FINANCIAL STATEMENTS

30TH JUNE 2000

#A4P11ZYJ# 046I COMPANIES HOUSE 20/04/0

Company Registration Number 01505036

MOORE STEPHENS

Chartered Accountants & Registered Auditors
Barratt House
47/49 North John Street
Liverpool
L2 6TG

FINANCIAL STATEMENTS

YEAR ENDED 30TH JUNE 2000

CONTENTS	PAGES
Officers and professional advisers	1
The directors' report	2 to 3
Auditors' report to the shareholders	4
Profit and loss account	5
Balance sheet	6
Cash flow statement	7
Notes to the financial statements	8 to 17

OFFICERS AND PROFESSIONAL ADVISERS

The board of directors T J Morris

E Morris

Company secretary J T McMonnies

Registered office Fallows Way

Whiston Enterprise Park

Prescot L35 1RZ

Auditors Moore Stephens

Chartered Accountants & Registered Auditors

Barratt House

47/49 North John Street

Liverpool L2 6TG

THE DIRECTORS' REPORT

YEAR ENDED 30TH JUNE 2000

The directors have pleasure in presenting their report and the financial statements of the company for the year ended 30th June 2000.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the company during the year was wholesale distribution and retailing of toiletries, cosmetics and other household products.

The directors consider the state of the company's affairs to be satisfactory.

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 SHARES OF THE COMPANY

The directors who served the company during the year together with their beneficial interests in the shares of the company were as follows:

	Ordin	nary Shares of £1 each
	At 30 June 2000	At 1 July 1999 or later date of appointment
T J Morris E Morris	19,000	19,000
17101113		

E Morris was appointed as a director on 20th September 1999.

RETIREMENT OF DIRECTORS

In accordance with the Articles of Association, T J Morris will retire from the board and, being eligible, will stand for re-appointment.

EMPLOYEE INVOLVEMENT

The company has maintained its commitment to employee involvement and sound employee relations. Meetings are held with management and staff to keep them informed of the latest developments and key objectives.

DISABLED EMPLOYEES

The company has continued its policy of employing disabled persons wherever practicable having regard to their particular aptitudes and abilities. When the situation arises, the company endeavours to retrain any members of staff who develops a disability during employment with the company.

THE DIRECTORS' REPORT (continued)

YEAR ENDED 30TH JUNE 2000

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 at the end of the year and of the profit or loss for the year then ended.

In preparing those financial statements, the directors are required to:

select suitable accounting policies, as described on pages 8 to 9, 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. The directors 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.

DONATIONS

During the year the company made the following contributions:

	2000	1999
	£	£
Charitable	6,505	4,829
		

AUDITORS

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

Registered office: Fallows Way Whiston Enterprise Park Prescot L35 1RZ Signed by order of the directors

T McMONNIES
Company Secretary

Approved by the directors on 24th November 2000

AUDITORS' REPORT TO THE SHAREHOLDERS

YEAR ENDED 30TH JUNE 2000

We have audited the financial statements on pages 5 to 197 which have been prepared under the historical cost convention and the accounting policies set out on pages 8 to 9.

RESPECTIVE RESPONSIBILITIES OF THE DIRECTORS AND THE AUDITORS

As described on page 3, the company's directors are responsible for the preparation of the 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.

OPINION

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 30th June 2000 and of the profit of the company for the year then ended, and have been properly prepared in accordance with the Companies Act 1985.

Barratt House 47/49 North John Street Liverpool L2 6TG MOORE STEPHENS Chartered Accountants & Registered Auditors

11th December 2000

PROFIT AND LOSS ACCOUNT

YEAR ENDED 30TH JUNE 2000

	Note	2000 £	1999 £
TURNOVER	2	86,232,825	69,521,385
Cost of sales		(66,578,825)	(53,642,608)
GROSS PROFIT		19,654,000	15,878,777
Administrative expenses		(14,659,530)	(9,968,698)
Other operating income	3	21,314	24,987
OPERATING PROFIT	4	5,015,784	5,935,066
Loss on disposal of fixed assets	7	(8,817)	(81,993)
		5,006,967	5,853,073
Interest receivable	8	220,943	159,495
Interest payable	9	(3,576)	(126)
PROFIT ON ORDINARY ACTIVITIES BEFORE			
TAXATION		5,224,334	6,012,442
Tax on profit on ordinary activities	10	(1,803,642)	(2,021,477)
RETAINED PROFIT FOR THE FINANCIAL YEAR		3,420,692	3,990,965
Balance brought forward		16,002,255	12,011,290
Balance carried forward		19,422,947	16,002,255

The company has no recognised gains or losses other than the results for the year as set out above.

