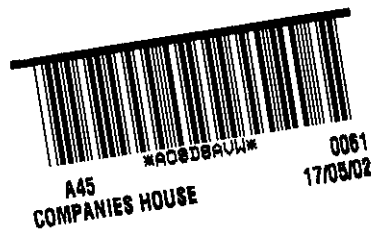


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BOYDEN & CO. LIMITED
ABBREVIATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST DECEMBER 2001



MAURICE ANDREWS
Chartered Accountants
Grove House
25 Upper Mulgrave Road
Cheam
Surrey, SM2 7BE

BOYDEN & CO. LIMITED

DIRECTORS

J.M. Frei - Chairman

M.E. Frei

J.E. Suter

D.J. Pezet

R.P. Yeoll

SECRETARY

J.M. Frei

REGISTERED OFFICE

Cumberlow Avenue
London
SE25 6AE

REGISTERED NUMBER

207371

CONTENTS

Pages 1 - 2

Directors' Report

3

Auditors' Report

4

Abbreviated Profit and Loss Account

5

Balance Sheet

6

Cash Flow Statement

7 - 13

Notes to the Abbreviated Financial Statements

BOYDEN & CO. LIMITED

DIRECTORS' REPORT

The directors submit their report with the audited financial statements of the company for the year ended 31st December 2001.

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:-

- (a) Select suitable accounting policies and then apply them consistently.
- (b) Make judgements and estimates that are reasonable and prudent.
- (c) 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 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.

REVIEW OF THE BUSINESS AND PRINCIPAL ACTIVITY

The principal activity of the company during the year was that of tile merchants and is unchanged since last year.

Both the level of business and the year-end financial position were satisfactory. The directors anticipate that the present level of activity will be sustained during the year ending 31st December 2002.

RESULTS AND DIVIDENDS

The state of the company's affairs at 31st December 2001, and the results of its operations for the year ended on that date are set out in the attached financial statements.

The directors propose the payment of a dividend of £0.75 per share (2000-£1.10) to shareholders registered as at 31st December 2001.

FUTURE DEVELOPMENTS

The company is continuing to operate in its current markets.

The company is to relocate from Cumberlow Avenue, London SE25 to Mayday Road, Croydon. It is committed to purchasing the freehold of the Croydon site for £1,300,000. It anticipates spending a further £800,000 on redeveloping and upgrading the buildings on the site. The Cumberlow Avenue site it to be sold.

FIXED ASSETS

In the opinion of the directors, the market value of the company's freehold land and buildings is materially in excess of that shown in the financial statements, but such excess cannot be readily quantified.

BOYDEN & CO. LIMITED**DIRECTORS' REPORT****(continued)****IMPACT ON INTRODUCTION OF EURO**

The directors are of the opinion that the introduction of the Euro will have no significant impact on the company.

DIRECTORS AND THEIR INTERESTS

The directors throughout the year and their beneficial interests in the issued ordinary share capital were as follows:-

	<u>Number of Shares</u>
J.M. Frei	100
M.E. Frei	460
J.E. Suter	4,115
D.J. Pezet	100
R.P. Yeocell	100

In accordance with the articles of association J.M. Frei retires by rotation and, being eligible, offers himself for re-election.

POST BALANCE SHEET EVENTS

The company is committed to purchasing freehold land and buildings for £1,300,000.

AUDITORS

Maurice Andrews have indicated their willingness to continue in office as auditors and, in accordance with the Companies Act 1985, a resolution dealing with their re-appointment will be put to the members at the next Annual General Meeting.

The directors' report was approved by the Board on 10th May 2002 and signed on its behalf by:-



J.M. FREI,
SECRETARY.

INDEPENDENT AUDITORS' REPORT
TO THE SHAREHOLDERS OF BOYDEN & CO. LIMITED
PURSUANT TO SECTION 247B
OF THE COMPANIES ACT 1985

We have examined the abbreviated financial statements on pages 4 to 13 together with the financial statements of Boyden & Co. Limited prepared under section 226 of the Companies Act 1985 for the year ended 31st December 2001.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the abbreviated financial statements in accordance with section 246A to the Companies Act 1985. It is our responsibility to form an independent opinion as to the company's entitlement to deliver abbreviated financial statements prepared in accordance with section 246A(3) of the Act to the registrar of companies and whether the financial statements to be delivered are properly prepared in accordance with that provision, and to report our opinion to you.

