ABBREVIATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 1998

FOR

HOWLAND WEST LIMITED



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COMPANY INFORMATION FOR THE YEAR ENDED 31ST DECEMBER 1998

DIRECTORS:

J Ruppin D Hafler A Zagury

D W Hartburn
A Toledano

SECRETARY:

A Allenstein

REGISTERED OFFICE:

13 David Mews Porter Street

London W1M 1HW

REGISTERED NUMBER:

823931 (England and Wales)

AUDITORS:

Goldwyns

Registered Auditors Chartered Accountants

Rutland House

90-92 Baxter Avenue Southend on Sea Essex SS2 6HZ

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31ST DECEMBER 1998

The directors present their report with the financial statements of the company for the year ended 31st December 1998.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of professional audio and visual equipment wholesalers.

REVIEW OF BUSINESS

The results for the year and financial position of the company are as shown in the annexed financial statements.

DIVIDENDS

Interim dividends per share were paid as follows:

Voting ordinary shares		
(Classes A, B and C) £1 shares	10.67	- 30th September 1998
	16.00	- 31st December 1998
	26.67	
Non - voting ordinary shares		
(Class D) £1 shares	10.67	- 30th September 1998
	15.48	- 31st December 1998
	26.15	

The directors recommend that no final dividends be paid.

The total distribution of dividends for the year ended 31st December 1998 will be £413,075.

FIXED ASSETS

The movements in fixed assets are summarised in the attached financial statements.

DIRECTORS

The benificial interests of the directors holding office on 31 December 1997 in the issued share capital of the company were as follows:

Director	31.12.98	1.1.98
J RUPPIN ("A" Ordinary shares)	3,375	3,375
D HAFLER ("A" Ordinary shares)	4,125	4,125
A ZAGURY	-	-
A TOLEDANO	-	-
D HARTBURN ("D" Ordinary shares)	500	500

CHARITABLE DONATIONS

Charitable donations of £6,814 were made in the year.

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31ST DECEMBER 1998

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 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;
- 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

The auditors, Goldwyns, will be proposed for re-appointment in accordance with Section 385 of the Companies Act 1985.

ON BEHALF OF THE BOARD:

V

Dated: 2774 APRIL 1999

REPORT OF THE AUDITORS TO HOWLAND WEST LIMITED UNDER SECTION 247B OF THE COMPANIES ACT 1985

We have examined the abbreviated financial statements on pages six to seventeen, together with the full financial statements of the company for the year ended 31st December 1998 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 246A 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 Section 246A(3) of the Act to the Registrar of Companies and whether the financial statements to be delivered are properly prepared in accordance with that provision 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 Section 246A(3) of the Companies Act 1985, and the abbreviated financial statements on pages six to eighteen are properly prepared in accordance with that provision.

Other information

On the year ended 31st December 1998 prepared under Section 226 of the Companies Act 1985, and our report was as follows:

"We have audited the financial statements on pages five to sixteen which have been prepared under the historical cost convention and the accounting policies set out on page ten.

Respective responsibilities of directors and auditors

As described on page three the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

Basis of opinion

We conducted our audit in accordance with 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.

Qualified opinion arising from disagreement about accounting treatment

The company has not made a provision for the depreciation of its freehold buildings. This is not in accordance with the requirements of Statement of Standard Accounting Practice No.12 and of Schedule 4 to the Companies Act 1985. In our opinion a provision of £10,848 (1997 £10,848) should have been made. The effect of the company's accounting policy has been to overstate the company's profit before and after tax by this amount.

Except for the absence of this provision, in our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31 December 1998 and of its profit for the year then ended, and have been properly prepared in accordance with the Companies Act 1985.

REPORT OF THE AUDITORS TO HOWLAND WEST LIMITED UNDER SECTION 247B OF THE COMPANIES ACT 1985

Distributions

In our opinion, the subject matter of the above qualification is not material for determining, by reference to these financial statements, whether the distribution (interim dividend for the year ended 31 December 1998) of £413,075 proposed by the company is permitted under Section 263 of the Companies Act 1985."