All of the activities of the company are classed as continuing.

BALANCE SHEET

30TH JUNE 2000

	Note	200	0	1999	9
		£	£	£	£
FIXED ASSETS					
Tangible assets	11		10,347,367		9,077,786
Investments	12		2,500		2,500
			10,349,867		9,080,286
CURRENT ASSETS					
Stocks	13	6,795,286		7,832,827	
Debtors	14	7,968,558		6,732,701	
Investments	15	3,750,000		2,000,000	
Cash at bank and in hand		41,340		14,442	
		18,555,184		16,579,970	
CREDITORS: Amounts falling due		10,555,104		10,575,570	
within one year	16	(9,216,105)		(9,390,101)	
NET CURRENT ASSETS			9,339,079		7,189,869
TOTAL ASSETS LESS CURRENT L	IABILIT	IES	19,688,946		16,270,155
CREDITORS: Amounts falling due					
after more than one year	17		-		(17,950)
			19,688,946		16,252,205
PROVISIONS FOR LIABILITIES A	ND CHAI	RGES			
Deferred taxation	19		(244,181)		(227,811)
Government grants	20		(1,818)		(2,139)
			19,442,947		16,022,255
					
CAPITAL AND RESERVES					
Called-up equity share capital	24		20,000		20,000
Profit and loss account			19,422,947		16,002,255
SHAREHOLDERS' FUNDS	25		19,442,947		16,022,255

These financial statements were approved by the directors on the 24th November 2000, and are signed on their behalf by:

- C.W.p

T J MORRIS Director

CASH FLOW STATEMENT

YEAR ENDED 30TH JUNE 2000

Ţ	Note	2000	0	1999	9
		£	£	£	£
NET CASH INFLOW FROM					4 000 045
OPERATING ACTIVITIES RETURNS ON INVESTMENTS AND	26		6,466,794		4,300,945
SERVICING OF FINANCE					
Interest received		220,943		159,495	
Interest paid		(3,576)		(126)	
NET CASH INFLOW FROM RETURNS	ON				
INVESTMENTS AND SERVICING OF					
FINANCE			217,367		159,369
TAXATION			(2,690,000)		(1,640,442)
CANDAL WEBSIDING					
CAPITAL EXPENDITURE Payments to acquire tangible fixed assets		(2,411,298)		(2,502,706)	
Receipts from sale of fixed assets		17,999		365,500	
stood pla mont out of miles about		**,,,,,,		303,300	
NET CASH OUTFLOW FROM CAPITA	T.				
EXPENDITURE			(2,393,299)		(2,137,206)
CASH INFLOW BEFORE USE OF LIQU	U ID				
RESOURCES AND FINANCING			1,600,862		682,666
MANAGEMENT OF LIQUID RESOURCE	CES				
Purchase of other liquid investments	CLO	(1,750,000)		(1,000,000)	
•		(, , , ,		(, , , , ,	
NET CASH OUTFLOW FROM					
MANAGEMENT OF LIQUID RESOURCE	CES		(1,750,000)		(1,000,000)
FINANCING					
Capital element of hire purchase agreements		(17,950)		35,900	
NET CASH (OUTFLOW)/INFLOW FRO FINANCING) [VI		(17,950)		35,900
AMMICANO			(17,550)		55,500
DECREASE IN CASH	27		(167,088)		(281,434)
			(107,000)		(201,737)

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30TH JUNE 2000

1. ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared under the historical cost convention, and in accordance with applicable accounting standards.

Turnover

The turnover shown in the profit and loss account represents amounts invoiced during the year, exclusive of Value Added Tax.

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:

Freehold Properties - 2% On Cost

Short Leasehold Property - over 8 yrs from last major refurbishment

Plant and Machinery - 15% Reducing Balance Method
Fixtures and Fittings - 15% Reducing Balance Method
Motor Vehicles - 25% Reducing Balance Method

Leasehold Properties Premium is depreciated over the period of the lease.

