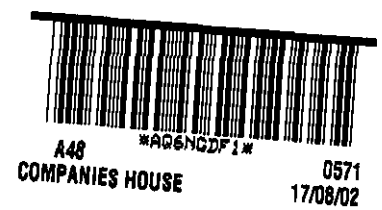


Registered Number: 3817489

DESIGNPLAN MANAGEMENT SERVICES LIMITED

REPORT AND FINANCIAL STATEMENTS

31 DECEMBER 2001



DESIGNPLAN MANAGEMENT SERVICES LIMITED

DIRECTORS' REPORT

31 December 2001

The directors present their report and the audited financial statements for the year ended 31 December 2001.

Principal activity

The principal activity is the supply of management and other related services.

Following a group reorganisation on 23 April 2002 the company became the holding company for Designplan Lighting Limited and its subsidiaries and at the same time leasehold properties were transferred up to this company by a dividend in specie.

Directors

The directors of the company during the year and their interests in the shares of the company as recorded in the register of directors' interests were as follows:

	31 December 2001 Ordinary shares of £1 each	31 December 2000 Ordinary shares of £1 each
D A Cumper	50	50
M J Cumper	50	50

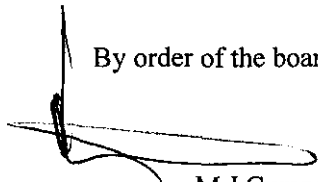
Auditors

Baker Tilly (formerly HLB Kidsons) have agreed to offer themselves for re-election as auditors of the company.

Small companies exemptions

The financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

By order of the board



M J Cumper

Secretary

Wealdstone Road
Kimpton Industrial Estate
Sutton
Surrey
SM3 9RW

15 August 2002

DESIGNPLAN MANAGEMENT SERVICES LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

We are required under company law to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the company and of the profit or loss for that period.

In preparing these financial statements we are required to:

- Select suitable accounting policies and apply them consistently;
- Make reasonable and prudent judgements and estimates;
- State whether accounting standards have been followed and give details of any departures;
- Prepare the financial statements on a going concern basis unless in our view the company will be unable to continue in business.

We are also responsible for:

- Keeping proper accounting records;
- Safeguarding the company's assets;
- Taking reasonable steps for the prevention and detection of fraud;
- Preparation of the directors' report and other information in the annual report in accordance with the law.

By order of the board



M J Cumper

Secretary

15 August 2002

DESIGNPLAN MANAGEMENT SERVICES LIMITED

INDEPENDENT AUDITORS' REPORT

Independent Auditors' Report to the Shareholders of Designplan Management Services Limited

We have audited the financial statements on pages 4 to 7 which have been prepared under the historical cost convention and accounting policies set out on page 6.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and the 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 other information contained in the Annual Report and consider whether it is consistent with the audited financial statements. This other information comprises only the Directors' Report. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

Basis of 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 December 2001 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Baker Tilly
Registered Auditors
Chartered Accountants

Horsham

15 August 2002

DESIGNPLAN MANAGEMENT SERVICES LIMITED

PROFIT AND LOSS ACCOUNT

year ended 31 December 2001

	Note	2001 £	2000 £
Turnover		655,906	859,639
Administrative expenses		625,076	826,233
Operating profit	2	<u>30,830</u>	<u>33,406</u>
Bank interest received		11,412	7,388
Profit on ordinary activities before taxation		<u>42,242</u>	<u>40,794</u>
Tax on ordinary activities		9,586	9,100
Profit for the financial period	5	<u><u>32,656</u></u>	<u><u>31,694</u></u>

