Report and Financial Statements

31 December 2005



REPORT AND FINANCIAL STATEMENTS 2005

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DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the year ended 31 December 2005.

ACTIVITIES

The principal activity of the company is the marketing of health, nutritional and beauty products. There has been no change in the principal activity of the company during the year.

REVIEW OF DEVELOPMENTS

As previewed in the 2004 Review of Developments, there was a major change in legislation during 2005, which has made a significant impact upon the company's results. The company has benefited from a piece of fiscal legislation since 1999. However in 2005 the benefit was withdrawn.

Despite this, overall sales (excluding the above-mentioned benefit) did increase by 5% in 2005. In the current business climate this is much better than some other retail companies, many of whom saw a reduction in sales.

Work continued on encouraging new distributors to move through the marketing plan. There were 3 new products released in October 2005, which are proving to be popular and should contribute to strong growth in 2006.

Continued management of the company's cash flow and ongoing review of the best financial products on the market has resulted in a significant increase in interest receipts.

The pound versus dollar exchange rate has proven favourable during the year, giving an overall net gain on foreign exchange transactions.

The start of 2006 has proved positive with first quarter sales being up 4% on 2005. A strategy of aggressive cost control together with strong distributor focus provides a good base for 2006 to be a successful year.

DIVIDENDS AND TRANSFERS TO RESERVES

The directors do not recommend the payment of a dividend (2004 - £nil). The results of the company are set out on page 5.

The loss for the year of £132,132 (2004 - profit of £1,548,167) has been transferred from reserves.

DIRECTORS AND THEIR INTERESTS

The directors who served during the year and their interests in the ordinary share capital of the company were as follows:

Ordinary shares of £1 each

2005

2004

10,000

10,000

R Ltoyd

Maughan

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DIRECTORS' REPORT

AUDITORS

Deloitte & Touche LLP have expressed their willingness to continue in office as auditors and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors and signed on behalf of the Board

R LLOYD Secretary

11 July 2006

STATEMENT OF DIRECTORS' RESPONSIBILITIES

United Kingdom 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 as at the end of the financial year 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
- 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 FOREVER LIVING PRODUCTS (UK) LIMITED

We have audited the financial statements of Forever Living Products (UK) Limited for the year ended 31 December 2005 which comprise the profit and loss account, the balance sheet, the cash flow statement, the reconciliation of net cash flow to movement in net funds and the related notes 1 to 18. These financial statements have been prepared under 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 financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view in accordance with the relevant financial reporting framework 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 other transactions is not disclosed.

We read the directors' report and the other information contained in the annual report for the above year as described in the contents section and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of affairs of the company as at 31 December 2005 and of its loss for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985.

Deloitte & Touche LLP

Chartered Accountants and Registered Auditors

Lte. Loude LL

Birmingham

11 July 2006

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PROFIT AND LOSS ACCOUNT Year ended 31 December 2005

	Note	2005 £	2004 £
TURNOVER	2	22,075,927	24,057,473
Cost of sales		(5,520,458)	(6,059,971)
Gross profit		16,555,469	17,997,502
Distribution costs Administrative expenses Other operating income		(3,762,529)	(12,294,987) (3,601,336) 23,487 (15,872,836)
OPERATING (LOSS)/PROFIT	4	(336,991)	2,124,666
Bank interest receivable		176,452	100,225
(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		(160,539)	2,224,891
Tax on (loss)/profit on ordinary activities	5	28,407	(676,724)
(LOSS)/PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION FOR THE FINANCIAL YEAR	13	(132,132)	1,548,167

All activities derive from continuing operations.

There are no recognised gains and losses other than the loss for the financial year and the profit for the previous financial year. Accordingly, no statement of total recognised gains and losses is given.