Stocks

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

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.

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.

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.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30TH JUNE 2000

1. ACCOUNTING POLICIES (continued)

Deferred taxation

Provision is made, under the liability method, to take account of timing differences between the treatment of certain items for accounts purposes and their treatment for tax purposes. Tax deferred or accelerated is accounted for in respect of all material timing differences to the extent that it is considered that a net liability may arise.

Government grants

Grants of a revenue nature are credited to income in the period to which they relate.

Capital grants are credited to a deferred income account and amortised to the profit and loss account over the expected useful lives of the assets to which they relate.

2. TURNOVER

The turnover and profit before tax are attributable to the one principal activity of the company.

An analysis of turnover is given below:

	The many sub-of-turnover to given colon.	2000 £	1999 £
	United Kingdom	86,232,825	69,521,385
3.	OTHER OPERATING INCOME		
		2000 £	1999
	Rent receivable	21,314	£ 24,987
4.	OPERATING PROFIT		
	Operating profit is stated after charging/(crediting):		
		2000 £	1999 £
	Amortisation of government grants re fixed assets	(321)	(377)
	Depreciation	977,951	821,029
	Auditors' remuneration	,	,
	- as auditors	15,800	15,000
	- as consultants	16,203	10,710
	Operating lease costs:		
	Land and buildings	2,246,045	1,607,765
	Vehicles	194,408	152,066

6.

7.

8.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30TH JUNE 2000

5. PARTICULARS OF EMPLOYEES

The average number of staff employed by the company during the financial year amounted to:

	2000	1999
	No.	No.
Number of administrative and warehouse staff	80	60
Number of retail staff	902	692
	982	752
	===	
The aggregate payroll costs of the above were:		
The week of the property of the second of th	2000	1999
	£	£
Wages and salaries	7,533,971	5,041,187
Social security costs	489,030	344,639
Other pension costs	19,424	23,078
	8,042,425	5,408,904
DIRECTORS' EMOLUMENTS		
The directors' aggregate emoluments in respect of qualify	ying services were:	
	2000	1999
	£	£
Emoluments receivable	1,042,874	449,952
		
Emoluments of highest paid director:		
	2000 £	1999 £
Total emoluments (excluding pension contributions):	£ 974,741	± 449,952
tour officiations (excluding pension contributions).		~~~~
LOSS ON DISPOSAL OF FIXED ASSETS		
	2000	1999
	£	£
Loss on disposal of fixed assets	(8,817)	(81,993)
INTEREST RECEIVABLE		
	2000	1999
	£	£
Bank interest receivable	213,658	156,793
Other interest received	7,285	2,702
	220.042	150 405

220,943

159,495

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30TH JUNE 2000

9. INTEREST PAYABLE

	Other similar charges payable	2000 £ 3,576	1999 £ 126
10.	TAX ON PROFIT ON ORDINARY ACTIVITIES		
	In respect of the year:	2000 £	1999 £
	Corporation tax based on the results for the year Increase in deferred tax provision (Note 19):	1,800,000	2,000,000
	Capital allowances	16,370	31,035
		1,816,370	2,031,035
	Adjustment in respect of previous years:		
	Corporation tax	(12,728)	(9,558)
		1,803,642	2,021,477

11. TANGIBLE FIXED ASSETS

	Freehold Property £	Leasehold Property £	Plant & Machinery £		Motor Vehicles £	Total £
COST						
At 1 Jul 1999	5,677,716	2,127,172	1,461,882	3,030,113	399,238	12,696,121
Additions	708,947	677,223	251,458	525,251	111,469	2,274,348
Disposals	-	(20,176)	-	-	(52,044)	(72,220)
At 30 Jun 2000	6,386,663	2,784,219	1,713,340	3,555,364	458,663	14,898,249
DEPRECIATION						
At 1 Jul 1999	365,649	974,530	562,170	1,537,832	178,154	3,618,335
Charge for the year	101,484	311,290	185,135	302,630	77,412	977,951
On disposals		(16,265)			(29,139)	(45,404)
At 30 Jun 2000	467,133	1,269,555	747,305	1,840,462	226,427	4,550,882
NET BOOK VALUE						
At 30 Jun 2000	5,919,530	1,514,664	966,035	1,714,902	232,236	10,347,367
At 30 Jun 1999	5,312,067	1,152,642	899,712	1,492,281	221,084	9,077,786

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30TH JUNE 2000

11. TANGIBLE FIXED ASSETS (continued)

Hire purchase agreements

Included within the net book value of £10,347,367 is £30,291 (1999 - £40,387) relating to assets held under hire purchase agreements. The depreciation charged to the accounts in the year in respect of such assets amounted to £10,097 (1999 - £13,462).

