FINANCIAL STATEMENTS

for the year ended 25 March 2006

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COMPANIES HOUSE

DCM Optical Clinic PLC OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

D Moulsdale J Stewart

SECRETARY

G Murdoch

REGISTERED OFFICE

12 York Place Leeds LS1 2DS

AUDITORS

Baker Tilly Chartered Accountants Breckenridge House 274 Sauchiehall Street Glasgow G2 3EH

DIRECTORS' REPORT

The directors submit their report and financial statements of DCM Optical Clinic PLC for the year ended 25 March 2006

PRINCIPAL ACTIVITIES

The principal activity of the company during the period was that of opticians

REVIEW OF THE BUSINESS

The directors are satisfied with the results for the year

FUTURE DEVELOPMENTS

The Company will continue to increase its turnover and profitability through organic growth

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 directors have not recommended a dividend

THE DIRECTORS AND THEIR INTERESTS IN THE SHARES OF THE PARENT COMPANY

The directors who served the company during the year were as follows

D Moulsdale

J Stewart

The company is a subsidiary of DCM (Optical Holdings) Limited. The interests of the group directors are disclosed in the financial statements of the parent company

POLICY ON THE PAYMENT OF CREDITORS

The Company's policy regarding the payment of suppliers is either to agree terms of payment in the course of business with each supplier or to make suppliers aware of the payment terms, and in either case pay in accordance with the agreed terms

During the year to 25th March 2006 the company took an average of 31 days to settle its bills with suppliers

DISABLED EMPLOYEES

The policies and training programmes operated by the company have been developed to attract and retain the best people on the basis of their skills and abilities. This ensures that the company offers people with disability the same opportunities for training and career progression as other employees.

EMPLOYEE INVOLVEMENT

The company operates employment policies designed to ensure that the company is able to attract and retain the highest calibre of employees from all sections of the community

The company values diversity in the workplace and is committed to providing the equality of opportunity to all employees and potential employees. It actively encourages training and skills development throughout the company

AUDITORS

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

DCM Optical Clinic PLC DIRECTORS' REPORT

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

The directors who were in office on the date of approval of these financial statements have confirmed that, as far as they are aware, there is no relevant information of which the auditors are unaware. The directors have confirmed that they have taken all steps that they ought to take as directors to make themselves aware of any relevant audit information and to establish it has been communicated to the auditors

By order of the board

Come Mudan

G Murdoch

Company Secretary

27/3/07

DIRECTORS' RESPONSIBILITIES IN THE PREPARATION OF FINANCIAL STATEMENTS

The directors are responsible for preparing the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice

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 to enable them to ensure that the financial statements comply with the requirements of 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DCM OPTICAL CLINIC PLC

We have audited the financial statements on pages 6 to 17

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland)

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 whether, in our opinion, the information given in the Directors' Report is consistent with the financial statements.

In addition, we report to you if, in our opinion, 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 other transactions 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 opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 25 March 2006 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985, and

the information given in the Directors' Report is consistent with the financial statements

BAKER TILLY Registered Auditor Chartered Accountants Breckenridge House 274 Sauchiehall Street Glasgow G2 3EH

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DCM Optical Clinic PLC PROFIT AND LOSS ACCOUNT

for the year ended 25 March 2006

		2006	2005
	Notes	£	(restated) £
TURNOVER	1	20,698,099	22,291,092
Cost of sales		5,791,512	6,129,654
Gross profit		14,906,587	16,161,438
Administrative expenses Other operating income	2	13,753,675 (129,206)	14,606,923 (114,699)
OPERATING PROFIT	3	1,282,118	1,669,214
Provision for cost of restructuring the company		_	352,845
		1,282,118	1,316,369
Interest receivable		4,293	679
		1,286,411	1,317,048
Interest payable and similar charges	5	482,121	418,088
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		804,290	898,960
Taxation	6	69,582	195,653
PROFIT FOR THE FINANCIAL YEAR		734,708	703,307

The operating profit for the year arises from the company's continuing operations

DCM Optical Clinic PLC STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

for the year ended 25 March 2006

	2006	2005 (restated)
	£	£
Profit for the financial year	734,708	703,307
Total recognised gains and losses relating to the year Prior year adjustment (see note 7)	734,708 276,256	703,307
Total recognised gains and losses since the last financial statements	1,010,964	703,307