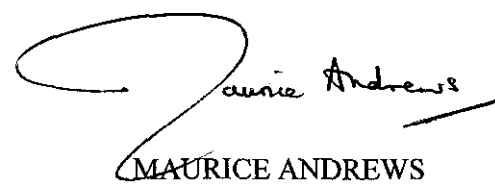
Basis of opinion

We have carried out the procedures we considered necessary to confirm, by reference to the audited financial statements, that the company is entitled to the exemptions and that the abbreviated financial statements have been properly prepared from those financial statements. The scope of our work for the purpose of this report does not include examining or dealing with events after the date of our report on the full financial statements.

Opinion

In our opinion the company is entitled to deliver abbreviated financial statements prepared in accordance with section 246A(3) of the Companies Act 1985, and the abbreviated financial statements on pages 4 to 13 have been properly prepared in accordance with that provision.

Grove House,
25 Upper Mulgrave Road,
Cheam,
Surrey, SM2 7BE.
10th May 2002


MAURICE ANDREWS
CHARTERED ACCOUNTANTS
REGISTERED AUDITORS

BOYDEN & CO. LIMITED
ABBREVIATED PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31ST DECEMBER 2001

	<u>Notes</u>	<u>2001</u> £	<u>2000</u> £
GROSS PROFIT		1,343,604	1,228,998
Administrative, distribution and selling expenses		<u>1,093,164</u>	<u>1,069,877</u>
OPERATING PROFIT	2	250,440	159,121
Other income	5	<u>58,724</u>	<u>59,100</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		309,164	218,221
Taxation	6	<u>62,692</u>	<u>43,465</u>
PROFIT FOR THE FINANCIAL YEAR		246,472	174,756
Dividends	7	<u>18,000</u>	<u>26,400</u>
RETAINED PROFIT FOR THE YEAR		228,472	148,356
Retained profits brought forward		<u>1,800,521</u>	<u>1,652,165</u>
RETAINED PROFITS CARRIED FORWARD		<u><u>2,028,993</u></u>	<u><u>1,800,521</u></u>

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current year or the previous year.

TOTAL RECOGNISED GAINS AND LOSSES


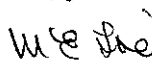
The company had no recognised gains or losses other than the profit for the current year and the previous year.

BOYDEN & CO. LIMITED**BALANCE SHEET**
31ST DECEMBER 2001

	<u>Notes</u>	<u>2001</u>		<u>2000</u>	
		£	£	£	£
FIXED ASSETS					
Tangible assets	8	208,707		229,223	
Investments	9	<u>600</u>		<u>600</u>	
			209,307		229,823
CURRENT ASSETS					
Stocks	10	326,404		347,321	
Debtors	11	485,491		438,309	
Cash at bank and in hand		<u>1,473,481</u>		<u>1,258,110</u>	
		2,285,376		2,043,740	
CREDITORS: amounts falling due within one year	12	<u>376,196</u>		<u>383,548</u>	
NET CURRENT ASSETS			<u>1,909,180</u>		<u>1,660,192</u>
NET ASSETS			<u>2,118,487</u>		<u>1,890,015</u>
CAPITAL AND RESERVES					
Called up share capital	13		24,000		24,000
Other reserves			65,494		65,494
Profit and loss account			<u>2,028,993</u>		<u>1,800,521</u>
SHAREHOLDERS' FUNDS	14		<u>2,118,487</u>		<u>1,890,015</u>

The abbreviated financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to medium sized companies (s246A(4)).

The abbreviated financial statements were approved by the Board of Directors
on 10th May 2002 and signed on its behalf by:-

 J.M. Frei)
 M.E. Frei) Directors

The notes on pages 7 to 13 form part of the abbreviated financial statements.

BOYDEN & CO. LIMITED
CASH FLOW STATEMENT
FOR THE YEAR ENDED 31ST DECEMBER 2001

	<u>Notes</u>	<u>2001</u> £	<u>2000</u> £
Net Cash Inflow from Operating Activities	15	<u>254,670</u>	<u>276,664</u>
Returns on Investments and Servicing of Finance			
Interest received		<u>58,724</u>	<u>59,100</u>
Taxation Paid			
UK Corporation tax		(<u>43,420</u>)	(<u>46,748</u>)
Capital Expenditure and Financial Investment			
Payments for tangible fixed assets		(56,730)	(73,375)
Receipts from sale of tangible fixed assets		<u>28,527</u>	<u>12,403</u>
		(<u>28,203</u>)	(<u>60,972</u>)
Equity Dividends Paid		(<u>26,400</u>)	(<u>28,800</u>)
Increase in Cash	17	<u>215,371</u>	<u>199,244</u>