	, ,		
	Capital commitments	2000	1999
	Contracted but not provided for in the accounts	£ 	£ 1,143,552
12.	INVESTMENTS		
	Unlisted investments		Total £
	COST		
	At 1st July 1999 and 30th June 2000		2,500
	NET BOOK VALUE		
	At 30th June 2000		2,500
	At 30th June 1999		2,500
13.	STOCKS		
		2000	1999
	Windship America	£	£
	Finished goods	6,795,286	7,832,827
14.	DEBTORS		
		2000	1999
		£	£
	Trade debtors	723,531	760,243
	Other debtors	5,659,092	4,769,489
	Directors current accounts	186,824	-
	Prepayments and accrued income	1,399,111	1,202,969
		7,968,558	6,732,701

The Directors Current Account included above relates to Mr T. J. Morris and the details are as follows.

	£.
Opening balance at 1 st July 1999	58,815 Creditor
Maximum outstanding during the year	186,824 Debtor
Closing balance at 30 th June 2000	186,824 Debtor
	

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30TH JUNE 2000

15. INVESTMENTS

	2000	1999	
	£	£	
Bank short term deposits	3,750,000	2,000,000	

16. CREDITORS: Amounts falling due within one year

	2000)	199	9
	£	£	£	£
Bank loans and overdrafts		667,665		473,679
Trade creditors		4,183,146		4,592,304
Other creditors including				
taxation and social security:				
Corporation tax	1,061,272		2,000,000	
PAYE and social security	644,222		360,951	
VAT	553,110		429,827	
Hire purchase agreements	17,950		17,950	
Other creditors	143,745		226,358	
		2,420,299		3,035,086
Accruals and deferred income		1,944,995		1,289,032
		9,216,105		9,390,101

The following liabilities disclosed under creditors falling due within one year are secured by the company:

	2000	1999
	£	£
Bank loans and overdrafts	667,665	473,679
Hire purchase agreements	17,950	17,950
	685,615	491,629
	÷	

The above creditors were secured by a first legal mortgage over two of the company's freehold properties and a floating charge over all moveable plant and equipment. The hire purchase liabilities are secured on the assets concerned.

17. CREDITORS: Amounts falling due after more than one year

	2000	1999
	£	£
Other creditors:		
Hire purchase agreements	-	17,950

The following liabilities disclosed under creditors falling due after more than one year are secured by the company:

	2000	1999
	£	£
Hire purchase agreements	-	17,950

The hire purchase liabilities are secured on the assets concerned.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30TH JUNE 2000

18. 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. The pension costs charge represents contributions payable by the company to the fund and amounted to £19,424 (1999 £23,078). Prepaid contributions amounted to £1,494 (1999 accrued £2,979).

19. DEFERRED TAXATION

The movement in the deferred taxation provision during the year was:

	2000	1999
	£	£
Provision brought forward	227,811	196,776
Increase in provision	16,370	31,035
Provision carried forward	244,181	227,811
		

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

		2000 £	1999 £
	Excess of taxation allowances over depreciation on fixed assets	244,181	227,811
20.	GOVERNMENT GRANTS		
		2000	1999
		£	£
	Received and receivable:		
	At 1st July 1999	7,847	7,847
	At 30th June 2000	7,847	7,847
	- 14 3 0 14 1 4 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		
	Amortisation:		
	At 1st July 1999	5,708	5,331
	Credit to profit and loss account	321	377
	At 30th June 2000	6,029	5,708
		- 	====
	Net balance at 30th June 2000	1,818	2,139

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30TH JUNE 2000

21. COMMITMENTS UNDER OPERATING LEASES

At 30th June 2000 the company had annual commitments under non-cancellable operating leases as set out below.

