

ELECO BUILDING PRODUCTS LIMITED

Registered Number: 02734227

FINANCIAL STATEMENTS - REVISED

for the year ended 30 JUNE 2004

I N D E X

1	Directors' Report
2	Statement of Directors' responsibilities
3	Report of the independent auditors
4	Profit and loss account
5	Balance sheet
6 - 8	Notes to the accounts



ELECO BUILDING PRODUCTS LIMITED**DIRECTORS' REPORT**

The Directors submit their report and accounts for the year ended 30 June 2004.

RESULTS AND DIVIDEND

The profit for the financial year was £521,374 and during the year an interim dividend of £521,027 was paid. The Directors recommend a final dividend of £347, leaving nil retained profit for the year.

REVIEW OF THE BUSINESS

The company's principal activity during the year was an investment and holding company.

DIRECTORS AND THEIR INTERESTS

The Directors, who served in the year, had the following interests in the ordinary share capital of the holding Company, Eleco plc:

	Ordinary Shares of 10p each		Options over Ordinary Shares of 10p each			
	At 30.6.2004	At 1.7.2003	At 30.6.2004	Granted during year	Exercised during year	At 1.7.2003
L N Holdcroft	Nil	Nil	Nil	Nil	Nil	Nil
D S Dannhauser						

(Director of Eleco plc)

The interests of D S Dannhauser in the shares of the holding company are shown in the accounts of Eleco plc.

The company maintains Directors' and Officers' Liability insurance.

AUDITORS

A resolution to re-appoint the auditors, Ernst & Young LLP, will be proposed at the Annual General Meeting.

BY ORDER OF THE BOARD

Eleco House
15 Gentlemen's Field
Westmill Road, Ware
Herts SG12 0EF

22 June 2005



L N Holdcroft
Secretary

ELECO BUILDING PRODUCTS LIMITED

STATEMENT OF 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 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; and

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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF**Eleco Building Products Limited**

We have audited the company's revised financial statements for the year ended 30 June 2004 which comprise the Profit and Loss Account, Balance Sheet and the related notes 1 to 12. These financial statements have been prepared on the basis of the accounting policies set out therein. The revised financial statements replace the original financial statements approved by the directors on 22 December 2004.

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 auditors' 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

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 United Kingdom law and 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

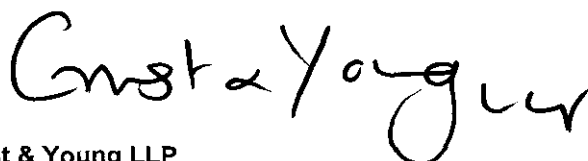
We conducted our audit in accordance with United Kingdom Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates 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 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:

- 1) the revised financial statements give a true and fair view, seen at the date the original financial statements were approved, of the state of affairs of the company as at 30 June 2004 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985, as they have effect under the Companies (Revision of Defective Accounts and Reports) Regulations 1990; and
- 2) the original financial statements for the year ended 30 June 2004 failed to comply with the requirements of the Companies Act 1985 in respects identified by the Directors in Note 1.



Ernst & Young LLP
Registered Auditor
Luton
22 June 2005

ELECO BUILDING PRODUCTS LIMITED**PROFIT AND LOSS ACCOUNT**
for the year ended 30 JUNE

		<u>2004</u> <u>£</u>	<u>2003</u> <u>£</u>
	NOTES		
Dividend Receivable		608,868	-
Operating profit		<u>608,868</u>	<u>-</u>
Interest payable	3	(87,494)	-
Profit on ordinary activities before taxation		<u>521,374</u>	<u>-</u>
Tax on profit on ordinary activities	4	-	-
Profit on ordinary activities after taxation		<u>521,374</u>	<u>-</u>
Dividend Payable	5	(521,374)	-
Retained profit for the financial year		<u>-</u>	<u>-</u>
Retained profit brought forward		-	-
Retained profit carried forward		<u><u>-</u></u>	<u><u>-</u></u>

All of the company's operations are continuing.

The company has no recognised gains and losses other than those included in the profits above, and therefore no separate statement of total recognised gains and losses has been presented.

ELECO BUILDING PRODUCTS LIMITED**BALANCE SHEET as at 30 JUNE**

	<u>NOTES</u>	<u>2004</u> £	<u>2003</u> £
FIXED ASSETS			
Investments:			
Shares in related companies	6	<u>5,583,124</u>	<u>371,091</u>
		5,583,124	371,091
CURRENT ASSETS			
Debtors	7	458,932	100
CREDITORS : AMOUNTS FALLING			
DUE WITHIN ONE YEAR	8	<u>(5,670,865)</u>	<u>-</u>
NET CURRENT (LIABILITIES) /			
ASSETS		(5,211,933)	100
NET ASSETS		<u>£ 371,191</u>	<u>£ 371,191</u>
CAPITAL AND RESERVES			
Called up share capital	9	371,191	371,191
Profit and loss account		-	-
EQUITY SHAREHOLDERS' FUNDS	10	<u>£ 371,191</u>	<u>£ 371,191</u>

The financial statements on pages 4 to 8 were approved by the board of directors on **22 JUNE 2005** and signed on its behalf by:



L N HOLDCROFT - DIRECTOR

ELECO BUILDING PRODUCTS LIMITED

NOTES TO THE ACCOUNTS for the year ended 30 June 2004

1 ACCOUNTING POLICIES

The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom. A summary of the more important accounting policies, which have been consistently applied, is set out below.