DCM Optical Clinic PLC BALANCE SHEET

25 March 2006

			
		2006	2005 (restated)
	Notes	£	£
FIXED ASSETS			
Intangible assets	8	(671,406)	(1,967,834)
Tangible assets	9	13,156,396	13,325,302
		12,484,990	11,357,468
CURRENT ASSETS			
Stocks	10	1,174,908	1,141,010
Debtors	11	4,674,323	5,001,040
Cash at bank and in hand		308,016	4,011,366
		6,157,247	10,153,416
CREDITORS Amounts falling due within one year	12	16,893,832	20,716,304
·	•-		
NET CURRENT LIABILITIES		(10,736,585)	(10,562,888)
TOTAL ASSETS LESS CURRENT LIABILITIES		1,748,405	794,580
CREDITORS			
Amounts falling due after more than one year	13	63,315	15,007
		1,685,090	779,573
PROVISIONS FOR LIABILITIES			
Deferred taxation	15	283,060	112,251
		1,402,030	667,322
			
CAPITAL AND RESERVES	18	50,000	50,000
Called up equity share capital Profit and loss account	18	1,352,030	617,322
From and loss account	19		
SHAREHOLDERS' FUNDS	20	1,402,030	667,322

The financial statements on pages 6 to 17 were approved by the board of directors and authorised for issue on 27/2/27 and are signed on their behalf by

D Moulsdale

Director

ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The financial statements have been prepared under the historical cost convention on a going concern basis which is reliant on the continuing support of the other group companies and the groups bankers. In October 2006 the group received additional funding of £8 million from its bankers and £7 million from its shareholders

CASH FLOW STATEMENT

The directors have taken advantage of the exemption in Financial Reporting Standard No 1 (revised) from including a cashflow statement in the financial statements on the grounds that more than 90% of the voting rights are controlled within the group 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

GOODWILL

Where the fair value of separable net assets exceeds the fair value of the consideration for an aquired business the difference is treated as negative goodwill and is capitalised and amortised through the profit and loss account in which the non monetary assets are recovered. In the case of fixed assets this is the period over which they are depreciated and in the case of current assets, the period over which they are sold or otherwise revalued.

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

Negative Goodwill

over the period in which its non-monetary assets are recovered

FIXED ASSETS

All fixed assets are initially recorded at cost

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

Equipment

10% & 15% reducing balance

Fixtures & Fittings

15% & 25% reducing balance

Motor Vehicles

- 20% reducing balance

Leasehold Properties

Over the term of the lease

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

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.

DCM Optical Clinic PLC ACCOUNTING POLICIES

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

Rentals receivable under operating leases are included in turnover on an accruals basis

PENSION COSTS

The company operates a defined contribution pension scheme for employees. The assets of the scheme are held separately from those of the company. The annual contributions payable are charged to the profit and loss account.

DEFERRED TAXATION

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantially enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis

FINANCIAL INSTRUMENTS

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

for the year ended 25 March 2006

	THENOVED		
1	TURNOVER		
	The turnover and profit before tax are attributable to the one principal act	ivity of the compan	у
	An analysis of turnover is given below		
		2006	2005
		£	£
	United Kingdom	20,698,099	22,291,092
2	OTHER OPERATING INCOME		
-			
		2006 £	2005 £
	Rent receivable	114,639	114,699
	Other operating income	14,567	´ -
		129,206	114,699
3	OPERATING PROFIT		
	Operating profit is stated after charging		
		2006	2005
			(restated)
		£	£
	Amortisation	(1,296,428)	(1,515,897)
	Depreciation of owned fixed assets	1,894,054	1,766,035
	Depreciation of assets held under hire purchase agreements	11,588	40,072
	Loss on disposal of fixed assets	5,753	2,804
	Auditor's remuneration	16,711	10,964
	- as auditor	10,711	10,504
	Operating lease costs Plant and equipment	320,397	30,151
	Land and buildings	2,752,009	3,362,309
4	PARTICULARS OF EMPLOYEES		
	The average number of staff employed by the company during the finance	al year amounted to	0
		2006	2005
		No	No
	Production staff	3	6
	Office and management	11	12

