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COMPANY REGISTRATION NUMBER 161469

OPTICAL EXPRESS LIMITED (FORMERLY OPTICAL EXPRESS (CENTRAL) LIMITED)

ABBREVIATED FINANCIAL STATEMENTS 31 MARCH 2002



BAKER TILLY

Chartered Accountants & Registered Auditors
Breckenridge House
274 Sauchiehall Street
Glasgow
G2 3EH

ABBREVIATED FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2002

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ABBREVIATED FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2002

The director

D Moulsdale

Company secretary

G Murdoch

Registered office

9 Clairmont Gardens

Glasgow G3 7LW

Auditors

Baker Tilly

Chartered Accountants & Registered Auditors Breckenridge House 274 Sauchiehall Street

Glasgow G2 3EH

AUDITORS' REPORT TO THE COMPANY

PURSUANT TO SECTION 247B OF THE COMPANIES ACT 1985

We have examined the abbreviated accounts on pages 6 to 18, together with the financial statements of the company for the year ended 31 March 2002 prepared under Section 226 of the Companies Act 1985.

Respective responsibilities of the director and the auditors

The director is responsible for preparing the abbreviated accounts in accordance with section 246A of the Companies Act 1985. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated accounts prepared in accordance with section 246A(3) of the Act to the registrar of companies and whether the accounts to be delivered are properly prepared in accordance with those provisions and report our opinion to you.

Basis of opinion

We have carried out the procedures we consider necessary to confirm, by reference to the financial statements, that the company is entitled to deliver abbreviated accounts and that the abbreviated accounts to be delivered are properly prepared. The scope of our work for the purpose of this report did not include examining or dealing with events after the date of our report on the financial statements.

Opinion

In our opinion the company is entitled to deliver abbreviated accounts prepared in accordance with section 246A(3) of the Act, and the abbreviated accounts on pages 6 to 18 are properly prepared in accordance with those provisions.

Breckenridge House 274 Sauchiehall Street Glasgow

G2 3EH

10th June 2002

BAKER TILLY Chartered Accountants & Registered Auditors

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THE DIRECTOR'S REPORT

YEAR ENDED 31 MARCH 2002

The director has pleasure in presenting his report and the financial statements of the company for the year ended 31 March 2002.

Principal activities and business review

The principal activity of the company during the year was that of opticians.

The director is satisfied with the results for the year and continues to seek increases in both turnover and profitability.

The company's balance sheet as detailed on page 8 shows a surplus of shareholders' funds amounting to £1,392,744.

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 director has not recommended a dividend.

The director and his interests in shares of the company

The director who served the company during the year was as follows:

D Moulsdale

The company is a wholly owned subsidiary and the interests of the group director is disclosed in the financial statements of the parent company.

Fixed assets

In the opinion of the director there is no significant difference between the present market value of the group's leasehold properties and the amounts at which they are stated in the accounts. Details are set out in note 7.

THE DIRECTOR'S REPORT (continued)

YEAR ENDED 31 MARCH 2002

Auditors

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A resolution to re-appoint Baker Tilly (formerly HLB Kidsons) as auditors for the ensuing year will be proposed at the annual general meeting in accordance with section 385 of the Companies Act 1985.

Registered office:

9 Clairmont Gardens

Glasgow

G3 7LW

Signed by

G Murdoch

Company Secretary

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Approved by the secretary on 7 June 2002

STATEMENT OF DIRECTOR'S RESPONSIBILITIES

YEAR ENDED 31 MARCH 2002

Company law requires the director 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 director is required to:

select suitable accounting policies, as described on page 9, and then apply them consistently;

make judgements and estimates that are reasonable and prudent;

state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and

prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable him to ensure that the financial statements comply with the Companies Act 1985. The director is 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.

Registered office:

9 Clairmont Gardens

Glasgow

G3 7LW

Signed by

G Murdoch

Company Secretary

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Approved by the secretary on 7 June 2002

ABBREVIATED PROFIT AND LOSS ACCOUNT

YEAR ENDED 31 MARCH 2002

	Note	200	02	2001
Gross profit		£	£ 8,779,470	£ 7,141,517
Administrative expenses			(8,024,651)	(6,855,483)
Operating profit:	2			
Continuing operations		503,027		286,034
Acquisitions		251,792		-
			754,819	286,034
Interest receivable			176	214
Interest payable and similar charges	4		(92,262)	(42,164)
Profit on ordinary activities before taxation			662,733	244,084
Tax on profit on ordinary activities	5		(230,718)	(72,374)
Retained profit for the financial year			432,015	171,710

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.

