KAIN KNIGHT GROUP PLC ANNUAL REPORT FOR THE PERIOD ENDED 31 MARCH 2001

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DIRECTORS AND ADVISERS

Directors M.B Kain

P.C Kain G.J Knight J.W Knight K.B Thurley N.J Ventre

Secretary N.j Ventre

Company number 2567644

Registered office 55 Gower Street

London WC1E 6HQ

Registered auditors Michael Evans & Company

Highstone House 165 High Street

Barnet

Hertfordshire EN5 5SU

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DIRECTORS' REPORT FOR THE PERIOD ENDED 31 MARCH 2001

The directors present their report and financial statements for the period ended 31 March 2001.

Directors

The following directors have held office since 1 January 2000:

M.B Kain

P.C Kain

G.J Knight

J.W Knight

K.B Thurley

N.J Ventre

Principal activities and review of the business

The principal activity of the company continued to be that of Law Costs Draftsman and Consultants.

Results and dividends

The consolidated profit and loss account for the period is set out on page 5.

It is proposed that the retained profit of £97,926 is transferred to the group's reserves.

Directors' interests

The directors' interests in the shares of the company and other group companies were as stated below:

Kain Knight Group Plc

		Ordinary shares of £1 each
	31 March 2001	1 January 2000
M.B Kain	25,500	25,500
P.C Kain	4,000	4,000
G.J Knight	4,000	4,000
J.W Knight	8,500	8,500
K.B Thurley	4,000	4,000
N.J Ventre	4,000	4,000

Kain Knight Limited

reals Kinght Limited		Ordinary shares of £1 each
	31 March 2001	1 January 2000
R.L Banks	-	-
R.P Hunt	-	-
M.B Kain	-	-
P.C Kain	-	-
G.J Knight	-	-
J.W Knight	-	•
B Lovell	-	-
N Portch	•	-
J Staab	-	-
N.J Ventre	-	

DIRECTORS' REPORT (CONTINUED) FOR THE PERIOD ENDED 31 MARCH 2001

C.O.S.T. Limited		Ordinary shares of
		£1 each
	31 March 2001	1 January 2000
R.P Hunt	-	-
M.B Kain	-	-
G.J Knight	-	-
J.W Knight	-	-
S Noakes	-	-
K.B Thurley	-	-
N.J Ventre	•	, -
Kain Knight (Midlands) Limited		
	•	Ordinary shares of £1 each
	31 March 2001	1 January 2000
R.L Banks	-	
M.B Kain	-	-
J.W Knight	•	•
K.B Thurley	•	•
N.J Ventre		-
Kain Krisht (North Castons) Limited		
Kain Knight (North-Eastern) Limited		Outliness of annual of
	•	Ordinary shares of £1 each
	31 March 2001	1 January 2000
M.B Kain		
J.W Knight	_	-
N.J Ventre		
N.3 VEHUE	-	-

Creditor payment policy

Auditors

The company has by elective resolution dispensed with the obligation to appoint auditors annually in accordance with section 386(1) of the Companies Act 1985. Therefore, the auditors, Michael Evans & Company, will be deemed to be reappointed for each succeeding financial year.

DIRECTORS' REPORT (CONTINUED) FOR THE PERIOD ENDED 31 MARCH 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 group and of the profit or loss of the group 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;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group 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 the group 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

On behalf of the board

M.B Kain Director

28 January 2002

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF KAIN KNIGHT GROUP PLC

We have audited the financial statements of Kain Knight Group Pic on pages 5 to 18 for the period ended 31 March 2001. These financial statements have been prepared under the historical cost convention and the accounting policies set out herein.

Respective responsibilities of directors and auditors

As described in the statement of directors' responsibilities on page 3 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 and the group'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 and the group's affairs as at 31 March 2001 and of the group's profit for the period then ended and have been properly prepared in accordance with the Companies Act 1985.