DESIGNPLAN MANAGEMENT SERVICES LIMITED

BALANCE SHEET

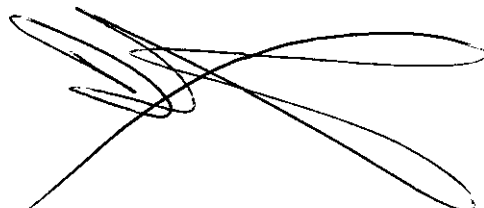
at 31 December 2001

	Note	2001 £	2000 £
Current assets			
Other debtors		96,148	145,892
Cash at bank and in hand		211,056	454,773
		<u>307,204</u>	<u>600,665</u>
Creditors: amounts falling due within one year	3	219,045	545,162
		<u>88,159</u>	<u>55,503</u>
Total assets less current liabilities			
Capital and reserves (equity)			
Share capital	4	100	100
Profit and loss account	5	88,059	55,403
		<u>88,159</u>	<u>55,503</u>
Shareholders' funds	6		

These financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

The financial statements on pages 4 to 7 were approved by the board of directors on 15 August 2002.

D A Cumper - Director



DESIGNPLAN MANAGEMENT SERVICES LIMITED

NOTES ON FINANCIAL STATEMENTS

31 December 2001

1 Principal accounting policies

Basis of accounting

The financial statements have been prepared under the historical cost convention in accordance with applicable accounting standards and have been prepared in accordance with FRSSE (effective March 2000).

Turnover

Turnover represents the amount derived from the provision of services which fall within the company's ordinary activities, stated net of value added tax.

2 Operating profit

	2001 £	2000 £
Operating profit is stated after charging		
Auditors remuneration	1,500	1,500

All directors' emoluments are recharged to related parties and transaction details are disclosed in note 8 to these financial statements.

3 Creditors: amounts falling due within one year

	2001 £	2000 £
Corporation tax	9,600	9,105
Other taxes and social security	33,114	107,442
Directors' loan accounts	39,014	226,302
Other loans	18,165	37,188
Other creditors	8,152	-
Accruals and deferred income	111,000	165,125
	<u>219,045</u>	<u>545,162</u>

4 Share capital Authorised

100 ordinary shares of £1 each	100	100
Allotted, called up and fully paid	<u>100</u>	<u>100</u>
100 ordinary shares of £1 each	100	100

DESIGNPLAN MANAGEMENT SERVICES LIMITED

NOTES ON FINANCIAL STATEMENTS

31 December 2001

(continued)

5 Profit and loss account

	2001 £	2000 £
1 January 2001	55,403	23,709
Profit for the financial period	32,656	31,694
31 December 2001	<u>88,059</u>	<u>55,403</u>

6 Shareholders' funds

Profit for the financial period	32,656	31,694
Opening shareholders' funds	55,503	23,809
Closing shareholders' funds	<u>88,159</u>	<u>55,503</u>

7 Guarantees and other financial commitments

The company has a cross guarantee with the following companies given to National Westminster Bank Plc against advances by the bank to these companies. The advances at 31 December 2001 totalled £1,023,764 (2000 £1,261,580).

Designplan Lighting Limited
Designplan International Limited
Carvill Lighting Limited
Steelplan Kitchens Limited
Richmond Lighting Limited
Richmond Plastics Limited
Travel by Design (Chertsey) Limited

8 Related party transactions

Designplan Lighting Limited (Designplan), Designplan International Limited (International), Carvill Lighting Limited (Carvill), Designplan Lighting Inc (Inc), Richmond Lighting Limited (Richmond), Richmond Plastics Limited (Plastics) and Travel by Design (Chertsey) Limited (Travel) are seven companies that are under common control with Designplan Management Services Limited (Management).

During the period to 31 December 2001 the following transactions took place between them:-

- (i) Management sold services for £274,842 (2000 - £393,214) to Designplan. At 31 December 2001 the balance due to Designplan was £8,152 (2000 - £nil).
- (ii) Management sold services for £175,070 (2000 - £151,460) to International. At 31 December 2001 the balance due from International was £96,148 (2000 £144,351).
- (iii) Management sold services for £95,568 (2000 - £112,187) to Carvill.
- (iv) Management sold services for £110,426 (2000 - £203,300) to Plastics.