PAUL MURRAY PLC

Report and Accounts

31 December 2004



Registration number 1172728

PAUL MURRAY PLC

Directors' Report

The directors present their report and accounts for the year ended 31 December 2004.

Principal activities

The company's principal activity during the year continued to be the manufacturing, wholesaling and packing of non-pharmaceutical products and surgical goods, and the distribution of cosmetics, fragrances and toiletries.

Results and dividends

The profit for the year, after taxation, amounted to £504,426. Ordinary dividends of £204,676 were paid in the year which leaves a profit of £299,750 to be retained.

Business review and future developments

The company's strategy in relation to profitability has proved to be successful and has resulted in a healthy bottom line. Sales have levelled out, and this will receive the necessary attention during 2005; the directors are confident that 2005 will see the company achieve significant growth in this area.

Directors

The directors at the balance sheet date and their interests in the share capital of the company were as follows:

	£1 Ordii	£1 Ordinary shares	
	2004	2003	
P T Murray	69,000	69,000	
Mrs K J Murray	1,000	1,000	
Mrs D A Murray	-	-	
P D Vanstone	-	-	
K E Moore	-	-	

The remaining 30,000 shares are held by a trust, the Paul Travis Murray Settlement, the trustees of which are P T Murray and J A Poulter. Mr Poulter is a partner in Rothman Pantall & Co, the company's auditors.

Political and charitable donations

During the year, the company made various charitable contributions totalling £0 (2003 £205).

Creditor payment policy

It is the company's policy whenever possible to pay suppliers at the end of the month following the invoice date, except in the case of some overseas suppliers whom the company may pay in advance. At 31 December 2004 the company's creditor days stood at 34 (2003 18 days).

Auditors

A resolution to reappoint Rothman Pantall & Co as auditors will be put to the members at the Annual General Meeting.

This report was approved by the board on 24 March 2005.

P Tamerray Director

PAUL MURRAY PLC Statement of Directors' Responsibilities

Company law requires the directors to prepare accounts 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 for that period. In preparing those accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent; and
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for maintaining 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 accounts 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.

PAUL MURRAY PLC

Independent auditors' report to the shareholders of PAUL MURRAY PLC

We have audited the accounts of Paul Murray plc for the year ended 31 December 2004 which comprise pages 4 to 18. These accounts have been prepared under the historical cost convention and the accounting policies set out therein.

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 accounts in accordance with applicable law and United Kingdom Accounting Standards.

Our responsibility is to audit the accounts in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the accounts 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 accounts, 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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, 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 accounts 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 accounts.

Opinion

In our opinion the accounts give a true and fair view of the state of the company's affairs as at 31 December 2004 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

10 Oxford Street Southampton Hampshire SO14 3DJ

Rothman Pantall & Co

Chartered Accountants & Registered Auditors

24 March 2005

PAUL MURRAY PLC Profit and Loss Account for the year ended 31 December 2004

	Notes	2004 £	2003 £
Turnover	2	7,551,873	7,703,253
Cost of sales		(4,052,043)	(4,595,856)
Gross profit		3,499,830	3,107,397
Distribution costs Administrative expenses		(1,776,162) (976,681)	(1,723,962) (880,587)
Operating profit	3	746,987	502,848
Interest payable	6	(120,559)	(170,041)
Profit on ordinary activities before taxation		626,428	332,807
Taxation on profit on ordinary activities	7	(122,002)	(12,412)
Profit on ordinary activities after taxation		504,426	320,395
Dividends: ordinary dividend on equity shares	8	(204,676)	(130,502)
Retained profit for the year	19	299,750	189,893

Continuing operations

None of the company's activities were acquired or discontinued during the above two financial years.