Goldwyns Registered Auditors Chartered Accountants Rutland House 90-92 Baxter Avenue Southend on Sea Essex SS2 6HZ

Goldwar

Dated: 27711 APRIL 1994

ABBREVIATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST DECEMBER 1998

		1998	3	1997	<u> </u>
	Notes	£	£	£	£
GROSS PROFIT			2,185,622		1,979,062
Distribution costs Administrative expenses		490,179 946,712		484,411 919,824	
			1,436,891		1,404,235
OPERATING PROFIT	3		748,731		574,827
Interest receivable and similar income	4		21,084		15,186
Silling moone					
			769,815		590,013
Interest payable and similar charges	5		1,186		5,788
-					3,700
PROFIT ON ORDINARY ACTIVIT BEFORE TAXATION	TES		768,629		584,225
Tax on profit on ordinary activities	6		234,289		167,250
activities	U				
PROFIT FOR THE FINANCIAL Y	EAR		534,340		416,975
Dividends	7		413,075		289,333
			121,265		127,642
Retained profit brought forward			1,723,437		1,595,795
RETAINED PROFIT CARRIED FO	DRWARD		£1,844,702		£1,723,437

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current and previous years.

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profits for the current and previous years.

ABBREVIATED BALANCE SHEET 31ST DECEMBER 1998

		199	8	199	7
	Notes	£	£	£	£
FIXED ASSETS:					
Tangible assets	8		751,468		751,441
CURRENT ASSETS:					
Stocks	9	668,144		663,354	
Debtors	10	902,392		766,315	
Cash at bank and in hand		323,179		252,661	
		1,893,715		1,682,330	
CREDITORS: Amounts falling					
due within one year	11	708,481		621,334	
NET CURRENT ASSETS:			1,185,234		1,060,996
TOTAL ASSETS LESS CURRENT LIABILITIES:			1,936,702		1,812,437
PROVISIONS FOR LIABILITIES	12		77.500		72.500
AND CHARGES:	13		76,500		73,500
			£1,860,202		£1,738,937
CAPITAL AND RESERVES:					
Called up share capital	14		15,500		15,500
Profit and loss account					1,723,437
Shareholders' funds	18		£1,860,202		£1,738,937

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

ON BEHALF OF THE BOARD:

J Ruppin - DIRECTOR

D Hafler - DIRECTOR

5) and) Jufler

Approved by the Board on 27TH APRIL 1999

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST DECEMBER 1998

		1998	1997
	Notes	£	£
Net cash inflow from operating activities	1	707,786	607,566
Returns on investments and servicing of finance	2	19,898	9,398
Taxation		(156,916)	(178,826)
Capital expenditure	2	(79,984)	(74,938)
Equity dividends paid		(413,075)	(289,333)
		77,709	73,867
Financing	2	(7,191)	(211)
Increase in cash in the period		£70,518	£73,656
Reconciliation of net cash flow to movement in net funds	3		
Increase in cash in the period		70,518	73,656
Change in net funds resulting from cash flows		70,518	73,656
Movement in net funds in the periode Net funds at 1st January 1998	od	70,518 252,661	73,656 179,005
Net funds at 31st December 1998		£323,179	£252,661

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST DECEMBER 1998

1. RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	1998	1997
	£	£
Operating profit	748,731	574,827
Depreciation charges	80,333	67,937
Loss on sale of fixed assets	885	7,233
Profit on sale of fixed assets	(1,260)	-
(Decrease)/increase in service		
guarantee provision	3,000	(10,000)
Increase in stocks	(4,790)	(7,216)
Increase in debtors	(136,077)	(175,747)
Increase in creditors	16,964	150,532
Net cash inflow		
from operating activities	707,786	607,566

2. ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT

	1998 £	1997 £
Returns on investments and servicing of finance		
Interest received	21,084	15,186
Interest paid	(1,186)	(5,788)
Net cash inflow		
for returns on investments and servicing of finance	19,898	9,398
Capital expenditure		
Purchase of tangible fixed assets	(107,084) 27,100	(94,969) 20,031
Sale of tangible fixed assets	27,100	20,031
Net cash outflow	(70.004)	(74.029)
for capital expenditure	(79,984)	(74,938)
Financing		
Amount withdrawn by directors	<u>(7,191)</u>	(211)
Net cash outflow	,	(0.1.1)
from financing	(7,191)	(211)