YEAR ENDED 31 MARCH 2002

NOTE OF HISTORICAL COST PROFITS

	2002 £	2001 £
Reported profit on ordinary activities before taxation	662,733	244,084
Difference between a historical cost depreciation charge and the actual		
charge calculated on the revalued amount	29,604	29,604
Historical cost profit on ordinary activities before taxation	692,337	273,688
Historical cost profit for the year retained after taxation and dividends	461,619	201,314

ABBREVIATED BALANCE SHEET

31 MARCH 2002

	Note 2002		02	2001	
		£	£	£	
Fixed assets					
Intangible assets	6		427,938	27,922	
Tangible assets	7		2,622,963	2,029,154	
			3,050,901	2,057,076	
Current assets					
Stocks	8	707,394		424,716	
Debtors	9	1,647,644		924,996	
Cash at bank and in hand		6,783		38,246	
		2,361,821		1,387,958	
Creditors: Amounts falling due		/ <i>/ /</i>		(· ·	
within one year	10	(3,734,972)		(2,398,833)	
Net current liabilities			(1,373,151)	(1,010,875)	
Total assets less current liabilities			1,677,750	1,046,201	
Creditors: Amounts falling due					
after more than one year	11		(41,109)		
			1,636,641	1,046,201	
Provisions for liabilities and charges					
Deferred taxation	12		(243,897)	(83,635)	
			1,392,744	962,566	
Capital and reserves					
Called-up equity share capital	16		199	199	
Share premium account	17		744,668	746,505	
Revaluation reserve	18		193,326	222,930	
Profit and loss account	19		454,551	(7,068)	
Shareholders' funds	20		1,392,744	962,566	

These accounts have been prepared in accordance with the special provisions for medium-sized companies under Part VII of the Companies Act 1985.

D Moulsdale

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2002

1. Accounting policies

Basis of accounting

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of certain fixed assets, and in accordance with applicable accounting standards.

Cash flow statement

The director has taken advantage of the exemption in Financial Reporting Standard No 1 (revised) from including a cash flow statement in the financial statements on the grounds that the company is wholly owned and its parent publishes a consolidated cashflow statement.

Turnover

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

Amortisation

Amortisation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

- 10 & 20 years

- 18 years

Goodwill Lease premium

Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Short Leasehold properties/revaluations

Leasehold improvements

- Over the term of the lease
- 15% reducing balance
- 15% reducing balance

Equipment - 10% & 15% reducing balance

Motor vehicles - 20% reducing balance

An amount equal to the excess of the annual depreciation charge on revalued assets over the notional historical cost depreciation charge on those assets is transferred annually from the revaluation reserve to the profit and loss reserve.

Stocks

Stocks are valued at the lower of cost and net realisable value. Cost is computed on an average cost basis. Net realisable value is based on estimated selling price less the estimated cost of disposal.

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2002

1. Accounting policies (continued)

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 lease agreements

Rentals applicable to operating 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

Provision is made, under the liability method, to take account of timing differences between the treatment of certain items for accounts purposes and their treatment for tax purposes. Tax deferred or accelerated is accounted for in respect of all material timing differences.

Pensions

The company made contributions into employees' private pension schemes during the year. The assets of these schemes are held separately from those of the company. The contributions are charged to the profit and loss account.

2. Operating profit

Operating profit is stated after charging/(crediting):

	2002	2001
	£	£
Director's emoluments		-
Amortisation	10,484	5,353
Depreciation	284,993	272,996
(Profit)/Loss on disposal of fixed assets	(8,270)	3,453
Auditors' remuneration		
- as auditors	12,000	25,085
Operating lease costs:		
Land and buildings	1,135,896	1,026,429
Plant and equipment	7,309	5,412

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2002

3. Particulars of employees

The average number of staff employed by the company during the financial year amounted to:

	2002	2001
	No.	No.
Production staff	32	23
Other	206	161
	238	184
		
The aggregate payroll costs of the above were:		
	2002	2001
	£	£
Wages and salaries	3,135,257	2,928,417
Social security costs	251,914	280,433
Other pension costs	31,279	17,327
	3,418,450	3,226,177

4. Interest payable and similar charges

	2002	2001
	£	£
Interest payable on bank borrowing	10,075	16,496
Finance charges	3,566	4,509
Other similar charges payable	78,621	21,159
	92,262	42,164

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2002

5. Tax on profit on ordinary activities

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6.

