Directors' report and financial statements

for the year ended 30 September 2003

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Company information

Directors P R Barrow

S J Barrow

P J Barrow

Secretary S J Barrow

Company number 03904065

Registered office 8 Fairfax Mansions

Finchley Road Swiss Cottage London

NW3 6JY

Auditors Brackman Chopra LLP

8 Fairfax Mansions

Finchley road London

NW3 6JY

Bankers National Westminster Bank Plc

10 St Peter's Street

St Albans Herts AL1 3LY

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Directors' report for the year ended 30 September 2003

The directors present their report and the financial statements for the year ended 30 September 2003.

Principal activity and review of the business

The principal activity of the company is that of a holding company.

Results and dividends

The results for the year are set out on page 3.

The directors do not recommend payment of a final dividend.

Directors and their interests

The directors who served during the year and their interests in the company are as stated below:

	Ord	Ordinary shares	
	30/09/03	01/10/02	
P R Barrow	675	675	
S J Barrow	675	675	
P J Barrow	150	150	

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 the affairs of the company and of the profit or loss of the company for that year. In preparing these the directors are required to:

- select suitable accounting policies and 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.

Auditors

In accordance with Section 385 of the Companies Act 1985, a resolution proposing that Brackman Chopra LLP be reappointed as auditors of the company will be put to the Annual General Meeting.

The directors recommend that Brackman Chopra LLP remain in office until further notice.

This report was approved by the Board onand signed on its behalf by

Secretary

Independent auditors' report to the shareholders of Barco Holdings Limited

We have audited the financial statements of Barco Holdings Limited for the year ended 30 September 2003 which comprise the profit and loss account, the balance sheet and the related notes. These financial statements have been prepared under the historical cost convention and the accounting policies set out therein.

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 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 30 September 2003 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Brackman Chopra LLP

Chartered Accountants and Registered Auditor

8 Fairfax Mansions Finchley road London NW3 6JY

Profit and loss account for the year ended 30 September 2003

	Continuing operations	
	2003	2002
Notes	£	£
Administrative expenses	(353)	(297)
(Loss)/profit on ordinary activities before taxation	(353)	(297)
Tax on loss on ordinary activities	-	-
(Loss)/profit on ordinary activities after taxation	(353)	(297)
Accumulated loss brought forward	(1,006)	(709)
Accumulated loss carried forward	(1,359)	(1,006)

There are no recognised gains or losses other than the profit or loss for the above two financial years.

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

Balance sheet as at 30 September 2003

		2003	3	2002	}
	Notes	£	£	£	£
Fixed assets					
Investments	3		1,500		1,500
Current assets					
Cash at bank and in hand		83		436	
		83		436	
Creditors: amounts falling					
due within one year	4	(1,442)		(1,442)	
Net current liabilities			(1,359)	•	(1,006)
Net assets			141		494
Capital and reserves					
Called up share capital	5		1,500		1,500
Profit and loss account			(1,359)		(1,006)
Equity shareholders' funds	6		141		494

The financial statements were approved by the Board on DECEMBERCS and signed on its behalf by

P R Barrow

Director

Notes to the financial statements for the year ended 30 September 2003

1. Accounting policies

1.1. Accounting convention

The financial statements are prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective June 2002).

1.2. Investments

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

1.3. Deferred taxation

Deferred tax is provided in full on timming diferrences which result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timming diferences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those which they are included in accounts.

1.4. Group accounts

The company is entitled to the exemption under Section 248 of the Companies Act 1985 from the obligation to prepare group accounts.

2.	Operating (loss)/profit	2003	2002
		£	£
	Operating loss is stated after charging:		
	Auditors' remuneration	338	250

3.	Fixed asset investments	Subsidiary undertakings shares £	Total £	
	Cost			
	At 1 October 2002			
	At 30 September 2003	1,500	1,500	
	Net book values			
	At 30 September 2003	1,500	1,500	
	At 30 September 2002	1,500	1,500	

Notes to the financial statements for the year ended 30 September 2003

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3.1. Holdings of 20% or more

The company holds 20% or more of the share capital of the following companies:

Company	Country of registration or incorporation	Shares held class	Proportion of shares held
Subsidiary undertaking			
Plumbmaster Supplies Limited	England & Wales	Ordinary	100%
Barco Wholesale Limited	England & Wales	Ordinary	100%

The aggregate amount of capital and reserves and the results of these undertakings for the last relevant financial year were as follows:

	Plumbmaster Supplies Limited Barco Wholesale Limited	Capital and reserves £ (642) 1,000,184		for the year £ 364 941)
4.	Creditors: amounts falling due within one year		2003 £	2002 £
	Amounts owed to group undertaking Accruals and deferred income		1,192 250	1,192 250
			1,442	1,442
5.	Share capital		2003 £	2002 £
	Authorised equity			
	1,000,000.00 Ordinary shares of 1.00 each		1,000,000	1,000,000
	Allotted, called up and fully paid equity			
	1,500 Ordinary shares of 1 each		1,500	1,500

Notes to the financial statements for the year ended 30 September 2003

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6.	Reconciliation of movements in shareholders' funds	2003 £	2002 £
	(Loss)/profit for the year Opening shareholders' funds	(353) 494	(297) 791
	Closing shareholders' funds	141	494

7. Controlling interest

Peter and Sandra Barrow, directors, together with members of their close family, control the company by virtue of a controlling interest (directly or indirectly) of 100% of the issued share capital.

	Opening balance	Cash flows	Closing balance
	£	£	£
Cash at bank and in hand	436	(353)	83
Net funds	436	(353)	83