PAUL MURRAY PLC Statement of total recognised gains and losses for the year ended 31 December 2004

	Notes	2004 £	2003 £
Profit on ordinary activities after taxation		504,426	320,395
Unrealised surplus on revaluation of properties	10	-	44,860
Total recognised gains and losses related to the year		504,426	365,255

PAUL MURRAY PLC Balance Sheet as at 31 December 2004

	Notes		2004 £		2003 £
Fixed assets			_		
Intangible fixed assets	9		256,582		272,133
Tangible assets	10		1,347,663		1,410,142
Investments	11		11,000		11,000
		_	1,615,245	_	1,693,275
Current assets					
Stocks	12	2,242,292		2,433,372	
Debtors	13	1,159,317		1,211,963	
Cash at bank and in hand		1,685		813	
		3,403,294		3,646,148	
Creditors: amounts falling du	ıe				
within one year	14	(1,381,958)		(1,409,260)	
Net current assets			2,021,336		2,236,888
Total assets less current liabilities		-	3,636,581	-	3,930,163
Creditors: amounts falling du after more than one year	i e 15		(1,182,535)		(1,775,867)
		-	2,454,046	- -	2,154,296
Capital and reserves					
Called up share capital	17		100,000		100,000
Revaluation reserve	18		605,825		605,825
Profit and loss account	19		1,748,221		1,448,471
Shareholders' funds	. 20		2,454,046		2,154,296

P T Murray Director

Approved by the board on 24 March 2005

PAUL MURRAY PLC Cash Flow Statement for the year ended 31 December 2004

	Notes	2004 £	2003 £
Reconciliation of operating profit to net cash inflow from operating activities			
Operating profit		746,987	502,848
Depreciation		243,792	368,9 44
Amortisation of goodwill		15,551	15,551
Loss/(profit) on disposal of fixed assets		31,206	(4,550)
Decrease in stocks		191,080	271,798
Decrease/(increase) in debtors		52,646	(232,993) (226,841)
Increase/(decrease) in creditors		136,319	(220,641)
Net cash inflow from operating activities		1,417,581	694,757
CASH FLOW STATEMENT			
Net cash inflow from operating activities		1,417,581	694,757
Returns on investments and servicing of finance	21	(120,559)	(170,041)
Taxation		(9,942)	-
Net cash (outflow)/inflow for capital expenditure	21	(212,519)	141,055
, , , , , , , , , , , , , , , , , , , ,		1,074,561	665,771
Equity dividends paid		(204,676)	(130,502)
		869,885	535,269
Financing	21	(628,332)	(680,132)
Increase/(decrease) in cash		241,553	(144,863)
Reconciliation of net cash flow to movement in net	t debt		
Increase/(decrease) in cash in the period Decrease in debt and lease financing		241,553 628,332	(144,863) 680,132
Change in net debt	22	869,885	535,269
Net debt at 1 January 2004		(2,163,532)	(2,698,801)
Net debt at 31 December 2004		(1,293,647)	(2,163,532)

1 Accounting policies

Accounting convention

The accounts have been prepared under the historical cost convention, as modified by the revaluation of certain fixed assets, and in accordance with applicable accounting standards.

Goodwill

Goodwill on acquisitions, being the excess of purchase price over the fair value of net assets acquired, is capitalised and amortised over its useful economic life of 20 years, on a straight line basis.

Depreciation

Depreciation is provided on all tangible fixed assets, other than freehold land, at rates calculated to write off the cost or valuation, less estimated residual value, of each asset over its expected useful life, as follows:

Freehold buildings
Display stands
Motor vehicles
Computers
Other plant and machinery

over 50 years over 3 years 25% reducing balance

25% straight line 25% reducing balance

Stocks

Stock is valued at the lower of cost and net realisable value.

Deferred taxation

Full provision is made for deferred taxation resulting from timing differences between the recognition of gains and losses in the accounts and their recognition for tax purposes. Deferred taxation is calculated on an un-discounted basis at the tax rates which are expected to apply in the periods when the timing differences will reverse.

Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date. All differences are taken to the profit and loss account.

Leasing and hire purchase commitments

Assets held under finance leases and hire purchase contracts, which are those where substantially all the risks and rewards of ownership of the asset have passed to the company, are capitalised in the balance sheet and depreciated over their useful lives.

The interest element of the rental obligations is charged to the profit and loss account over the period of the lease and represents a constant proportion of the balance of capital repayments outstanding. Rentals paid under operating leases are charged to income on a straight line basis over the lease term.