404	408
	_
2006	2005
£	£
,048,874	5,713,801
560,434	566,778
16,175	11,657
,625,483	6,292,236
	5,048,874 560,434

for the year ended 25 March 2006

5	INTEREST PAYABLE AND SIMILAR CHARGES		
		2006	2005
		£	£
	Interest payable on bank borrowing	192,335 107,826	173,460 189,110
	Finance charges Other similar charges payable	51,618	55,518
	Interest and late payment charges on overdue tax	130,342	_
		482,121	418,088
6	TAXATION ON ORDINARY ACTIVITIES		
	(a) Analysis of charge in the year		
		2006	2005
		£	£
	Current tax		
	UK Corporation tax based on the results for the year at 30% (2005 -		
	30%)	-	101,227
	Over/under provision in prior year	(101,227)	
	Total current tax	(101,227)	101,227
	Deferred tax		
	Origination and reversal of timing differences	170,809	94,426
	Tax on profit on ordinary activities	69,582	195,653
	(b) Factors affecting current tax charge		
	The tax assessed on the profit on ordinary activities for the year is lower corporation tax in the UK of 30% (2005 - 30%)	than the star	ndard rate of
		2006	2005 (restated)
		£	£
	Profit on ordinary activities before taxation	804,290	898,960
	Profit/(loss) on ordinary activities by rate of tax	241,287	214,436
	Expenses not deductable for tax purposes	101,209	29,336
	Capital allowances in excess of depreciation	(56,189)	(52,431)
	Other timing differences	(11,581)	616
	Group relief	(249,271) (25,455)	(65,275) (25,455)
	Utilisation of tax losses Adjustments to tax charge in respect of previous periods	(101,227)	(23,433)
	Total current tax (note 6(a))	(101,227)	101,227
			

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 25 March 2006

7 PRIOR YEAR ADJUSTMENT

During the year the Group identified an accounting error under FRS10 in relation to an intangible fixed asset which resulted in a customer database and negative goodwill being derecognised in the accounts. The customer database and negative goodwill amounted to £7,150,000 each and they have been derecognised in intangible assets. The depreciation on the customer database has also been derecognised which has resulted in a credit to the 2005 profit and loss account of £357,504 for depreciation previously charged and also a credit to reserves of £536,256 in respect of earlier years

Following additional finance being made available to the Group in an earlier period, a financing fee was also identified as not having been accounted for £1 3million has been accrued at 25 March 2006, and was paid post year-end. The fee has been spread over the term of the finance arranged which has resulted in a charge to the 2005 profit and loss account of £173,330 and a charge of £260,000 to reserves in respect of earlier years. After an appropriate charge in 2006, the balance of the fee has been set off against corresponding borrowings.

The effect of these changes is as follows

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	Profit and loss account - accounting for intangible fixed asset - financing fee			2005 £ 357,504 (173,330)
	Increase in profit for the financial year			184,174
	Balance sheet - accounting for intangible fixed asset - financing fee Increase in net assets			2005 £ 893,760 (433,330) 460,430
3	INTANGIBLE FIXED ASSETS			
		Customer Database £	Negative Goodwill £	Total £

	Customer	Negative Goodwill	Total
	Database £	Goodwiii £	£
Cost At 27 March 2005 Prior year adjustment (see note 7)	7,150,000 (7,150,000)	(12,406,791) 7,150,000	(5,256,791)
At 25 March 2006		(5,256,791)	(5,256,791)
Amortisation At 27 March 2005 Prior year adjustment (see note 7) Charge for the year At 25 March 2006	893,760 (893,760) ————————————————————————————————————	(3,288,957) - - (1,296,428) - - (4,585,385)	(2,395,197) (893,760) (1,296,428) (4,585,385)
Net book value At 25 March 2006		(671,406)	(671,406)
At 26 March 2005	6,256,240	(9,117,834)	(2,861,594)

for the year ended 25 March 2006

TANGIBLE FIXED ASSETS 9

	Equipment £	Fixtures & Fittings	Motor Vehicles £	Leasehold Property £	Total £
Cost		~	~	~	_
At 1 April 2005	5,525,549	11,458,107	12,000	119,790	17,115,446
Additions	249,979	1,487,551	_	8,695	1,746,225
Disposals	(8,922)	-	_	_	(8,922)
Transfers	_	(3,380)	_	_	(3,380)
At 31 March 2006	5,766,606	12,942,278	12,000	128,485	18,849,369
Depreciation					
At 1 April 2005	728,717	3,039,303	4,576	17,548	3,790,144
Charge for the year	477,814	1,414,064	1,485	12,279	1,905,642
On disposals	(219)	(2,594)	_		(2,813)
At 31 March 2006	1,206,312	4,450,773	6,061	29,827	5,692,973
Net book value					
At 31 March 2006	4,560,294	8,491,505	5,939	98,658	13,156,396
At 31 March 2005	4,796,832	8,418,804	7,424	102,242	13,325,302

Hire purchase agreements

Included within the net book value of £13,156,396 is £192,509 (2005 - £353,260) relating to assets held under hire purchase agreements. The depreciation charged to the financial statements in the year in respect of such assets amounted to £11,588 (2005 - £40,072)

