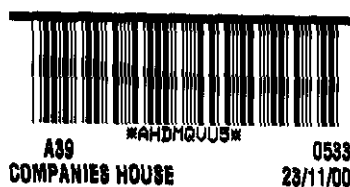


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Abbreviated Financial Statements
for the Year Ended 31 January 2000
for
Visionplus (Leamington Spa) Limited



Visionplus (Leamington Spa) Limited

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for the Year Ended 31 January 2000

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Visionplus (Leamington Spa) Limited

Company Information
for the Year Ended 31 January 2000

DIRECTORS: Specsavers Optical Group Limited
K A Knightley
T K K Tam
Mrs M L Perkins

SECRETARY: Specsavers Optical Group Limited

REGISTERED OFFICE: 69 The Parade
Leamington Spa
CV32 4BA

REGISTERED NUMBER: 2048805 (England and Wales)

AUDITORS: Newland Mallett Garner
Woodbury & Co.
Chartered Accountants and
Registered Auditors
Crown House
37/41, Prince Street
Bristol, BS1 4PS

Visionplus (Leamington Spa) Limited

Report of the Auditors to

Visionplus (Leamington Spa) Limited

Under Section 247B of the Companies Act 1985

We have examined the abbreviated financial statements on pages three to six, together with the full financial statements of the company for the year ended 31 January 2000 prepared under Section 226 of the Companies Act 1985.

Respective responsibilities of directors and auditors

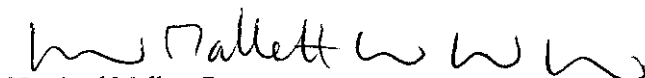
The directors are responsible for preparing the abbreviated financial statements in accordance with Section 246 of the Companies Act 1985. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated financial statements prepared in accordance with Sections 246(5) and (6) of the Act to the Registrar of Companies and whether the financial statements to be delivered are properly prepared in accordance with those provisions and to report our opinion to you.

Basis of opinion

We have carried out the procedures we consider necessary to confirm, by reference to the financial statements, that the company is entitled to deliver abbreviated financial statements and that the abbreviated financial statements to be delivered are properly prepared. The scope of our work for the purpose of this report did 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 Sections 246(5) and (6) of the Companies Act 1985, and the abbreviated financial statements on pages three to six are properly prepared in accordance with those provisions.



Newland Mallett Garner
Woodbury & Co.
Chartered Accountants and
Registered Auditors
Crown House
37/41, Prince Street
Bristol, BS1 4PS

Dated: 16th October 2000

Visionplus (Leamington Spa) Limited

Abbreviated Balance Sheet

31 January 2000

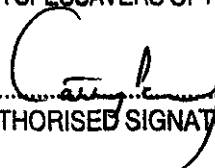
		<u>31.1.00</u>	<u>31.1.99</u>
	Notes	£	£
FIXED ASSETS:			
Tangible assets	2	129,653	140,155
CURRENT ASSETS:			
Stocks		17,977	17,978
Debtors		58,445	100,671
Cash at bank and in hand		110	110
		<u>76,532</u>	<u>118,759</u>
CREDITORS: Amounts falling due within one year	3	<u>(124,359)</u>	<u>(180,953)</u>
NET CURRENT LIABILITIES:		<u>(47,827)</u>	<u>(62,194)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES:		81,826	77,961
PROVISIONS FOR LIABILITIES AND CHARGES:		<u>(10,759)</u>	<u>(10,783)</u>
		<u>£71,067</u>	<u>£67,178</u>
CAPITAL AND RESERVES:			
Called up share capital	4	100	100
Profit and loss account		70,967	67,078
SHAREHOLDERS' FUNDS:		<u>£71,067</u>	<u>£67,178</u>

These abbreviated financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

ON BEHALF OF THE BOARD:

FOR SPECSAVERS OPTICAL GROUP LTD


.....
- DIRECTOR


.....
AUTHORISED SIGNATORY

APPROVED BY THE BOARD OF
DIRECTORS ON 16th October 2000

The notes form part of these financial statements

Notes to the Abbreviated Financial Statements
for the Year Ended 31 January 2000

1. **ACCOUNTING POLICIES**

Accounting convention

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

Turnover

Turnover represents the net amounts invoiced to customers during the period net of value added tax.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life or, if held under a finance lease, over the lease term, whichever is the shorter.