BOYDEN & CO. LIMITED**NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS**
FOR THE YEAR ENDED 31ST DECEMBER 2001**1. ACCOUNTING POLICIES****Accounting basis and standards**

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

Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation - except as stated. Depreciation is calculated at the following annual rates in order to write off each asset over its estimated useful life:

Warehouse fixtures and equipment	15% - on reducing balance
Office furniture and equipment	15% - on reducing balance
Computer equipment	20% of cost
Motor vehicles	20%/25% of cost

No depreciation is provided on freehold buildings since, in the opinion of the directors, the amount would be relatively immaterial as adequate repairs are carried out each year to maintain the buildings in good order.

Investments

Investments are stated at cost.

Stocks

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

Turnover

Turnover represents the invoiced value of goods sold - excluding Value Added Tax.

Taxation

Corporation tax payable is provided on the taxable profit at current rates.

Deferred taxation

The charge for taxation takes into account taxation deferred or accelerated because of timing differences between the treatment of certain items for accounting and taxation purposes.

Provision for deferred taxation is made under the liability method only to the extent that it is probable that the liability will become payable in the foreseeable future.

BOYDEN & CO. LIMITED**NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS****FOR THE YEAR ENDED 31ST DECEMBER 2001****(continued)**

1. ACCOUNTING POLICIES (cont'd)

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rates of exchange ruling at the date of the transaction. All differences are taken to the profit and loss account.

Pension costs

The company contributes to a number of pension schemes in the United Kingdom which are all defined contribution schemes.

2. OPERATING PROFIT

The operating profit is stated after charging or crediting:

	<u>2001</u> £	<u>2000</u> £
Directors' emoluments (Note 5)	203,358	196,266
Auditors' remuneration	5,865	5,865
Depreciation of tangible fixed assets	55,662	65,104
Profit on disposal of fixed assets	(6,943)	(7,154)
	<u>203,358</u>	<u>196,266</u>

3. DIRECTORS' EMOLUMENTS

	<u>2001</u> £	<u>2000</u> £
Salaries and other emoluments	200,124	193,026
Pension scheme contributions	<u>3,234</u>	<u>3,240</u>
	<u>203,358</u>	<u>196,266</u>

4. STAFF COSTS (including directors)

	<u>2001</u> £	<u>2000</u> £
Wages and salaries	639,261	629,798
Social security costs	64,652	64,047
Other pension costs	<u>4,234</u>	<u>4,242</u>
	<u>708,147</u>	<u>698,087</u>

BOYDEN & CO. LIMITED**NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS****FOR THE YEAR ENDED 31ST DECEMBER 2001****(continued)****5. OTHER INCOME**

	<u>2001</u>	<u>2000</u>
	£	£
Bank deposit interest	58,722	59,026
Interest - late payment of accounts	<u>2</u>	<u>74</u>
	<u>58,724</u>	<u>59,100</u>

6. TAXATION

The tax charge on the profit on ordinary activities for the year was as follows:-

	<u>2001</u>	<u>2000</u>
	£	£
Corporation tax		
based on the adjusted results for the year	62,737	43,465
prior year adjustment	(45)	-
	<u>62,692</u>	<u>43,465</u>

The standard rate of tax for the year based on UK standard rates of corporation tax is 30%.

	<u>2001</u>	<u>2000</u>
	£	£
Profit on ordinary activities before tax	<u>309,164</u>	<u>218,221</u>
Standard rate 30% (2000-20%)	92,749	43,644
Factors affecting charge for the period		
Depreciation in excess of capital allowances	1,447	990
Expenses not deductible for tax purposes	(1,670)	(1,169)
Marginal rate relief	<u>(29,789)</u>	<u>-</u>
Current tax charge for year	<u>62,737</u>	<u>43,465</u>

7. DIVIDENDS

	<u>2001</u>	<u>2000</u>
	£	£
Proposed dividend of £0.75 per share (2000-£1.10)	<u>18,000</u>	<u>26,400</u>

BOYDEN & CO. LIMITED**NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS****FOR THE YEAR ENDED 31ST DECEMBER 2001****(continued)****8. TANGIBLE FIXED ASSETS**