STOCKS

		2006	2005
	Stock	£ 1,174,908	£ 1,141,010
11	DEBTORS		
		2006	2005
		£	£
	Trade debtors	1,780,539	2,247,230
	Amounts owed by group undertakings	637,141	695,771
	Other debtors	351,080	286,240
	Prepayments and accrued income	1,905,563	1,771,799
		4,674,323	5,001,040

for the year ended 25 March 2006

12	CREDITORS Amounts falling due within one year		
		2006	2005
		_	(restated)
		£	£
	Bank loans and overdrafts	3,842,446	1 574 110
	Trade creditors	1,482,500	1,574,119 15,070,556
	Amounts owed to group undertakings	7,652,004	101,227
	Corporation tax Other taxation and social security	2,440,394	
	Hire purchase agreements	48,197	66,732
	Other creditors	455,951	1,602,529
	Accruals and deferred income	972,340	743,443
		16,893,832	20,716,304
	The bank holds a bond, floating charge and debenture over the assets of ea	ch group company	
13	CREDITORS Amounts falling due after more than one year		
		2006	2005
		£	£
	Hire purchase agreements	63,315	15,007
14	COMMITMENTS UNDER HIRE PURCHASE AGREEMENTS		
	Future commitments under hire purchase agreements are as follows		
		2006	2005
		£	£
	Amounts payable within 1 year	53,851	72,597
	Amounts payable between 1 and 2 years	37,357	16,493
	Amounts payable between 3 and 5 years	33,947	-
		125,155	89,090
	Less interest and finance charges relating to future periods	(13,643)	(7,351)
	Loss interest and intuited diangles retaining to retail periods	<u>` </u>	
		111,512	81,739
	Hire purchase agreements are analysed as follows		
	Current obligations	48,197	66,732
	Non-current obligations	63,315	15,007
		111,512	81,739

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 25 March 2006

15 DEFERRED TAXATION

The movement in the deferred taxation provision during the year was

	2006	2005
	£	£
Provision brought forward	112,251	17,825
Profit and loss account movement arising during the year	170,809	94,426
Provision carried forward	283,060	112,251

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

	2006	2005
	£	£
Excess of taxation allowances over depreciation on fixed assets Other timing differences	283,630	95,844
	(570)	16,407
	283,060	112,251
	-	

16 COMMITMENTS UNDER OPERATING LEASES

At 31 March 2006 the company had annual commitments under non-cancellable operating leases as set out below

2006		2005	
Land and		Land and	
buildings	Other	buildings	Other
£	£	£	£
683,581	640,400	640,000	640,400
3,342,500	-	3,449,330	•
4,026,081	640,400	4,089,330	640,400
	Land and buildings £ 683,581 3,342,500	Land and buildings Other £ £ 683,581 640,400 3,342,500 -	Land and buildings £ £ £ 683,581 3,342,500 Land and buildings £ £ 640,400 3,449,330

17 RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption granted by paragraph 3c of the Financial Reporting Standard 8 not to disclose transactions with other group companies

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 25 March 2006

18	SHARE CAPITAL		
		2006 £	2005 £
	Authorised 50,000 Ordinary shares of £1 each	50,000	50,000
		2006 £	2005 £
	Allotted, called up and fully paid 50,000 Ordinary shares of £1 each	50,000	50,000
	Equity shares 50,000 Ordinary shares of £1 each	50,000	50,000
19	PROFIT AND LOSS ACCOUNT		
		2006	2005 (restated)
		£	£
	Balance brought forward as previously reported Prior year adjustment (note 7)	617,322	(362,241) 276,256
	Balance brought forward restated Retained profit for the financial year	617,322 734,708	(85,985) 703,307
	At 25 March 2006	1,352,030	617,322
20	RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS		
		2006	2005 (restated)
		£	£
	Profit for the financial year	734,708	703,307
	Opening shareholders' funds/(deficit)	667,322	(312,241)
	Prior year adjustment (see note 7)	_	276,256
	Closing shareholders' funds	1,402,030	667,322

21 GUARANTEES AND OTHER FINANCIAL COMMITMENTS

The bank holds an unlimited inter company cross guarantee between the company and the other group companies

At the 25 March 2006 the groups loans and overdrafts totalled £10,671,355 (2005 £14,252,157), excluding those of the company

22 ULTIMATE PARENT COMPANY

The company's ultimate parent undertaking is DCM (Optical 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