BALANCE SHEET 31 December 2005

	Note	£	2005 £	£	2004 £
FIXED ASSETS Tangible assets	6	*	63,671	~	87.316
CURRENT ASSETS Stocks Debtors Cash at bank and in hand	7 8	1,593,865 1,073,289 4,699,396 7,366,550		1,545,156 666,463 5,034,911 7,246,530	
CREDITORS: amounts falling due within one year NET CURRENT ASSETS	9	(2,978,274)	4,388,276	(2,749,767)	4,496.763
TOTAL ASSETS LESS CURRENT LIABILITIES			4,451,947		4,584,079
CAPITAL AND RESERVES Called up share capital Profit and loss account	12 13		10,000 4,441,947		10.000
EQUITY SHAREHOLDERS' FUNDS	14		4,451,947		4,584,079

These financial statements were approved by the Board of Directors on 110000.

Signed on behalf of the Board of Directors

R MAUGHAN

Director

CASH FLOW STATEMENT Year ended 31 December 2005

	Note	2005 £	2004 £
Net cash inflow from operating activities	15	61,735	2,296,391
Return on investment and servicing of finance	16	176,452	100,225
Taxation		(587,500)	(695,621)
Capital expenditure and financial investment	16	(21,210)	(26,470)
Cash (outflow)/inflow before financing being (decrease)/increase in cash in the year		(370,523)	1,674,525
Reconciliation of net cash flow to movement in	17	2005	2004
net funds	17	£ (370, 620)	£
(Decrease)/increase in cash in the year		(370,523)	1,674,525
Exchange movements		35,008	
Movement in net funds in the year		(335,515)	1,674,525
Net funds at 1 January		5,034,911	3,360,386
Net funds at 31 December		4,699,396	5,034,911

1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable UK accounting standards. The particular accounting policies adopted are described below.

Accounting convention

The financial statements are prepared under the historical cost convention.

Turnover

Turnover represents the aggregate of amounts receivable for services and goods supplied in the ordinary course of business, excluding value added tax.

Tangible fixed assets

Tangible fixed assets are stated at cost. Depreciation is provided for all fixed assets to write off their cost over the following periods:

Computers 3 years straight line
Fixtures and office equipment 5 years straight line
Motor vehicles 4 years straight line

Stocks

Stocks are stated at the lower of cost and net realisable value.

Deferred taxation

Deferred tax is recognised in respect of timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as 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 assets and liabilities are not discounted.

Leases

Rental costs under operating leases are charged to the profit and loss account as they are incurred.

Pensions

The company operates a money purchase scheme for the benefit of its employees. The company's contributions to this scheme are shown in Note 3.

Foreign Currency

Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date.

2. ANALYSIS OF TURNOVER AND (LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

The turnover and (loss)/profit before taxation is entirely attributable to the principal activity and arises in the United Kingdom.

3. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

		2005 £	2004 £
	Directors' emoluments Emoluments	52,209	53,677
		No	No
	Average number of persons employed	65	62
		£	£
	Staff costs during the year (including directors)		
	Wages and salaries	1,134,002	1,150,906
	Social security costs	101,029	102,356
	Other pension costs	53,173	59,996
		1,288,204	1,313,258
4.	OPERATING (LOSS)/PROFIT		
		2005	2004
	Operating (loss)/profit is after charging/(crediting):	£	£
	Depreciation		
	Owned assets	44,855	49,762
	Rentals under operating leases		
	Other operating leases	480,480	337,954
	Hire of plant and machinery	17,628	16,525
	Auditors' remuneration	14.000	1 4 7 5 0
	Audit services Other services	14,000	14,750
	Foreign exchange gains	190,131 (35,008)	81,835
	Poleigh exchange gams	(33,008)	
5.	TAX ON (LOSS)/PROFIT ON ORDINARY ACTIVITIES		
		2005 £	2004 £
	United Kingdom corporation tax (credit)/charge at	•	
	30% (2004 – 30%) based on the (loss)/profit for the		
	year	(44,305)	676,775
	Adjustment in respect of prior years	(2,278)	1,206
		(46,583)	677,981
	Deferred taxation		,
	Timing differences, origination and reversal	18,176	(1,257)
		(28,407)	676,724