Pensions

The company operates two defined contribution pension schemes. Contributions are charged to the profit and loss account as they become payable in accordance with the rules of the scheme.

2 Turnover

Turnover represents the invoiced value of goods and services supplied by the company, net of value added tax and trade discounts.

		2004	2003
	The state of the s	£	£
	Turnover is attributable to the following geographical markets:		
	UK	6,935,138	7,061,481
	Europe	295,981	421,892
	Asia	130,165	94,279
	Other	190,589	125,601
		7,551,873	7,703,253
3	Operating profit	2004	2003
-	- Promise Promise	£	£
	This is stated after charging:		
	Depreciation of owned fixed assets	243,792	368,944
	Amortisation of goodwill	15,551	15,551
	Operating lease rentals - plant and machinery	84,093	105,748
	Operating lease rentals - land and buildings	28,950	36,825
	Auditors' remuneration	10,750	10,500
	Non-audit remuneration relating to the auditors	4,601	3,819
4	Directors' emoluments	2004	2003
		£	£
	Emoluments	413,652	374,616
	Company contributions to money purchase pension schemes	29,387	9,272
		443,039	383,888
	Highest paid director:		
	Emoluments	117,392	110,481
	Company contributions to money purchase pension schemes	24,000	4,000
		141,392	114,481
	Number of directors in company pension schemes:	2004	2003
		Number	Number
	Manayayayahaaa aabaaaa	A	A
	Money purchase schemes	4	

5	Staff costs	2004 £	2003 £
	Wages and salaries Social security costs	1,481,795 170,754	1,540,308 137,754
	Other pension costs	34,104 1,686,653	14,307 1,692,369
	Average number of employees during the year		
	Administration Operations	43 25 68	41 27 68
6	Interest payable	2004 £	2003 £
	Bank loans and overdrafts Other loans	117,324 3,235 120,559	158,630 11,411 170,041

7	Tax on profit on ordinary activities	2004 £	2003 £
	Analysis of charge in period		
	Current tax:		
	UK corporation tax on profits of the period	124,472	12,412
	Adjustments recognised in respect of prior periods	(2,470)	
	<u>-</u>	122,002	12,412
	Tax on profit on ordinary activities	122,002	12,412
	Factors affecting tax charge for period The differences between the tax assessed for the period and the statement of fellows.	andard rate of co	rporation tax
	are explained as follows:	2004	2003
		2004 £	2003 £
	Destit on ordinary activities before toy		
	Profit on ordinary activities before tax	626,428	332,807
	Standard rate of corporation tax in the UK	30%	19%
		£	£
	Profit on ordinary activities multiplied by the standard rate of corporation tax	187,928	63,233
	Effects of:	04.044	40 207
	Expenses not deductible for tax purposes	24,914 (10,656)	18,387 41,800
	Depreciation for period in excess of capital allowances Utilisation of tax losses	(10,030) (51,012)	(111,008)
	Marginal relief	(26,702)	(111,000)
	Adjustments to tax charge in respect of previous periods	(2,470)	_
	Adjustments to tax charge in recipeot of previous periods	(2,110)	
	Current tax charge for period	122,002	12,412
8	Equity dividends	2004	2003
		£	£
	Equity dividends on ordinary shares - interim paid	204,676	130,502

years.

9	Intangible fixed assets Goodwill:	£
	Cost	311,009
	At 1 January 2004	
	At 31 December 2004	311,009
	Amortisation At 1 January 2004 Provided during the year At 31 December 2004	38,876 15,551 54,427
	Net book value	
	At 31 December 2004	<u>256,582</u>
	At 31 December 2003	272,133

Goodwill is being written off in equal annual instalments over its estimated economic life of 20

10 Tangible fixed assets

	Freehold land and buildings £	Plant and machinery £	Total £
Cost or valuation			
At 1 January 2004	975,000	1,320,216	2,295,216
Additions	-	216,690	216,690
Disposals		(352,555)	(352,555)
At 31 December 2004	975,000	1,184,351	2,159,351
Depreciation			
At 1 January 2004	-	885,074	885,074
Charge for the year	16,100	227,692	243,792
On disposals		(317,178)	(317,178)
At 31 December 2004	16,100	795,588	811,688
Net book value		•	
At 31 December 2004	958,900	388,763	1,347,663
At 31 December 2003	975,000	435,142	1,410,142

Freehold land and buildings were revalued at 31 December 2003 by a firm of chartered surveyors, based on market value.

