Registered number: 3998372

STORM TECHNOLOGIES LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2001



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DIRECTORS' REPORT For the year ended 31 December 2001

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

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.

PRINCIPAL ACTIVITIES AND REVIEW OF BUSINESS

The company's principal activity is the supply of computer systems and application software.

The business performed well for the first three quarters of the year. However, sales in the last quarter were significantly below expectations due, in part, to the lack of confidence following the attacks on the World Trade Centre and an industry wide slow down during December. The company also suffered two large bad debts at the end of the year. The Directors are pleased to report that sales have returned to expected levels in the new year.

RESULTS AND DIVIDENDS

The profit for the year, after taxation, amounted to £14,426 (2000 - £153,165).

DIRECTORS

The directors who served during the year and their beneficial interests in the company's issued share capital were:

	Ordinary shares of £1 each	
	<u>31/12/01</u>	<u>1/1/01</u>
J Brooker	66	66
S Hipkin (resigned 15 October 2001)	-	-
D Pownceby (resigned 15 October 2001)	-	-
Hipkin Holdings Ltd (resigned 15 October 2001)	34	34
L P Rutter (appointed 15 October 2001)	-	-

EVENTS SINCE THE END OF THE YEAR

The company redeemed 34 ordinary shares during February 2002 utilising the retained profits.

AUDITORS

The auditors, Newlyn Ware, will be proposed for reappointment in accordance with section 385 of the Companies Act 1985.

DIRECTORS' REPORT For the year ended 31 December 2001

This report was approved by the board on 10 June 2002 and signed on its behalf.

J Brooker Secretary

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF STORM TECHNOLOGIES LIMITED

We have audited the financial statements of Storm Technologies Limited for the year ended 31 December 2001 set out on pages 4 to 15. These financial statements have been prepared under the historical cost convention and the accounting policies set out on page 7.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As described in the Statement of Directors' Responsibilities 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 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.

Newlyn Ware

Chartered Certified Accountants Registered Auditors

Haughley Suffolk IP14 3RF

10 June 2002

PROFIT AND LOSS ACCOUNT For the year ended 31 December 2001

	Note	Year ended 31 December 2001 £	Period ended 31 December 2000 £
TURNOVER	1, 2	5,926,716	4,027,301
Cost of sales		(4,910,085)	(3,389,818)
GROSS PROFIT		1,016,631	637,483
Administrative expenses		(984,368)	(437,928)
OPERATING PROFIT	3	32,263	199,555
Interest receivable		84	82
Interest payable	6	(780)	(4,550)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		31,567	195,087
TAX ON PROFIT ON ORDINARY ACTIVITIES	7	(17,141)	(41,922)
RETAINED PROFIT FOR THE FINANCIAL YEAR	15	£ 14,426	£ 153,165

All amounts relate to continuing operations.

There were no recognised gains and losses for 2001 or 2000 other than those included in the profit and loss account.

The notes on pages 7 to 15 form part of these financial statements.

BALANCE SHEET As at 31 December 2001

			31 December 2001		31 December 2000	
	Note	£	£	£	£	
FIXED ASSETS						
Tangible fixed assets	8		60,568		61,047	
CURRENT ASSETS						
Stocks	9	110,633		38,784		
Debtors	10	748,612		1,437,704		
Cash at bank		2		9		
		859,247		1,476,497		
CREDITORS: amounts falling due within one year	11	(748,137)		(1,369,669)		
NET CURRENT ASSETS			111,110		106,828	
TOTAL ASSETS LESS CURRENT LIABIL	ITIES		171,678		167,875	
CREDITORS: amounts falling due after more than one year	12		-		(5,621)	
PROVISIONS FOR LIABILITIES AND CHARGES						
Deferred taxation	13		(3,987)		(8,989)	
NET ASSETS			£ 167,691		£ 153,265	
CAPITAL AND RESERVES						
Called up share capital	14		100		100	
Profit and loss account	15		167,591		153,165	
SHAREHOLDERS' FUNDS - All Equity	16		£ 167,691		£ 153,265	

The finar tial statements were approved by the board on 10 June 2002 and signed on its behalf.