5. TAX ON (LOSS)/PROFIT ON ORDINARY ACTIVITIES (CONTINUED)

Factors affecting the tax (credit)/charge for the year:

The current tax (credit)/charge varies from the standard rate of UK corporation tax due to the following

factors:				
			2005 £	2004 £
(Loss)/profit on ordinary activities before tax			(160,539)	2,224,891
Tax at 30% (2004 – 30%) Expenses not deductible for tax purposes Capital allowances in excess of depreciation Prior period adjustments			(48,162) 2,430 1,427 (2,278) (46,583)	667,467 8,051 1,257 1,206 677,981
TANGIBLE FIXED ASSETS				
	Computers £	Fittings and office equipment £	Motor vehicles £	Total £
Cost				
A t 1 Tanuary 2005	237 447	316 700	42 370	506 607

6	TANGIBLE FIXED	ACCUTC
D.	TANGIBLE FIXED	ASSEIS

	Computers	and office equipment	Motor vehicles	Total
	£	£	£	£
Cost				
At 1 January 2005	237,447	316,790	42,370	596,607
Additions	13,367	7,843		21,210
At 31 December 2005	250,814	324,633	42,370	617,817
Accumulated depreciation				
At 1 January 2005	210,653	262,622	36,016	509,291
Charge for the year	18,257	23,655	2,943	44,855
At 31 December 2005	228,910	286,277	38,959	554,146
Net book value				
At 31 December 2005	21,904	38,356	3,411	63,671
At 31 December 2004	26,794	54,168	6,354	87,316
				

7. STOCKS

	2005 £	2004 £
Goods for resale	1,593,865	1,545,156

8. DEBTORS

Due within one year	2005 £	2004 £
Trade debtors	10,598	9,671
Amounts owed by related parties (note 10)	333,611	314,663
Deferred tax asset (note 11)	-	18,176
Corporation tax	444,808	-
Other debtors	284,272	323,953
	1,073,289	666,463
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
	2005	2004
	£	£
Trade creditors	147,826	304,494
Corporation tax	-	189,275
Other taxation and social security	548,734	71,855
Amounts owed to related parties (note 10)	774,837	586,709
Accruals and deferred income	1,506,877	1,597,434
	2,978,274	2,749,767
	Trade debtors Amounts owed by related parties (note 10) Deferred tax asset (note 11) Corporation tax Other debtors CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR Trade creditors Corporation tax Other taxation and social security Amounts owed to related parties (note 10)	Due within one year £ Trade debtors 10,598 Amounts owed by related parties (note 10) 333,611 Deferred tax asset (note 11) - Corporation tax 444,808 Other debtors 284,272 1,073,289 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR Trade creditors 2005 £ Trade creditors 147,826 Corporation tax - Other taxation and social security 548,734 Amounts owed to related parties (note 10) 774,837 Accruals and deferred income 1,506,877

10. RELATED PARTY TRANSACTIONS

The ultimate controlling party is Mr R Maughan, the director and principal shareholder.

The trading transactions with related parties is summarised as follows:

	Purchases		Sale	es
	2005	2004	2005	2004
	£	£	£	£
Forever Living Products Baltics	-	-	132	-
Forever Living Products Bulgaria	_	-	-	21
Forever Living Products Cyprus	-	-	2,081	-
Forever Living Products France	-	-	661	802
Forever Living Products Germany	57,342	11,252	192,949	311,475
Forever Living Products Greece	-	68,272	3,849	3,811
Forever Living Products Hungary	-	-	35,131	38,292
Forever Living Products Ireland	24,074	-	70,145	48,946
Forever Living Products Indonesia	=	=	-	9
Forever Living Products Israel	-	-	-	390
Forever Living Products Italy	_	-	7,484	2,462
Forever Living Products Kenya	=	•	998	-
Forever Living Products Netherlands	-	-	17,566	19,171
Forever Living Products Nigeria	-	-	16,343	26,157
Forever Living Products Poland	-	-	1,127	1,138
Forever Living Products Portugal		-	1,256	852
Forever Living Products Slovak Republic	-	-	496	189
Forever Living Products Spain	-	-	7,689	158
Forever Living Products Sweden	41,937	4,602	57,347	49,771
Forever Living Products Switzerland	-	-	195	-
Forever Living Products Turkey	-	-	-	4,624
Forever Living Products Iceland	-	_	134,043	80,307
Forever Living Products Japan	<u>-</u>	1,572	<u>-</u>	-