Freehold land at valuation included above not depreciated		170,000	
Freehold land and buildings:	2004 £	2003 £	
Historical cost	626,210	626,210	
Cumulative depreciation based on historical cost	242,004	230,480	

11 Investments

•••				vestments in subsidiary undertakings £
	Cost At 1 January 2004			11,000
	At 31 December 2004			11,000
	The company holds 20% or more	e of the share capital of the follow	ing companies:	
	Company	Country of registration or incorporation	Shares held Class	%
	Miner's International Limited	England and Wales	Ordinary	100
	Miner's International Limited did	not trade during the year.		
12	Stocks		2004 £	2003 £
	Finished goods and goods for re	sale	2,242,292	2,433,372
	The difference between purchas not material.	se price or production cost of stoo	cks and their replac	cement cost is
13	Debtors		2004 £	2003 £
	Trade debtors		1,074,311	1,126,321
	Other debtors		2,470	05.040
	Prepayments and accrued incom	ne	82,536	85,642
			1,159,317_	1,211,963

14 Creditors: amounts falling due within one year	2004 £	2003 £
Bank loans and overdrafts Trade creditors	112,797 467,153	413,478 461,721
Amounts owed to group undertakings and undertakings in which the company has a participating interest	11,000	11,000
Corporation tax Other taxes and social security costs	124,472 138,847 53,280	12,412 137,386 50,946
Other creditors Accruals and deferred income	474,409 1,381,958	322,317 1,409,260

Bank loans and overdrafts are secured by a debenture, and a first legal charge over the company's freehold land and buildings.

15 Creditors: amounts falling due after more than one year	2004 £	2003 £
Bank loans and overdrafts Other creditors	1,182,535	1,750,867 25,000
	1,182,535	1,775,867

Bank loans and overdrafts are secured by a debenture, and a first legal charge over the company's freehold land and buildings.

16	Borrowings	2004 £	2003 £
	Analysis of maturity of debt: Within one year or on demand Between one and two years Between two and five years After five years	112,798 813,332 204,996 164,207 1,295,333	413,478 83,332 1,459,996 232,539 2,189,345
	Amounts repayable by instalments any of which fall for payment after five years	505,867	574,199

17	Share capital			2004 £	2003 £
	Authorised: Ordinary shares of £1 each			100,000	100,000
		2004 No	2003 No	2004 £	2003 £
	Allotted, called up and fully paid: Ordinary shares of £1 each	100,000	100,000	100,000	100,000
18	Revaluation reserve			2004 £	2003 £
	At 1 January 2004 Arising on revaluation during the ye Realisation of surplus on previous r			605,825 - -	755,965 44,860 (195,000)
	At 31 December 2004			605,825	605,825
19	Profit and loss account			2004 £	2003 £
	At 1 January 2004 Retained profit Transfer from revaluation reserve			1,448,471 299,750 -	1,063,578 189,893 195,000
	At 31 December 2004			1,748,221	1,448,471
20	Reconciliation of movements in	shareholders' fu	unds	2004 £	2003 £
	At 1 January 2004 Profit for the financial year Dividends Arising on revaluation during the year	ear		2,154,296 504,426 (204,676)	1,919,543 320,395 (130,502) 44,860
	At 31 December 2004			2,454,046	2,154,296

21	Gross cash flows		·	2004 £	2003 £
	Returns on investments and servinterest paid	icing of financ	:e	(120,559)	(170,041)
	Capital expenditure Payments to acquire tangible fixed a Receipts from sales of tangible fixed			(216,690) 4,171 (212,519)	(255,496) 396,551 141,055
	Financing Loan repayments			(628,332)	(680,132)
22	Analysis of changes in net debt	At 1 Jan 2004 £	Cash flows	Non-cash changes £	At 31 Dec 2004 £
	Cash at bank and in hand Overdrafts	813 (285,146)	872 240,681 241,553		1,685 (44,465)
	Debt due within 1 year Debt due after 1 year	(128,332) (1,750,867)	60,000 568,332 628,332		(68,332) (1,182,535)
	Total	(2,163,532)	869,885		(1,293,647)