Michael Evans & Company

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Chartered Accountants

Registered Auditor

28 January 2002

Highstone House 165 High Street

Barnet

Hertfordshire

EN5 5SU

CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED 31 MARCH 2001

		Period ended 31 March	31 December
		2001	1999
	Notes	£	£
Turnover	0	4,136,892	3,068,056
Cost of sales		(3,065,025)	(2,353,715)
Gross profit		1,071,867	714,341
Administrative expenses		(783,283)	(569,047)
Operating profit	3	288,584	145,294
Other interest receivable and similar income		433	532
Interest payable and similar charges	4	(35,993)	(25,383)
Profit on ordinary activities before taxation	3	253,024	120,443
Tax on profit on ordinary activities	5	(65,098)	(33,793)
Profit on ordinary activities after taxation		187,926	86,650
Dividends	7	(90,000)	(36,000)
Retained profit for the period	17	97,926	50,650
			

The profit and loss account has been prepared on the basis that all operations are continuing operations.

There are no recognised gains and losses other than those passing through the profit and loss account.

BALANCE SHEETS AS AT 31 MARCH 2001

		Group		Compan	у
		2001	1999	2001	1999
	Notes	£	£	£	£
Fixed assets					
Intangible assets	8	40,355	71,729	-	-
Tangible assets	9	393,269	153,926	310,260	59,962
Investments	10	-	-	64,206	64,206
		433,624	225,655	374,466	124,168
Current assets			<u> </u>		
Stocks	11	112,621	104,224	5,854	4,500
Debtors	12	940,682	814,114	351,638	343,377
Cash at bank and in hand		162,701	16,476	5,676	1,414
		1,216,004	934,814	363,168	349,291
Creditors: amounts falling due within one year	13	(893,254)	(524,587)	(684,480)	(374,198)
one you.	10		(024,001)	(004,400)	(074,100)
Net current assets		322,750	410,227	(321,312)	(24,907)
Total assets less current liabilities		756,374	635,882	53,154	99,261
Creditors: amounts falling due after					
more than one year	14	(60,053)	(37,487)	(24,300)	(6,173)
		696,321	598,395	28,854	93,088
					
Capital and reserves					
Called up share capital	16	50,000	50,000	50,000	50,000
Profit and loss account	17	646,321	548,395	(21,146)	43,088
Shareholders' funds - equity interests	18	696,321	598,395	28,854	93,088

The financial statements were approved by the board on 28 January 2002

M.B Kain

Director

N.J Ventre **Director**

CONSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD ENDED 31 MARCH 2001

		Period ended 31 March 2001 £		31 December 1999 £
Net cash inflow from operating activities		393,523		12,110
Returns on investments and servicing of finance				
Interest received	433		532	
Interest paid	(22,073)		(11,240)	•
Bank loan interest element	-		(3,256)	
Finance lease interest element	(13,920)		(10,887)	
Net cash outflow for returns on investments and servicing of finance		(35,560)		(24,851)
Taxation		(33,793)		(102,607)
Capital expenditure				
Tangible assets	(327,247)		(72,567)	
Receipts from sale of tangible assets	19,600		41,426	
Net cash inflow/(outflow) before management of liquid resources and financing		(307,647)		(31,141)
Equity dividends paid		<u>(90,000)</u> (73,477)		(36,000) (182,489)
Financing				
Inception of bank loan	160,000		•	
Inception of finance leases	92,608		33,870	
Capital element of bank loan repayments	(6,694)		(8,324)	
Capital element of finance lease repayments	(56,565)		(34,503)	
Loan notes repaid	·	189,349		(8,957)
Increase/(decrease) in cash in the period		115,872		(191,446)

NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD ENDED 31 MARCH 2001

1	Reconciliation of operating profit to net cash inflow from operating activities			2001	1999
				£	£
	Operating profit			288,584	145,294
	Depreciation of tangible assets			71,782	51,899
	Amortisation of intangible assets			10,575	11,927
	Profit/(loss) on disposal of tangible assets			(3,477)	2,649
	(Increase)/decrease in stocks			(8,397)	22,002
	(increase)/decrease in debtors			(126,414)	(222,222)
	Increase/(decrease) in creditors within one year			160,870	561
	Net cash inflow from operating activities			393,523	12,110
•	And the first service			,	
2	Anaylsis of net debt	1 January 2000	Cash flow	Other non- cash changes	31 March 2001
	Net cash: Cash at bank and in hand	46.470	442.005		100 =0 /
	Bank overdrafts	16,476 (50,126)	146,225 (30,353)	-	162,701 (80,479)
	Debt:	(33,650)	115,872		82,222
	Finance leases	(68,836)	(35,749)	-	(104,585)
	Debts falling due within one year	(34,056)	(144,482)	-	(178,538)
		(102,892)	(180,231)		(283,123)
	Net debt	(136,542)	(64,359)		(200,901)
3	Reconciliation of net cash flow to movement in	net debt		2001	1999
•	Treatment of the again from to movement in	Thet debt		£	£
	increase/(decrease) in cash in the period			115,872	(191,446)
	Cash (inflow)/outflow from (increase)/decrease in	deht		(180,231)	8,957
	Movement in net debt in the period				(182,489)
	Opening net (debt)/funds			(64,359)	, ,
				(136,542)	45,947
	Closing net debt			(200,901)	(136,542)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2001

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention.

1.2 Basis of consolidation

The consolidated profit and loss account and balance sheet include the financial statements of the company and its subsidiary undertakings made up to 31 March 2001. The results of subsidiaries sold or acquired are included in the profit and loss account up to, or from the date control passes. Intra-group sales and profits are eliminated fully on consolidation.

1.3 Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts.

Profit is recognised on long-term contracts, if the final outcome can be assessed with reasonable certainty, by including in the profit and loss account turnover and related costs as contract activity progresses. Turnover is calculated as that proportion of total contract value which costs to date bear to total expected costs for that contract.

1.4 Goodwill

Acquired goodwill is written off in equal annual instalments over its estimated useful economic life.

1.5 Tangible fixed assets and depreciation

Tangible fixed assets other than freehold land are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Fixtures, fittings & equipment

20% On a reducing balance method and 33 1/3% straight

line method

Motor vehicles

25% On a reducing balance method

1.6 Leasing

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible assets and depreciated over the shorter of the lease term and their useful lives. 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.

1.7 investments

Fixed asset investments are stated at cost less provision for diminution in value.

1.8 Stock

Work in progress is valued at the lower of cost and net realisable value.

1.9 Long term contracts

Amounts recoverable on long term contracts, which are included in debtors, are stated at the net sales value of the work done after provision for contingencies and anticipated future losses on contracts, less amounts received as progress payments on account. Excess progress payments are included in creditors as payments on account.

1.10 Pensions

The Pension costs charged in the financial statements represents the contributions payable by the company during the year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 31 MARCH 2001

1 Accounting policies

(continued)

1.11 Foreign currency translation

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

2 Turnover

The total turnover of the group for the period has been derived from its principal activity wholly undertaken in the United Kingdom.

3	Operating profit	2001 £	1999 £
	Operating profit is stated after charging:		
	Depreciation of intangible assets	10,575	11,927
	Depreciation of tangible assets	71,782	51,899
	Remuneration of auditors for non-audit work	8,500	8,500
4	Interest payable	2001	1999
		£	£
	On bank loans and overdrafts	-	28
	On other loans wholly repayable within 5 years	8,336	3,256
	Lease finance charges	13,920	10,887
	On amounts payable to factors	13,737	11,212
		35,993	25,383
			
5	Taxation	_	
		£	£
	Domestic current year taxation		
	U.K. corporation tax	65,098	33,798
	Adjustment for prior years		(5)
		65,098	33,793
			