At 1 April 2001

Charge for the year

At 31 March 2002

Net book value At 31 March 2002

At 31 March 2001

The off profession of white y activities			
		2002 £	2001 £
In respect of the year:		z.	£
Corporation Tax based on the results for th	ne year at 30% (2001	1	
- 30%)		68,981	124
Increase in deferred tax provision		160,262	83,635
		229,243	83,759
Adjustment in respect of previous years:			
Corporation Tax		1,475	(11,385)
		230,718	72,374
Intangible fixed assets			
		Lease	
	Goodwill	Premium	Total
	£	£	£
Cost At 1 April 2001	48,000	12,500	60,500
Additions	410,500	12,300	410,500
At 31 March 2002	458,500	12,500	471,000
Amortisation			

28,927

38,715

419,785

19,073

9,788

3,651

4,347

8,153

8,849

696

32,578

10,484

43,062

427,938

27,922

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2002

7. Tangible fixed assets

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Fixtures & Motor Leasehold Equipment Fittings Vehicles Property £ £ £ £	Total £
Cost or valuation	_
At 1 April 2001 1,589,749 1,346,745 158,222 333,946	3,428,662
Additions 588,544 266,396 38,784 1,932	895,656
Disposals (1,922) (349) (33,505) -	(35,776)
Transfer (445)	(445)
At 31 March 2002 2,175,926 1,612,792 163,501 335,878	4,288,097
Depreciation	
At 1 April 2001 590,483 650,665 101,235 57,125	1,399,508
Charge for the year 124,593 114,466 10,725 35,209	284,993
On disposals (317) (143) (18,851) -	(19,311)
Transfer (56)	(56)
At 31 March 2002 714,703 764,988 93,109 92,334	1,665,134
Net book value	
At 31 March 2002 1,461,223 847,804 70,392 243,544	2,622,963
At 31 March 2001 999,266 696,080 56,987 276,821	2,029,154

The leasehold properties were revalued on 7th March 2000 on an open market valuation by Montagu Evans, Chartered Surveyors. The historical cost of the short leasehold properties is £107,635 (2001 - £105,075).

Hire purchase agreements

Included within the net book value of £2,622,963 is £92,711 (2001 - £29,201) relating to assets held under hire purchase agreements. The depreciation charged to the accounts in the year in respect of such assets amounted to £5,712 (2001 - £3,245).

8. Stocks

2002	2001
£	£
707,394	424,716

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2002

9. Debtors

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	2002	2001
	£	£
Trade debtors	506,260	331,218
Amounts owed by group undertakings	641,833	231,222
Corporation Tax repayable	-	13,373
Other debtors	89,810	90,213
Prepayments and accrued income	409,741	258,970
	1,647,644	924,996

Other debtors includes a balance in respect of a director's overdrawn current account totalling £0 (2001 - £11,038). The highest amount outstanding during the year was £22,851. This loan account had no fixed terms of repayment and was not liable to any interest.

10. Creditors: amounts falling due within one year

2002	2001
£	£
849,952	708,485
312,106	256,620
1,539,327	776,585
55,608	-
729,144	414,232
90,480	65,406
158,355	177,505
3,734,972	2,398,833
	\$49,952 312,106 1,539,327 55,608 729,144 90,480 158,355

The Bank of Scotland holds the first and only floating charge and debenture over the assets of each group company along with a composite guarantee by each group company in favour of the bank on account of each group company. The Bank of Scotland also holds an assignation, along with all related documentation, of Keyman Insurance on the life of D Moulsdale in respect of the existing policies. In addition the Bank of Scotland holds a guarantee by D Moulsdale for an amount of £1,000,000 in its favour on account of the obligations of the group and a second ranking standard security, after the AIB Group (UK) Plc, over the properties of Moulsdale Properties.