Revised accounts

This set of financial statements replaces the original financial statements as approved by the Board on 22 December 2004. The financial statements have been revised as at the date of the original accounts and accordingly do not deal with events since this date. The original accounts have been replaced as it was found that dividends paid and received had not been accounted for completely.

Basis of accounting:

The accounts are prepared under the historical cost convention.

Tangible fixed assets:

The cost of fixed assets is their purchase cost, together with any incidental costs of acquisition.

Cash flow:

The company is a wholly owned subsidiary of Eleco plc and the cash flows of the company are included in the consolidated group cash flow statement of Eleco plc. Consequently the company is exempt from the requirement to publish a cash flow statement.

Deferred taxation:

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at the date will result in an obligation to pay more tax or a right to pay less tax or to receive more tax, with the following exceptions:

- provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold;

- provision is made for deferred tax that would arise on remittance of the retained earnings of overseas subsidiary undertakings only to the extent that, at the balance sheet date, dividends have been accrued as receivable;

- deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

2 EMPLOYEES

The company has no employees (2003: Nil).

3 INTEREST PAYABLE

Payable to Group undertakings

<u>2004</u>	<u>2003</u>
<u>£</u>	<u>£</u>
<u>87,494</u>	<u>-</u>

ELECO BUILDING PRODUCTS LIMITED**NOTES TO THE ACCOUNTS(continued) for the year ended 30 June 2004****4 TAX ON PROFIT ON ORDINARY ACTIVITIES****a) Factors affecting tax charge for period**

The differences between the tax assessed for the period and the standard rate of corporation tax are explained as follows:

	<u>2004</u> £	<u>2003</u> £
Profit on ordinary activities before tax	521,374	-
Profit on ordinary activities multiplied by the standard rate of corporation tax of 30% (2003: 30%)	156,412	-
Effects of:		
Group relief	26,248	-
Relief from double-taxation on dividends received from overseas subsidiaries	(182,660)	-
Current tax charge for the year	<u>-</u>	<u>-</u>

b) Factors that may affect future tax charges

Future tax charges may be affected by a similar range of factors to those listed above.

5 DIVIDENDS

	<u>2004</u> £	<u>2003</u> £
Ordinary:		
Interim paid of £ 1.40366 (2003: £ Nil) per share	521,027	-
Final proposed of £ 0.00093 (2003: £ Nil) per share	347	-
	<u>521,374</u>	<u>-</u>

6 SHARES IN RELATED COMPANIES

	<u>2004</u> £	<u>2003</u> £
Investments in subsidiary undertakings:		
Eleco Bauprodukte GmbH - (100%)	-	371,091
Consultec Group AB - (100%)	4,532,926	-
Consultec UK Limited - (100%)	600,305	-
Eleco Media Limited - (100%)	180,453	-
Eleco Software GmbH - (100%)	269,439	-
Online Warehouse Limited - (100%)	1	-
	<u>5,583,124</u>	<u>371,091</u>

Consultec Group AB is a trading company incorporated in Sweden, Eleco Software GmbH is a trading company incorporated in Germany and all other companies listed are incorporated in England and Wales.

7 DEBTORS

	<u>2004</u> £	<u>2003</u> £
Due within one year:		
Amount owed by parent undertaking	-	100
Amounts owed by group undertakings	371,091	-
Dividends receivable	87,841	-
	<u>458,932</u>	<u>100</u>

ELECO BUILDING PRODUCTS LIMITED**NOTES TO THE ACCOUNTS(continued) for the year ended 30 June 2004**

8 CREDITORS : AMOUNTS FALLING DUE WITHIN ONE YEAR	<u>2004</u>	<u>2003</u>
	<u>£</u>	<u>£</u>
Amount owed to parent undertaking	5,670,518	-
Dividends payable	347	-
	<u>5,670,865</u>	<u>-</u>
9 CALLED UP SHARE CAPITAL	<u>2004</u>	<u>2003</u>
	<u>£</u>	<u>£</u>
Authorised:		
1,000,000 ordinary shares of £1 each	<u>1,000,000</u>	<u>1,000,000</u>
Allotted, called up and fully paid:		
371,191 ordinary shares of £1 each	<u>371,191</u>	<u>371,191</u>
10 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS	<u>2004</u>	<u>2003</u>
	<u>£</u>	<u>£</u>
Profit on ordinary activities after taxation	521,374	-
Dividend Payable	(521,374)	-
Net increase in shareholders' funds	-	-
Opening shareholders' funds	<u>371,191</u>	<u>371,191</u>
Closing shareholders' funds	<u>371,191</u>	<u>371,191</u>

11 ULTIMATE PARENT COMPANY

The Directors regard Eleco plc, a company registered in England and Wales, as the ultimate controlling parent undertaking. Copies of the ultimate controlling parent's consolidated financial statements may be obtained from the Company Secretary, Eleco plc, Eleco House, 15 Gentlemen's Field, Westmill Road, Ware, Herts SG12 0EF. According to the register kept by the company, Eleco plc, a company incorporated in England and Wales, has a 100% interest in the equity capital of the company at 30 June 2004.

12 RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption in paragraph 3(c) of FRS 8 from disclosing transactions with related parties that are part of Eleco plc or subsidiaries.