L P Rutter

Director

J Brooker Director

The notes on pages 7 to 15 form part of these financial statements.

CASH FLOW STATEMENT For the year ended 31 December 2001

	Note	Year ended 31 December 2001 £	Period ended 31 December 2000 £
Net cash flow from operating activities	17	410,150	(610,164)
Returns on investments and servicing of finance	18	(696)	(4,468)
Taxation		(38,266)	-
Capital expenditure and financial investment	18	(15,714)	(69,348)
CASH INFLOW/(OUTFLOW) BEFORE FINANCING Financing	18	355,474 (4,500)	(683,980) 10,206
INCREASE/(DECREASE) IN CASH IN THE PERIOD		£ 350,974	£ (673,774)

RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET DEBT (NOTE 19) For the year ended 31 December 2001

	Year ended 31 December 2001 £	Period ended 31 December 2000 £
Increase/(Decrease) in cash in the period Cash decrease from decrease in debt and lease financing	350,974	(673,774)
· ·	4,500	(10,106)
MOVEMENT IN NET DEBT IN THE PERIOD	355,474	(683,880)
Net (debt)/funds at 1 January 2001	(683,878)	2
NET DEBT AT 31 DECEMBER 2001	£ (328,404)	£ (683,878)

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 December 2001

1. ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

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

1.2 Turnover

Turnover comprises the invoiced value of goods and services supplied by the company, exclusive of Value Added Tax and trade discounts.

1.3 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Plant and equipment - 25% reducing balance
Fixtures and fittings - 25% reducing balance
Office equipment - 25% reducing balance

1.4 Leasing and hire purchase

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible fixed assets. Assets acquired by finance lease are depreciated over the shorter of the lease term and their useful lives. Assets acquired by hire purchase are depreciated over their useful lives. Finance leases are those where substantially all of the benefits and risks of ownership are assumed by the company. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

1.5 Operating leases

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged to the profit and loss account on the straight line basis over the lease term.

1.6 Stocks

Stocks are valued at the lower of cost and net realisable value after making due allowance for obsolete and slow-moving stocks.

1.7 Deferred taxation

Provision is made for taxation deferred as a result of material timing differences between the incidence of income and expenditure for taxation and accounts purposes, using the liability method, only to the extent that, in the opinion of the directors, there is a reasonable probability that a liability or asset will crystallise in the near future.

1.8 Pensions

The company operates a defined contribution pension scheme and the pension charge represents the amounts payable by the company to the fund in respect of the year

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 December 2001

2. TURNOVER

The whole of the turnover is attributable to the supply of computer systems.

A geographical analysis of turnover is as follows:

,	Year ended 31 December 2001 £	Period ended 31 December 2000 £
United Kingdom Rest of European Union	5,897,023 29,693	3,964,402 62,899
	£ 5,926,716	£ 4,027,301

3. OPERATING PROFIT

The operating profit is stated after charging:

	Year ended 31 December 2001	Period ended 31 December 2000
	£	£
Depreciation of tangible fixed assets:		
- owned by the company	13,294	6,709
- held under finance leases	2,899	1,593
Auditors' remuneration	2,500	2,500
Operating lease rentals:		
- plant and machinery	17,629	8,815
- other operating leases	33,885	19,250

4. STAFF COSTS

Staff costs, including directors' remuneration, were as follows:

	Year ended 31 December 2001 £	Period ended 31 December 2000 £
Wages and salaries	440,205	206,899
Social security costs	52,845	25,534
Other pension costs	15,549	-
	£ 508,599	£ 232,433

The average monthly number of employees, including directors, during the year was as follows:

Year ended	Period ended
31 December	31 December
2001	2000
5	3

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 December 2001

	Year ended	Perio	od ended
	31 December	31 D	ecember
	2001		2000
	£		£
Emoluments	£ 89,500	£	45,250

During the year retirement benefits were accruing to 1 director (2000 - nil) in respect of money purchase pension schemes.