23 Other financial commitments

At the year end the company had annual commitments under non-cancellable operating leases as set out below:

	Land and buildings 2004 £	Land and buildings 2003 £	Other 2004	Other 2003
Operating leases which expire: within one year	-	2,625	16,530	12,968
within two to five years	26,325	26,325	71,758	61,401
	26,325	28,950	88,288	74,369

24 Related parties

The company is controlled by P T Murray, a major shareholder and the chairman of the company.

Amounts due to related parties	2004 £	2003 £
Miner's International Limited	11,000	11,000
The Murray Pension Scheme	-	25,000
Directors' current account	40,791	37,194
	51,791	73,194
Transactions with related parties	2004	2003
	£	£
Administrative expenses:		
Rent paid to the Murray Pension Scheme	<u> 2,625</u> _	10,500
Interest payable:		
The Murray Pension Scheme	1,135	9,311
Director's current account - Mrs D A Murray	2,100	2,100
	3,235	11,411

During the previous year ended 31 December 2003, the company sold freehold land and buildings with net book value of £386,549 to the Murray Pension Scheme, for consideration of £395,000.

PAUL MURRAY PLC Profit and Loss Account for the year ended 31 December 2004

	2004 £	2003 £
Sales	7,551,873	7,703,253
Cost of sales	(4,052,043)	(4,595,856)
Gross profit	3,499,830	3,107,397
Distribution costs Administrative expenses	(1,776,162) (976,681)	(1,723,962) (880,587)
Operating profit	746,987	502,848
Interest payable	(120,559)	(170,041)
Profit before tax	626,428	332,807
Taxation	(122,002)	(12,412)
Profit after tax	504,426	320,395

PAUL MURRAY PLC Schedule to the Profit and Loss Account for the year ended 31 December 2004

	2004	2003
	£	£
Cost of sales		
Purchases	3,164,118	3,582,435
Decrease in stocks	191,080	271,799
Depreciation	210,292	326,573
Carriage and storage	321,563	254,114
Discounts allowed	164,990	160,899
Merchandising	-	36
	4,052,043	4,595,856
Distribution costs		
Advertising and promotional	174,163	110,100
Motor vehicle leasing	103,837	70,333
Motor and travel	257,094	222,943
Conferences	9,891	7,980
Packaging materials	41,454	41,981
Testing	13,877	4,008
Repairs and maintenance	20,633	26,669
Entertaining	500	-
Wages and salaries	1,145,313	1,209,999
Recruitment	9,400	29,949
	1,776,162	1,723,962

PAUL MURRAY PLC Schedule to the Profit and Loss Account for the year ended 31 December 2004

	2004	2003
	£	£
Administrative expenses		
Employee costs:		
Directors' salaries and pension contributions	437,014	369,200
Wages and salaries	104,326	113,170
Staff training	2,361	11,640
Motor and travel	4,400	5,291
Entertaining	936	979
	549,037	500,280
Premises costs:		
Rent	29,109	38,132
Rates	28,400	36,498
Light and heat	11,005	12,029
Cleaning	8,363	10,363
	76,877	97,022
General administrative expenses:		
Telephone and fax	29,213	24,717
Printing, postage and stationery	44,122	44,124
Computer costs	2,479	4,708
Repairs and maintenance	46,347	36,694
Depreciation - motor vehicles	9,264	6,099
Depreciation - computer	8,302	15,644
Depreciation - freehold buildings	16,100	20,566
Loss/(profit) on disposal of fixed assets	31,206	(4,550)
Amortisation of goodwill	15,551	15,551
Bad debts	11,696	2,454
Sundry expenses	1,690	3,091
	215,970	169,098
Legal and professional costs:		
Audit and accountancy	14,419	13,410
Legal and professional	53,363	17,026
Insurance (including marine insurance)	42,771	46,614
Bank charges	24,244	37,137
	134,797	114,187
	976,681	880,587