11. Creditors: amounts falling due after more than one year

	2002 £	2001 £
Other creditors including:		
Hire purchase agreements	41,109	-

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OPTICAL EXPRESS LIMITED (FORMERLY OPTICAL EXPRESS (CENTRAL) LIMITED)

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2002

12. Deferred taxation

The movement in the deferred taxation provision during the year was:

	2002	2001
	£	£
Provision brought forward	83,635	-
Increase in provision	160,262	83,635
Provision carried forward	243,897	83,635

The provision for deferred taxation consists of the tax effect of timing differences in respect of:

	2002	2001
	£	£
Excess of taxation allowances over depreciation on fixed assets	246,999	196,708
Tax losses available	~	(110,089)
Other timing differences	(3,102)	(2,984)
	243,897	83,635
	1	

If the revalued assets were sold at the values stated in note 7 the estimated tax payable on that individual transaction would amount to £69,000. No provision has been made as it is unlikely that any amount will become payable in the forseeable future given the company's current intentions.

13. Commitments under hire purchase agreements

Future commitments under hire purchase agreements are as follows:

	2002	2001
	£	£
Amounts payable within 1 year	41,144	6,674
Amounts payable between 1 and 2 years	35,352	-
Amounts payable between 2 and 5 years	13,742	-
	90,238	6,674
Less interest and finance charges relating to future periods	(13,994)	(870)
	76,244	5,804

2002

2001

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2002

14. Commitments under operating leases

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

	Land & Buildings	
	2002	2001
	£	£
Operating leases which expire:		
Within 1 year	-	41,500
Within 2 to 5 years	111,525	27,700
After more than 5 years	1,383,600	938,502
	1,495,125	1,007,702

15. Guarantees and other financial commitments

At 31 March 2002 inter group loans and overdrafts totalled £3,612,987 (2001 £3,737,689), excluding those of the company.

16. Share capital

K 1 3 4

999 Ordinary shares of £1 each 1 Deferred share of £1 each			2002 £ 999 1 1,000	2001 £ 999 1 1,000
Allotted, called up and fully paid:	2002		2001	
	No.	£	No.	£
Ordinary shares	198	198	198	198
Deferred share	1	1	1	1
	199	199	199	199

The rights attaching to the deferred share are as follows:

On a return of assets on a liquidation or otherwise, the assets of the company remaining after the payment of its liabilities will be applied firstly, in paying the holders of the £1 Ordinary Shares a sum equal to the balance of such assets up to a maximum of £100,000,000 and secondly, in distributing the balance of such assets among the holders of the Deferred Share.

The holder of the Deferred Share shall be entitled to receive notice of and attend at general meetings but shall not be entitled to vote.

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2002

17. Share premium account

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	2002	2001
	£	£
Balance brought forward	746,505	-
Premium on shares issued in the year	(1,837)	746,505
	744,668	746,505

The premium on shares issued in 2001 is stated after deduction of issue costs of £1,837 (2001 £53,554), in accordance with FRS4.

18. Revaluation reserve

	2002 £	2001 £
Balance brought forward	222,930	252,534
Transfer to profit and loss account	(29,604)	(29,604)
	193,326	222,930

19. Profit and loss account

	2002	2001
	£	£
Balance brought forward	(7,068)	(208,382)
Retained profit for the financial year	432,015	171,710
Transfer from revaluation reserve	29,604	29,604
Balance carried forward	454,551	(7,068)

20. Reconciliation of movements in shareholders' funds

	2002		2001
	£	£	£
Profit for the financial year		432,015	171,710
New equity share capital subscribed	-		99
Premium on new share capital subscribed	(1,837)		746,505
	•	(1,837)	746,604
Net addition to funds		430,178	918,314
Opening shareholders' equity funds		962,566	44,252
Closing shareholders' equity funds		1,392,744	962,566

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2002

21. Ultimate parent company

The company's ultimate parent undertaking is DCM (Optical Holdings) Limited (formerly David Moulsdale (Holdings) Limited), a company incorporated in Scotland. A copy of that company's accounts is available from Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB. The company is controlled by D Moulsdale.