6 Profit for the financial period

As permitted by section 230 of the Companies Act 1985, the holding company's profit and loss account has not been included in these financial statements. The profit for the financial period is made up as follows:

tollows.	2001 £	1999 £
Holding company's profit for the financial period	25,766	26,915

7	Dividends	2001 £	1999 £
	Ordinary interim paid	90,000	36,000
8	Intangible fixed assets Group		
			Goodwill £
	Cost		
	At 1 January 2000 & at 31 March 2001		127,139
	Amortisation		
	At 1 January 2000		76,209
	Charge for period		10,575
	At 31 March 2001		86,784
	Net book value	·	
	At 31 March 2001		40,355
	At 31 December 1999		71,729

9	Tangible fixed assets Group				
	O. Oup	Land and buildings Freehold	Fixtures, fittings & equipment	Motor vehicles	Total
		£	£	£	£
	Cost				
	At 1 January 2000	43,000	237,238	70,370	350,608
	Additions	209,846	42,455	74,946	327,247
	Disposals	-	(4,500)	(36,814)	(41,314)
	At 31 March 2001	252,846	275,193	108,502	636,541
	Depreciation				
	At 1 January 2000	· -	163,499	33,182	196,681
	On disposals		(3,613)	(21,578)	(25,191)
	Charge for the period	-	52,686	19,096	71,782
	At 31 March 2001		212,572	30,700	243,272
	Net book value	- 	- 		
	At 31 March 2001	252,846 ————	62,621	77,802	393,269
	At 31 December 1999	43,000	73,739	37,187	153,926
	Included above are assets held under finance l	eases or hire purc	hase contracts	as follows:	
			Fixtures, fittings & equipment	Motor vehicles	Total
			£	£	£
	Net book values				
	At 31 March 2001		37,201	71,144	108,345
	At 31 December 1999		45,172	32,081	77,253
	Depreciation charge for the period				
	31 March 2001		27,435	15,813	43,248
	31 December 1999		20,349	7,949	28,298

9	Tangible fixed assets			(0	continued)
9	Tangible fixed assets (continued) Company				
	·	Land and buildings Freehold	Fixtures, fittings & equipment	Motor vehicles	Total
		£	£	£	£
	Cost				
	At 1 January 2000	43,000	22,554	12,850	78,404
	Additions	209,846	11,601	53,201	274,648
	Disposals	-	(2,850)	(3,899)	(6,749)
	At 31 March 2001	252,846	31,305	62,152	346,303
	Depreciation				
	At 1 January 2000		9,951	8,491	18,442
	On disposals	-	(2,297)	(243)	(2,540)
-	Charge for the period	-	11,423	8,718	20,141
	At 31 March 2001	•	19,077	16,966	36,043
	Net book value				
	At 31 March 2001	252,846	12,228	45,186	310,260
	At 31 December 1999	43,000	12,603	4,359	59,962
	Included above are assets held under finance leases	s or hire purc	hase contracts	as follows:	
			Fixtures, fittings & equipment	Motor vehicles	Total
			£	£	£
	Net book values				
	At 31 March 2001		2,536	38,528	41,064
	At 31 December 1999		10,731	4,359	15,090
	Depreciation charge for the period				
	31 March 2001		7,642	5,667	13,309
	31 December 1999		6,082	1,448	7,530

10	Fixed asset investments Company				
				inve	Listed estments £
	Cost				_
	At 1 January 2000 & at 31 March 2001				64,206
	At 31 December 1999				64,206
					-
11	Stocks				
		Group		Company	
		2001	1999	2001	1999
		£	£	£	£
	Long term contract balances:			•	
	- Net cost less foreseeable losses	112,621	104,224	5,854	4,500
			======		
		•			
12	Debtors				
		Group	4000	Сотралу 2001	
		2001 £	1999 £	2001 £	1999 £
		L	T.	L	T.
	Trade debtors	839,687	782,059	61,111	-
	Amounts owed by group undertakings	-	-	213,889	338,613
	Other debtors.	48,340	9,033	48,186	359
	Prepayments and accrued income	52,655	23,022	28,452	4,405
		940,682	814,114	351,638	343,377