	2000		1999	
	Land &	Other	Land &	Other
	Buildings	Items	Buildings	Items
	£	£	£	£
Operating leases which expire:				
Within 1 year	48,750	-	23,250	2,647
Within 2 to 5 years	202,150	127,406	238,150	79,668
After more than 5 years	1,809,812	36,108	1,421,750	-
	2,060,712	163,514	1,683,150	82,315
				

22. CONTINGENCIES

- T J Morris Limited have entered into a bond arrangement with National Westminster Bank Plc providing security for a loan to a third party amounting to £750,000.
- T J Morris acts as guarantor to a lease held by third parties for an annual rental of £63,500 subject to five year reviews.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30TH JUNE 2000

23. RELATED PARTY TRANSACTIONS

The related party transactions which subsisted during the accounting period were as follows:

i) T J Morris (Company Director)

The company paid rent of £36,000 to T J Morris in respect of retail premises occupied by the company. Included within debtors at the balance sheet date is £186,824, due from T J Morris.

ii) A Morris (Brother of T J Morris)

During the accounting year the company charged loan interest to the above amounting to £2,285. A Morris provided the company with consultancy services in the year amounting to £21,277. Included within other debtors at the balance sheet date is £17,910 due from A Morris.

iii) M Sweeting (Sister of T J Morris)

During the accounting year the company bought from the above, goods and services amounting to £46,024 and sold goods to the value of £11. At the balance sheet date an amount of £15 is due to M Sweeting.

iv) Morris Textiles Limited is a company controlled by L & B White (Daughter and Son in Law of T J Morris)

During the accounting year the company bought from and sold to Morris Textiles Limited goods and services amounting to £47,785 and £11,117 respectively. At the balance sheet date included in the accounts is £255,701 due from Morris Textiles Limited.

v) 60 Hope Street Limited (Wholly owned subsidiary of T J Morris Properties Limited of whom T J Morris is a director and major shareholder)

During the accounting year the company bought from and sold to the above, goods amounting to £1,984 and £2,538 respectively. At the balance sheet date an amount of £102,568 is due from 60 Hope Street Limited.

vi) T J Morris Properties Limited (T J Morris is a director and major shareholder)

The company made loan monies available to T J Morris Properties Limited in the year. At the balance sheet date the balance due from T J Morris Properties Limited was £5,222,960. The company leased properties from TJ Morris Properties Limited, the rent payable during the year was £196,558.

24. SHARE CAPITAL

Authorised share capital:

	2000	1999
	£	£
20,000 Ordinary shares of £1 each	20,000	20,000
•		
Allotted, called up and fully paid:		
• • • •	2000	1999
	£	£
Ordinary share capital	20,000	20,000
-		

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30TH JUNE 2000

25. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2000	1999
	£	£
Profit for the financial year	3,420,692	3,990,965
Opening shareholders' equity funds	16,022,255	12,031,290
Closing shareholders' equity funds	19,442,947	16,022,255
		

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

	2000	1999	
	£	£	
Operating profit	5,015,784	5,935,066	
Depreciation	977,951	821,029	
Amortisation of government grants	(321)	(377)	
Decrease/(Increase) in stocks	1,037,541	(182,787)	
Increase in debtors	(1,271,857)	(3,364,787)	
Increase in creditors	707,696	1,092,801	
Net cash inflow from operating activities	6,466,794	4,300,945	
1 0			

27. RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET DEBT

	2000		1999	
	£	£	£	£
Decrease in cash in the period	(167,088)		(281,434)	
Net cash outflow/(inflow) in respect of			,	
hire purchase agreements	17,950		(35,900)	
Cash used to increase liquid resources	1,750,000		1,000,000	
		1,600,862		682,666
Change in net debt		1,600,862		682,666
Net debt at 1st July 1999		1,504,863		822,197
Net debt at 30th June 2000		3,105,725		1,504,863

28. ANALYSIS OF CHANGES IN NET DEBT

ANALYSIS OF CHANGES IN NET DEBT			
	At 1 Jul 1999	Cash flows	At 30 Jun 2000
	£	£	£
Net cash:			
Cash in hand and at bank	14,442	26,898	41,340
Overdrafts	(473,679)	(193,986)	(667,665)
Net cash	(459,237)	(167,088)	(626,325)
Debt due within 1 year	(17,950)	-	(17,950)
Debt due after 1 year	(17,950)	17,950	
Current asset investments	2,000,000	1,750,000	3,750,000
Net funds	1,504,863	1,600,862	3,105,725