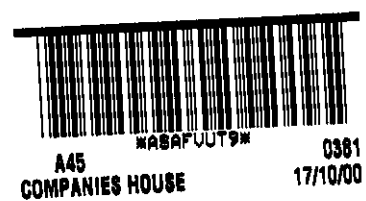


Registered Number: 3817489

DESIGNPLAN MANAGEMENT SERVICES LIMITED

REPORT AND FINANCIAL STATEMENTS

31 DECEMBER 1999



DESIGNPLAN MANAGEMENT SERVICES LIMITED

DIRECTORS' REPORT

31 December 1999

The directors present their report and the audited financial statements for the period ended 31 December 1999.

Principal activity

Designplan Management Services Limited was incorporated on 30 July 1999 with the issue of 100 ordinary shares at par.

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

Directors

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

31 December 1999
Ordinary shares of £1 each

D A Cumper	50
M J Cumper	50

Auditors

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

29 September 2000

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.

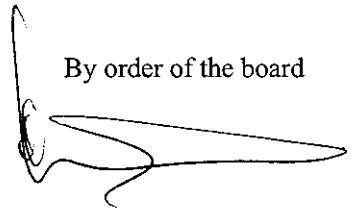
In preparing these financial statements we are required to:

- 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.

By order of the board



M J Cumper

Secretary

29 September 2000

DESIGNPLAN MANAGEMENT SERVICES LIMITED

AUDITORS' REPORT

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 accounting policies set out on page 6.

Respective responsibilities of directors and auditors

As described on page 2 the directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

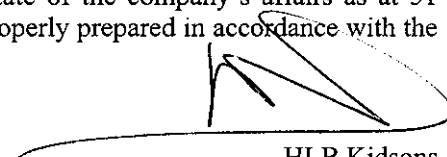
Basis of opinion

We conducted our audit in accordance with 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 1999 and of its profit for the period then ended and have been properly prepared in accordance with the Companies Act 1985.



HLB Kidsons
Registered Auditors
Chartered Accountants

Horsham

29 September 2000

DESIGNPLAN MANAGEMENT SERVICES LIMITED

PROFIT AND LOSS ACCOUNT

5 month period ended 31 December 1999

	Note	1999 £
Turnover		577,465
Administrative expenses		(547,484)
Operating profit	2	<u>29,981</u>
Bank interest received		<u>2,528</u>
Profit on ordinary activities before taxation		<u>32,509</u>
Tax on ordinary activities		<u>(8,800)</u>
Profit for the financial period	5	<u><u>23,709</u></u>

DESIGNPLAN MANAGEMENT SERVICES LIMITED

BALANCE SHEET

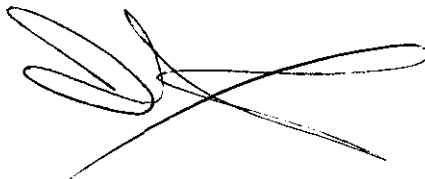
at 31 December 1999

	Note	1999 £	£
Current assets			
Prepayments and accrued income		2,265	
Other debtors		168,680	
Cash at bank and in hand		402,448	
		<u>573,393</u>	
Creditors: amounts falling due within one year	3	<u>(549,584)</u>	
Net current assets			23,809
Total assets less current liabilities			<u>23,809</u>
 Capital and reserves (equity)			
Share capital	4		100
Profit and loss account	5		23,709
Shareholders' funds	6		<u>23,809</u>

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 29 September 2000.

D A Cumper - Director



DESIGNPLAN MANAGEMENT SERVICES LIMITED

NOTES ON FINANCIAL STATEMENTS

31 December 1999

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 1999).

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.

Cash flow

The company has taken advantage of the exemption from preparing a cash flow statement conferred by Financial Reporting Standard No 1 on the grounds that it is entitled to the exemptions available in sections 246 to 247 of the Companies Act 1985 for small companies.

2 Operating profit

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

	1999 £
Corporation tax	8,800
Other taxes and social security	131,364
Directors' loan accounts	248,632
Other loans	37,188
Accruals and deferred income	123,600
	<u>549,584</u>

4 Share capital

	1999	
	Number of shares	£
Authorised		
100 ordinary shares of £1 each	100	100
Allotted, called up and fully paid		
100 ordinary shares of £1 each	100	100

On 30 July 1999 100 £1 ordinary shares were issued at par.

DESIGNPLAN MANAGEMENT SERVICES LIMITED

NOTES ON FINANCIAL STATEMENTS

31 December 1999

(continued)

5	Profit and loss account	1999
		£
	30 July 1999	-
	Profit for the financial period	23,709
		<hr/>
	31 December 1999	23,709
		<hr/>
6	Shareholders' funds	
	Profit for the financial period	23,709
	Share issue	100
	Opening shareholders' funds	-
		<hr/>
	Closing shareholders' funds	23,809
		<hr/>

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 1999 totalled £1,338,172.

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 1999 the following transactions took place between them:-

- (i) Management sold services for £178,855 to Designplan. At 31 December 1999 the balance due from Designplan was £30,000.
- (ii) Management sold services for £138,680 to International. At 31 December 1999 the balance due from International was £138,680.
- (iii) Management sold services for £35,530 to Carvill.
- (iv) Management sold services for £224,400 to Plastics.