsurance	1,956,981 943,743	1,777 -	(92,574) -	1,866,184 943,743
	2,900,724	1,777	(92,574)	2,809,927

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31ST DECEMBER 2003

16 Related party transactions

The company's controlling party is S J Mosley, a director and the major shareholder.

During the period, the directors made loans to the company. At the balance sheet date £598,609 (2002: £518,375) was owed to the directors.

17 Cash at Bank and in Hand

The Lloyd's deposit represents monies deposited with the Corporation of Lloyd's to support the company's underwriting activities as described in the Accounting Policies. The company has entered into a Lloyd's Deposit Trust Deed which gives the right to apply these monies in settlement of any claims arising from the company's participation on Lloyd's syndicates. These monies can only be released from the provision of this deed with Lloyd's express permission and only in circumstances where the amounts are either replaced by an equivalent asset of after the expiration of the company's liabilities in respect of its underwriting.

18 Contingent Liabilities

As explained in the Accounting Policies on page 8 the company participates on insurance business written by Lloyd's syndicates. As a result of this participation, the company is exposed to claims arising on insurance business written by those syndicates.

The net results of the company's participation on those syndicates for any underwriting year will not be calculated until the third anniversary of the commencement of that underwriting year at the earliest.

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31ST DECEMBER 2003

19 Member's Share of Syndicates

The company participated in the following syndicates:

Syndicate no.	2003 allocated capacity (£)	2002 allocated capacity (£)	2001 allocated capacity (£)
2		80,000	
2 33	326,000	130.898	93,502
205	326,000	130.090	93,302 69,604
218	153,000	127,500	106,250
250	155,000	127,500	67,724
318	90,000	60,000	07,724
386	262,500	175,000	100,000
435	202,500	175,000	131,135
510	210,000	151,236	100,824
557	70,500	60,000	50,000
566	70,300	-	53,750
570	80,000		55,750
588	80,000	_	60,000
609	120,000	78,800	40,000
623	172,500	80,000	+0,000
727	50,860	33.792	27,049
735	30,800	33.772	27(01) -
780	150,000	60.000	_
86 l	130,000	00,000	120,080
902		_	720,000
958	140,000	66,635	36,336
1003	110,000	88.984	57,500
1007		40,000	40,000
1084		70,000	26,298
1212		_	61,268
1241		-	18,456
2001	125,000	200,000	169,333
2010	80,000	30,937	25,000
2020	285,000	285,000	152,251
2121	85,624	52,915	30,000
2488			154,651
2791	140,000	90,000	50,000
	2,543,484	1,891,697	1,841,011