Optical Equipment	- 10%-14% on cost
Fixtures and fittings	- 14%-25% on cost
Motor vehicles	- 25% on cost
Computer equipment	- 20% on cost

Stock

Stock is valued at the lower of cost and net realisable value. Cost is determined on an average cost price basis. Net realisable value is based on estimated selling price, allowing for all further costs of completion and disposal.

Deferred taxation

Provision is made at current rates for taxation deferred in respect of all material timing differences except to the extent that, in the opinion of the directors, there is reasonable probability that the liability will not arise in the foreseeable future.

Hire purchase and leasing commitments

Assets obtained under hire purchase contracts or finance leases are capitalised in the balance sheet. Those held under hire purchase contracts are depreciated over their estimated useful lives. Those held under finance leases are depreciated over their estimated useful lives or the lease term, whichever is the shorter.

The interest element of these obligations is charged to the profit and loss account over the relevant period. The capital element of the future payments is treated as a liability.

Pension Costs

The company operates a defined pension contribution scheme for one of the directors under which the pension costs charged against profits represent the amount of contributions payable to the scheme for the period.

Visionplus (Leamington Spa) Limited

Notes to the Abbreviated Financial Statements
for the Year Ended 31 January 2000

2. **TANGIBLE FIXED ASSETS**

	<u>Total</u>
	£
COST:	
At 1 February 1999	265,046
Additions	21,124
Disposals	<u>(13,121)</u>
At 31 January 2000	<u>273,049</u>
DEPRECIATION:	
At 1 February 1999	124,891
Charge for year	30,301
Eliminated on disposals	<u>(11,796)</u>
At 31 January 2000	<u>143,396</u>
NET BOOK VALUE:	
At 31 January 2000	<u>129,653</u>
At 31 January 1999	<u>140,155</u>

3. **CREDITORS**

The following secured debts are included within creditors:

	31.1.00	31.1.99
	£	£
Finance Leases & HP Contracts	-	3,260
	<u> </u>	<u> </u>

4. **CALLED UP SHARE CAPITAL**

Authorised, allotted, issued and fully paid:

Number:	Class:	Nominal value:	31.1.00	31.1.99
			£	£
100	"A" Ordinary	£0.50	50	50
100	"B" Ordinary	£0.50	50	50
			<u>100</u>	<u>100</u>

In accordance with the Articles of Association the following rights attach to the shares: a) to "A" shares, the right to receive that part (including the whole) of the profits of the company which the directors shall, from time to time, determine to distribute as dividends. b) to "B" shares, the right to appoint the chairman of the board of directors and of the general meeting of the company. The "B" shares are held by Specsavers Optical Group Limited. In all other respects both classes of share carry equal rights over the assets of the company, subject to those provisions as laid out within the shareholders agreement.

5. ULTIMATE PARENT COMPANY AND ULTIMATE CONTROLLING PARTY

The company operates as a joint venture. Until 29 February 2000 Specsavers Optical Group Limited could technically be considered to be the ultimate parent company. On 1 March 2000 Mr and Mrs Perkins transferred their controlling interest in the ordinary share capital of Specsavers Optical Group Limited to Specsavers International Healthcare Limited. From 1 March 2000 Specsavers International Healthcare Limited could technically be considered to be the new ultimate parent company. Mr and Mrs Perkins also have the controlling interest in the ordinary share capital of Specsavers International Healthcare Limited. Both Specsavers Optical Group Limited and Specsavers International Healthcare Limited are Guernsey registered companies and their accounts are not available to the public.

6. RELATED PARTY TRANSACTIONS

During the year the company has conducted the following transactions with its director, Specsavers Optical Group Limited and its subsidiaries. Specsavers Optical Group Limited is wholly owned by Specsavers International Healthcare Limited.

Purchases of Goods £155,662 (1999: £137,421), Overhead Costs £251,595 (1999: £247,338) and Other Income £4,288 (1999: £9,502).

These transactions were made on an arms length basis during the normal course of trading and Specsavers Optical Group Limited has confirmed that it will continue to provide these goods and services for the foreseeable future.

The balance due to the Group Treasury Company as at 31 January 2000 is £6,881 (1999: £4,736). This is held with Specsavers Finance (Guernsey) Limited, a fellow subsidiary of Specsavers International Healthcare Limited. Specsavers Finance (Guernsey) Limited is incorporated in Guernsey, and provides treasury services to the company and other Specsavers Group companies.