6. INTEREST PAYABLE

	Year er 31 Dece 20			d ended ecember 2000
		£		£
On other loans On finance leases and hire purchase contracts		47 733		4,000 550
	£	780	£	4,550
				

7. TAXATION

	Year ended 31 December	Period ended 31 December
	2001	2000
	£	£
UK corporation tax		
Current tax on income for the period	16,809	32,933
Transfer (from)/to deferred taxation in respect of current period	(5,002)	8,989
Adjustments in respect of prior periods - corporation tax	5,334	-
	£ 17,141	£ 41,922

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 December 2001

8.	TANGIBLE FIXED ASSETS						
			ant and achiner	y	urniture, fittings and		Total
			£	e	quipment £		£
	Cost		~				
	At 1 January 2001 Additions		5,809	9	69,348 9,905		69,348 15,714
	At 31 December 2001		5,809	 3 	79,253	_	85,062
	Depreciation						
	At 1 January 2001		_		8,301		8,301
	Charge for the year		720	6	15,467		16,193
	At 31 December 2001		720	 6 	23,768	_	24,494
	Net book value						
	At 31 December 2001	£	5,083	3 £	55,485	£	60,568
	At 31 December 2000	£	-	= = £ = =	61,047	£	61,047
	The net book value of assets held under finance leases or hire as follows:	e purc	hase co	ontra	cts, includ	ed	above, are
				200 ⁻	1		2000
				£			£
	Furniture, fittings and equipment		£	8,	696 ——	£	11,595
9.	STOCKS						
				200 £	1		2000 £
	Finished goods and goods for resale		£	110,	633	£	38,784

The difference between purchase price or production cost of stocks and their replacement cost is not material.

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 December 2001

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	2001 £	2000 £
Due within one year		
Trade debtors	703,441	1,387,836
Other debtors	19,844	13,868
Prepayments and accrued income	25,327	36,000
	£ 748,612	£ 1,437,704

Included within other debtors due within one year is a loan to J Brooker, a director, amounting to £8,043 (2000 - £nil) . The maximum amount outstanding during the year was £8,043.

At the balance sheet date, £703,441 (2000 £1,387,836) of trade debtors were factored.

11. **CREDITORS:**

Amounts falling due within one year

	2001	2000
	£	£
Bank loans and overdrafts and proceeds of factored debt	322,800	673,781
Net obligations under finance leases and hire purchase contracts	5,606	4,486
Trade creditors	279,914	559,691
Corporation tax	16,809	32,933
Social security and other taxes	40,680	48,425
Other creditors	7,427	43,078
Accruals and deferred income	74,901	7,275
	£ 748,137	£ 1,369,669
	£ 140,131	£ 1,309,009
		
CREDITORS:		

12.

Amounts falling due after more than one year

	2001 £		2000 £		
Net obligations under finance leases and hire purchase contracts	£	-	£	5,621	

Obligations under finance leases and hire purchase contracts, included above, are payable as follows:

		2001	2000		
		£		£	
Between two and five years	£	-	£	5,621	
			_		

Of the creditors falling due within and after more than one year, the bank loans and overdrafts, proceeds of factored debt and net obligations under finance lease and hire purchase contracts totalling £328,406 (2000 £683,888) are secured.

Bank loans and overdrafts and proceeds of factored debt includes advances made against factored debt totalling £234,574 (2000 £469,067).