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST DECEMBER 1998

3.	ANALYSIS OF CHANGES IN NET FUNDS	At 1.1.98 £	Cash flow £	At 31.12.98
	Net cash: Cash at bank and in hand	252,661	70,518	323,179
		252,661	70,518	323,179
	Total	252,661	70,518	323,179
	Analysed in Balance Sheet			

Cash at bank and in hand

252,661

252,661

323,179

323,179

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 1998

1. ACCOUNTING POLICIES

Accounting convention

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

Turnover

Turnover represents net invoiced sales of goods, excluding 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.

Freehold property - No depreciation
Plant & Machinery - 10% on cost
Fixtures & Fittings - 10% on cost
Motor vehicles - 25% on cost
Computer equipment - 33% on cost

Stocks

Stock is valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

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.

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Hire purchase and leasing commitments

Rentals paid under operating leases are charged to the profit and loss account as incurred.

Pensions

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. Contributions payable for the year are charged in the profit and loss account.

2. STAFF COSTS

	1998	1997
	£	£
Wages and salaries	716,185	675,420
Social security costs	74,411	68,825
Other pension costs	16,817	17,849
	807,413	762,094

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 1998

2. **STAFF COSTS - continued**

	The average monthly number of employees during the year was as follows:		
		1998	1997
	Office and Administration Selling and Distribution Service and Repair	9 17 <u>2</u>	8 18 2
		<u>28</u>	<u>28</u>
3.	OPERATING PROFIT		
	The operating profit is stated after charging/(crediting):		
	Depreciation - owned assets (Profit)/Loss on disposal of fixed assets Auditors' remuneration Foreign exchange differences Hire of plant and machinery	1998 £ 80,333 (375) 8,000 (99,602) 1,940	1997 £ 67,937 7,233 8,900 (83,156) 1,940
	Directors' emoluments Directors' pension contributions to money purchase schemes	128,765 1,566	122,796 3,222
	The number of directors to whom retirement benefits were accruing was as follow	/s:	
	Money purchase schemes	<u>1</u>	<u>2</u>
4.	INTEREST RECEIVABLE AND SIMILAR INCOME	1000	
	Deposit account interest	1998 £ 21,084	1997 £ 15,186
5.	INTEREST PAYABLE AND SIMILAR CHARGES	1998	1997
	Loan interest	£ 1,186	£ 5,788
6.	TAXATION		
	The tax charge on the profit on ordinary activities for the year was as follows:	1998	1997
	UK corporation tax	£ 234,289	£ 167,250

UK corporation tax has been charged at 28.76% (1997 - 28.10%).

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 1998

V DIATORNOS	7.	DIVIDENDS
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At 31st December 1998

At 31st December 1997

8.

Equity shares:		1998 £	1997 £
15,000 Voting ordinary shares (Classes A, B and C) shares of £1 each			
Interim 500 Non - voting ordinary shares (Class D) shares of £1 each		396,731	280,000
Interim		_16,344	9,333
		413,075	289,333
TANGIBLE FIXED ASSETS			
	Freehold property	Plant & Machinery	Fixtures & Fittin- gs
COST:	£	£	£
At 1st January 1998 Additions Disposals	542,379 - -	31,978 3,322	214,005 2,258 (1,000)
At 31st December 1998	542,379	35,300	215,263
DEPRECIATION:			
At 1st January 1998 Charge for year Eliminated on disposals	-	18,839 2,403	125,593 15,867
At 31st December 1998			(500)
NET BOOK VALUE:	-	21,242	140,960