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 31 MARCH 2001

Creditors : amounts falling due within one	year				
•	Group	Group		Company	
	2001	1999	2001	1999	
	£	£	£	£	
Bank loans and overdrafts	259,017	84,182	219,895	50,445	
Net obligations under finance lease and hire					
purchase contracts	44,532	31,349	14,115	8,797	
Trade creditors	99,939	107,456	57,601	18,964	
Amounts owed to group undertakings	-	-	268,743	234,872	
Corporation tax	73,543	42,189	13,712	11,554	
Taxes and social security costs	183,250	189,341	17,349	22,004	
Directors current accounts	45,520	14,562	45,520	14,562	
Other creditors	65,306	34,349	-	-	
Accruals and deferred income	122,147	21,159	47,545	13,000	
	 ,				

The bank overdraft and bank loans are secured by an unsheduled mortgage debenture. An unlimited cross composite guarantee given by the parent undertaking and all subsidary undertakings in the group. A second legal mortage over feehold owend by Mr M.B Kain and J.W Knight limited to £160,000. Afirst legal mortage given by the parent undertaking over the life policy on Mr M.B Kain. The Loan notes are unsecured and interest on the loan notes has been waived indefinitely by the loan note holders.

893,254

524,587

684,480

374,198

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 31 MARCH 2001

14	Creditors : amounts falling due after more that	an one year				
	-	-	Group		Company	
		2001	1999	2001	1999	
		£	£	£	£	
	Net obligations under finance leases and hire					
	purchase agreements	60,053	37,487	24,300	6,173	
						
	Net obligations under finance leases and hire purchase contracts				•	
	Repayable within one year	44,663	62,698	14,115	8,797	
	Repayable between one and five years	59,921	74,974	24,300	6,173	
		104,584	137,672	38,415	14,970	
	Included in liabilities falling due within one year	(44,532)	(31,349)	(14,115)	(8,797)	
•		60,052	106,323	24,300	6,173	

15 Pension costs

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administrared fund. The pension cost charge represents contributions payable by the company to fund and amounted to £125,296 (1999 £108,068).

16	Share capital	2001 £	1999 £
	Authorised 50,000 Ordinary Share of C.1 analy	50,000	50 000
	50,000 Ordinary Share of £ 1 each	50,000	50,000
	Allotted, called up and fully paid		
	50,000 Ordinary Share of £ 1 each	50,000	50,000

	Statement of movements on profit and loss account Group		
			Profit and s account £
	Balance at 1 January 2000		548,395
	Retained profit for the period		97,926
	Balance at 31 March 2001		646,321
	Company		
		los	Profit and ss account
*	Balance at 1 January 2000		43,088
	Retained loss for the period	•	(64,234)
	Balance at 31 March 2001		(21,146)
18	Reconciliation of movements in shareholders' funds Group	2001 £	1999 £
	Profit for the financial period Dividends	187,926 (90,000)	86,650 (36,000)
	Net addition to shareholders' funds	97,926	50,650
	Opening shareholders' funds	598,395	547,745
	Closing shareholders' funds	696,321	598,395
	Company	. 2001 £	1999 £
			22.245
	Profit for the financial period Dividends	25,766 (90,000)	26,915 (36,000)
	Net depletion in shareholders' funds	(64,234)	(9,085)
÷	Opening shareholders' funds	93,088	102,173
	Closing shareholders' funds	28,854	93,088

Employees		
Number of employees The average monthly number of employees (including directors) during the period was:		
	2001	1999
	Number	Number
Administration	29	27
Draftsman	37	34
Directors	28	. 6
	94	67
		
Employment costs		
	£	£
Wages and salaries	2,633,728	2,052,637
Social security costs	265,337	73,513
Other pension costs	125,296	108,068
	3,024,361	2,234,218