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 December 2001

DEFERRED TAXATION							
				2	2001 £		2000 £
At 1 January 2001 Released during the year					8,989 (5,002)		8,989 -
At 31 December 2001			£		3,987	£	8,989
The provision for deferred taxation and the amounts	not pro	vide	ed are as fo	ollow	/s:	_	
			not		Amounts provided		Amounts not
20	001		2001		2000		provided 2000
	£		£		£		£
Accelerated capital allowances £ 3	3,987 ——	£ ==	•	£	8,989	£	-
SHARE CAPITAL							
				2			2000
Authorised, allotted, called up and fully paid					£		£
100 Ordinary shares of £1 each			£		100	£	100
RESERVES							
Profit and loss account					£		
At 1 January 2001 Profit retained for the year							
At 31 December 2001			£	1	67,591		
DECONOU INTION OF MOVEMENT IN QUADELO	I DEDe	y EU	INDE				
RECONCILIATION OF MOVEMENT IN SHAREHOL	LDEKS	FU	INDO	•	2001		2000
				•	£		£
Profit for the year Shares issued during the year					14,426 -		153,165 100
					14,426	-	153,265
Opening shareholders' funds				1	53,265		
Closing shareholders' funds			£	1	67,691	£	153,265
	At 1 January 2001 Released during the year At 31 December 2001 The provision for deferred taxation and the amounts Ampro 2 Accelerated capital allowances SHARE CAPITAL Authorised, allotted, called up and fully paid 100 Ordinary shares of £1 each RESERVES Profit and loss account At 1 January 2001 Profit retained for the year At 31 December 2001 RECONCILIATION OF MOVEMENT IN SHAREHO Profit for the year Shares issued during the year Opening shareholders' funds	At 1 January 2001 Released during the year At 31 December 2001 The provision for deferred taxation and the amounts not provided and the amounts	At 1 January 2001 Released during the year At 31 December 2001 The provision for deferred taxation and the amounts not provided Amounts provided 2001 £ Accelerated capital allowances E 3,987 £ SHARE CAPITAL Authorised, allotted, called up and fully paid 100 Ordinary shares of £1 each RESERVES Profit and loss account At 1 January 2001 Profit retained for the year At 31 December 2001 RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FU	At 1 January 2001 Released during the year At 31 December 2001 E The provision for deferred taxation and the amounts not provided are as for provided 2001 E Accelerated capital allowances E 3,987 E - SHARE CAPITAL Authorised, allotted, called up and fully paid 100 Ordinary shares of £1 each E RESERVES Profit and loss account At 1 January 2001 Profit retained for the year At 31 December 2001 E RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS Profit for the year Shares issued during the year Opening shareholders' funds	At 1 January 2001 Released during the year At 31 December 2001 The provision for deferred taxation and the amounts not provided are as follow provided 2001 2001 E Accelerated capital allowances E 3,987 E 5 SHARE CAPITAL Authorised, allotted, called up and fully paid 100 Ordinary shares of £1 each E RESERVES Profit and loss account At 1 January 2001 Profit retained for the year At 31 December 2001 E 1 RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS Profit for the year Shares issued during the year Opening shareholders' funds 1	At 1 January 2001 Released during the year Released during the year	At 1 January 2001 Released during the year At 31 December 2001 At 31 December 2001 E 3,987 The provision for deferred taxation and the amounts not provided are as follows: Amounts Amounts Amounts provided provided

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 December 2001

17. N	ET CASH F	LOW FROM	OPERATING	ACTIVITIES
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	Year ended 31 December 2001 £	Period ended 31 December 2000 £
Operating profit	32,263	199,555
Depreciation of tangible fixed assets	16,193	8,301
Increase in stocks	(71,849)	(38,784)
Decrease/(increase) in debtors	689,092	(1,437,704)
(Decrease)/increase in creditors	(255,549)	658,468
NET CASH INFLOW/(OUTFLOW) FROM OPERATIONS	£ 410,150	£ (610,164)

18. ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT

	Year ended 31 December 2001 £	Period ended 31 December 2000 £
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE		
Interest received Interest paid Hire purchase interest	84 (47) (733)	82 (4,000) (550)
NET CASH OUTFLOW FROM RETURNS ON INVESTMENTS AND SERVICING OF FINANCE	£ (696)	£ (4,468)
	Year ended 31 December 2001 £	Period ended 31 December 2000 £
CAPITAL EXPENDITURE AND FINANCIAL INVESTMENT		
Purchase of tangible fixed assets	£ (15,714)	£ (69,348)
	Year ended 31 December 2001 £	Period ended 31 December 2000 £
FINANCING		
Issue of ordinary shares Principal payment under finance lease	(4,500) 	100 10,106
NET CASH (OUTFLOW)/INFLOW FROM FINANCING	£ (4,500)	£ 10,206

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 December 2001

19. ANALYSIS OF CHANGES IN NET DEBT

	1 January 2001	Cash flow	Other non-cash changes	31 December 2001
	£	£	£	£
Cash at bank and in hand:	9	(7)	-	2
Bank overdraft	(673,781)	350,981	-	(322,800)
	(673,772)	350,974		(322,798)
DEBT:	, ,			
Finance leases	(10,106)	4,500	-	(5,606)
NET DEBT	£ (683,878)	£ 355,474	£ -	£ (328,404)

20. PENSION COMMITMENTS

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £15,549 (2000 £nil).