542,379

542,379

14,058

13,139

74,303

88,412

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 1998

8. TANGIBLE FIXED ASSETS - continued

		Motor vehicles	Computer equipment	Totals
	COST:	£	£	£
	At 1st January 1998 Additions Disposals	177,512 61,600 (51,680)	98,078 39,904 (86,257)	1,063,952 107,084 (138,937)
	At 31st December 1998	187,432	51,725	1,032,099
	DEPRECIATION: At 1st January 1998 Charge for year Eliminated on disposals	78,305 44,768	89,773 17,295	312,510 80,333
	•	(25,840)	(85,872)	(112,212)
	At 31st December 1998	97,233	21,196	280,631
	NET BOOK VALUE: At 31st December 1998	90,199	30,529	751,468
	At 31st December 1997	99,206	8,305	751,441
9.	STOCKS			
	Goods for week		1998 £	1997 £
	Goods for resale		668,144	663,354
10.	DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR			
			1998 £	1997 £
	Trade debtors Other debtors Prepayments		794,625 68,364 39,403	699,503 29,361 37,451
			902,392	766,315
11.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR			
	Trade creditors Directors current accounts Other creditors Social security & other taxes		1998 £ 257,750 42,809 64,689 87,236	1997 £ 320,425 50,000 6,505 50,964
	Taxation Accrued expenses		192,956 63,041	115,583 77,857
			708,481	621,334

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 1998

12. OBLIGATIONS UNDER LEASING AGREEMENTS

The following payments are committed to be paid within one year:

		-	rating ases 1997 £
	Expiring: Within one year Between one and five years	1,940	1,940 1,940
13.	PROVISIONS FOR LIABILITIES AND CHARGES		
	Service guarantee provision	1998 £ 76,500	1997 £ 73,500
	Balance at 1st January 1998 Profit and loss account Balance at 31st December 1998		Other provisions £ 73,500 3,000 76,500
	The amount for which no provision has been made in respect of deferred taxation,	is as follows:	
	Accelerated capital allowances	1998 £ 2,028	1997 £ 4,818

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 1998

14. CALLED UP SHARE CAPITAL

Authorised:				
Number:	Class:	Nominal	1998	1997
		value:	£	£
15,000	Voting ordinary shares			
	(Classes A, B and C)	£1	15,000	15,000
1,000	Non - voting ordinary shares			•
	(Class D)	£1	1,000	1,000
			16,000	16,000
Allotted, issue	ed and fully paid:			
Number:	Class:	Nominal	1998	1997
		value:	£	£
15,000	Voting ordinary shares		~	2
	(Classes A, B and C)	£1	15,000	15,000
500	Non - voting ordinary shares		,	,
	(Class D)	£1	500	500
			15,500	15,500
The voting sh Number:	are capital of the company can be sub class:	Nominal	1998	1997
7,500	"A" Ordinary	Value: £1	7 500	7.600
3,000	"B" Ordinary	£1	7,500 3,000	7,500
4,500	"C" Ordinary	£1	4,500	3,000
-	····•	∞ 1	_ 4,500	4,500
			15,000	15,000

15. CONTINGENT LIABILITIES

There is a contingent liability in respect of a £160,000 guarantee to Customs and Excise.

16. PENSION COMMITMENTS

The company has a fully insured defined contribution pension scheme for its present directors and employees. The premiums paid and charged to the financial statements were:

	1998	1997
	£	£
Directors	1,566	3,222
Employees	16,816	14,627
	18,382	17,849

17. TRANSACTIONS WITH DIRECTORS

During the year payments totalling £84 were made to J Ruppin, £133 to D Hafler and £12 to D. Hartburn being interest on monies loaned to the company by these directors. Interest was paid at 1% above Bank of England base rate. At the balance sheet date there was £18,084 (1997 - £50,000) payable to J Ruppin, £22,133 (1997 £Nil) payable to D Hafler and £2,592 (1997 £Nil) payable to D Hartburn.

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 1998

18. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	1998	1997
D	£	£
Profit for the financial year	534,340	416,975
Dividends	(413,075)	(289,333)
NET ADDITION TO SHAREHOLDERS' FUNDS	121,265	127.642
Opening shareholders' funds	1,738,937	127,642 1,611,295
. •	1,730,737	1,011,293
CLOSING SHAREHOLDERS' FUNDS	1,860,202	1,738,937
	-,-,-,	1,750,757
Equity interests	1,860,202	1,738,937