	<u>Freehold land and buildings</u>	<u>Warehouse fixtures and equipment</u>	<u>Office furniture and equipment</u>	<u>Motor vehicles</u>	<u>TOTAL</u>
	£	£	£	£	£
Cost or valuation -					
At 1. 1.2001	67,770	34,756	144,444	349,035	596,005
Additions	-	-	-	56,730	56,730
Disposals	-	-	-	(74,772)	(74,772)
At 31.12.2001	<u>67,770</u>	<u>34,756</u>	<u>144,444</u>	<u>330,993</u>	<u>577,963</u>
Depreciation -					
At 1. 1.2001	-	30,866	127,395	208,521	366,782
Charge for year	-	584	2,616	52,462	55,662
On disposals	-	-	-	(53,188)	(53,188)
At 31.12.2001	<u>-</u>	<u>31,450</u>	<u>130,011</u>	<u>207,795</u>	<u>369,256</u>
Net book values -					
At 31.12.2001	<u>67,770</u>	<u>3,306</u>	<u>14,433</u>	<u>123,198</u>	<u>208,707</u>
At 31.12.2000	<u>67,770</u>	<u>3,890</u>	<u>17,049</u>	<u>140,514</u>	<u>229,223</u>

9. INVESTMENTS

	<u>2001</u>	<u>2000</u>
	£	£
Shares at cost -		
Associated company	<u>600</u>	<u>600</u>

Details of the company's investments are as follows:-

<u>Name of Associated Company</u>	<u>Country of registration</u>	<u>Capital and Reserves</u>	<u>Profit (Loss) for financial year</u>	<u>Group interest in ordinary shares</u>
		£	£	
ABCD Distributors Ltd.	England and Wales	34,626	1,390	14.3%

The associated company figures are as at 31st March 2001.

BOYDEN & CO. LIMITED**NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS****FOR THE YEAR ENDED 31ST DECEMBER 2001****(continued)**

10. STOCKS

	<u>2001</u>	<u>2000</u>
	£	£
Goods for resale	326,404	347,321

11. DEBTORS

	<u>2001</u>	<u>2000</u>
	£	£
Due within one year -		
Trade debtors	383,933	397,402
Other debtors	72,947	12,535
Prepayments and accrued income	<u>28,611</u>	<u>28,372</u>
	<u>485,491</u>	<u>438,309</u>

12. CREDITORS: amounts falling due within one year:

	<u>2001</u>	<u>2000</u>
	£	£
Trade creditors	171,693	198,836
Current corporation tax	62,737	43,465
Other taxes and social security costs	83,420	82,730
Other creditors and accruals	40,346	32,117
Proposed dividend	<u>18,000</u>	<u>26,400</u>
	<u>376,196</u>	<u>383,548</u>

13. SHARE CAPITAL

			<u>2001</u>	<u>2000</u>
			£	£
Authorised				
Number	Class	Nominal Value		
25,000	Ordinary	£1	<u>25,000</u>	<u>25,000</u>
Allotted and fully paid				
Number	Class	Nominal Value		
24,000	Ordinary	£1	<u>24,000</u>	<u>24,000</u>

BOYDEN & CO. LIMITED**NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS****FOR THE YEAR ENDED 31ST DECEMBER 2001****(continued)**

14. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	<u>2001</u> £	<u>2000</u> £
Shareholders' funds at beginning of year	1,890,015	1,741,659
Profit for the year	246,472	174,756
Dividend proposed	(18,000)	(26,400)
Shareholders' funds at end of year	<u>2,118,487</u>	<u>1,890,015</u>

15. RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	<u>2001</u> £	<u>2000</u> £
Operating profit	250,440	159,121
Depreciation	55,662	65,104
Profit on sale of tangible fixed assets	(6,943)	(7,154)
Decrease (Increase) in stocks	20,917	(2,843)
(Increase) Decrease in debtors	(47,182)	32,852
(Decrease) Increase in creditors	(18,224)	29,584
	<u>254,670</u>	<u>276,664</u>

16. RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET CASH FUNDS

	<u>2001</u> £	<u>2000</u> £
Increase in cash	<u>215,371</u>	<u>199,244</u>

17. ANALYSIS OF NET CASH FUNDS

	<u>1st January</u> <u>2001</u> £	<u>Cash</u> <u>Flow</u> £	<u>31st December</u> <u>2001</u> £
Cash at bank and in hand	<u>1,258,110</u>	<u>215,371</u>	<u>1,473,481</u>

BOYDEN & CO. LIMITED

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST DECEMBER 2001

(continued)

18. POST BALANCE SHEET EVENTS

The company is committed to purchasing freehold land and buildings for £1,300,000.