21. OPERATING LEASE COMMITMENTS

At 31 December 2001 the company had annual commitments under non-cancellable operating leases as follows:

	Land and buildings		Other	
	2001	2000	2001	2000
	£	£	£	£
Expiry date:				
Within 1 year	-	-	17,629	-
Between 2 and 5 years	33,885	33,885	-	18,799

22. RELATED PARTY TRANSACTIONS

Mr L Rutter is a director of Potential Finance Limited and J C Graphic Supplies Limited to whom the company sold goods, on normal commercial terms, totalling £48,405 and £1,000 respectively. The amounts outstanding at the year end are Potential Finance Limited £1,882.35 and J C Graphic Supplies £1,175.

23. POST BALANCE SHEET EVENTS

After the balance sheet date, the company redeemed 34 ordinary shares during February 2002 utilising the retained profits.

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 December 2001

24. CONTROLLING PARTY

The controlling party is Mrs S Brooker by virtue of her interest in the share capital of Horsham International LLC, a company incorporated in Delaware USA.

DETAILED TRADING AND PROFITAND LOSS ACCOUNT For the year ended 31 December 2001

		Year ended 31 December 2001	Period ended 31 December 2000
	Page	£	£
TURNOVER	17	5,926,716	4,027,301
Cost of sales	17	(4,910,085)	(3,389,818)
GROSS PROFIT		1,016,631	637,483
Gross profit %		17.2 %	15.8 %
Less: OVERHEADS			
Administrative expenses	17	(984,368)	(437,928)
OPERATING PROFIT		32,263	199,555
Interest receivable	18	84	82
Interest payable	18	(780)	(4,550)
PROFIT FOR THE YEAR		£ 31,567	£ 195,087

SCHEDULE TO THE DETAILED ACCOUNTS For the year ended 31 December 2001

	Year ended 31 December 2001 £	Period ended 31 December 2000 £
TURNOVER	k	L
Sales - UK Sales - Europe	5,897,023 29,693	3,964,402 62,899
	£ 5,926,716	£ 4,027,301
		
	Year ended 31 December 2001	Period ended 31 December 2000
COST OF SALES	£	£
Purchases	£ 4,910,085	£ 3,389,818
	Year ended 31 December 2001	Period ended 31 December 2000
	£	£
ADMINISTRATIVE EXPENSES Directors salaries	89,500	45, 250
Staff pensions	15,549	40,200
Auditors' remuneration	2,500	2,500
Rent - operating leases	33,885	19,250
Depreciation - plant and machinery Staff salaries	16,120 350,705	8,301 161,649
Staff private health insurance	3,194	707,078
Staff National Insurance	52,845	25, 534
Staff training	5,878	**
Motor running costs	49,298	27,032
Motor vehicle leasing (operational)	17,629	8,815
Entertainment Hotels, travel and subsistence	48,859 28,359	14,007 6,818
Consultancy	42,345	-
Printing and stationery	4,070	1,625
Telephone and fax	23,377	12,145
Computer costs	16,317	12,333
Advertising and promotion	1,434	47.00
Legal and professional Accountancy	23,167 18,317	17,064 13,816
Bank and factoring charges	99,254	54,040
Bad debts	28,070	
Sundry expenses	6,759	1,613
Insurances	6,432	5,870
Repairs and maintenance	505	266
	£ 984,368	£ 437,928

SCHEDULE TO THE DETAILED ACCOUNTS For the year ended 31 December 2001

	Year ended 31 December 2001	Period ended 31 December 2000
	£	£
INTEREST RECEIVABLE		
Bank interest receivable	21	82
Other interest receivable	63	-
	£ 84	£ 82
	Year ended 31 December 2001	Period ended 31 December 2000
	£	£
INTEREST PAYABLE		
Other loan interest payable	47	4,000
Hire purchase interest payable	733	550
	£ 780	£ 4,550