10. RELATED PARTY TRANSACTIONS (CONTINUED)

The year end balances with related parties is summarised as follows:

	Amounts due from related party		Amounts due to related pa	
	2005	2005 2004		2004
	£	£	£	£
Forever Living Products Cyprus	448	-	-	-
Forever Living Products France	200	93	-	-
Forever Living Products Germany	533	(328)	-	-
Forever Living Products Hungary	(2)	(11)	-	-
Forever Living Products Ireland	1,582	528	-	-
Forever Living Products Italy	180	-	-	-
Forever Living Products Kenya	998	-	-	-
Forever Living Products Netherlands	2,508	1,689	-	-
Forever Living Products Nigeria	-	2,040	-	-
Forever Living Products Portugal	-	66	-	-
Forever Living Products Russia	155	-	-	-
Forever Living Products Spain	-	124	-	-
Forever Living Products Sweden	3,373	4,223	-	-
Forever Living Products Switzerland	(25)	-	-	-
Forever Living Products Iceland	323,661	306,239	-	-

The company owed the following amounts to Aloe Vera of America Inc, a company controlled by Mr R Maughan.

	2005	2004
	£	£
Aloe Vera of America Inc	774,837	586,709

During the year the company purchased goods and services to the value of £5,045,747 (2004 - £5,145,445) from Aloe Vera of America Inc.

The company occupies premises owned by Mr R Maughan, for which £250,000 (2004 - £234,000) rent was charged in the year.

Forever Living Products Iceland was also charged £22,573 (2004 - £23,542) for administration services performed by the company on their behalf.

NOTES TO THE ACCOUNTS Year ended 31 December 2005

11.	DEFERRED TAXATION				
	Balance at 1 January 2005 Current year charge to profit and loss account			£ 18,176 (18,176)	
	Balance at 31 December 2005 (Note 8)			-	
	The amounts provided in the accounts are as follows:				
		Provid		Unpro	
		2005 £	2004 £	2005 £	2004 £
	Capital allowances in advance of depreciation	-	(18,176)	(19,602)	-
	The deferred tax asset for the current year has not been a certainty that the company will make sufficient profits in c				n reasonable
12.	CALLED UP SHARE CAPITAL				
				2005 £	2004 £
	Authorised, allotted and fully paid 10,000 Ordinary shares of £1 each			10,000	10,000
13.	PROFIT AND LOSS ACCOUNT				
				£	
	At 1 January 2005 Retained loss for the year			4,574,079 (132,132)	
	At 31 December 2005			4,441,947	
14.	RECONCILIATION OF MOVEMENTS IN SHAREH	IOLDERS'	FUNDS		
				2005 £	2004 £
	(Loss)/profit for the financial year Opening shareholders' funds			(132,132) 4,584,079	1,548,167 3,035,912
	Closing shareholders' funds			4,451,947	
				· · · · · · · · · · · · · · · · · · ·	-

15. RECONCILIATION OF OPERATING (LOSS)/PROFIT TO OPERATING CASH FLOWS

	2005 £	2004 £
Operating (loss)/profit	(336,991)	2,124,666
Depreciation	44,855	49,762
Increase in stock	(48,709)	(104,609)
Decrease in debtors	19,806	(93,134)
Increase in creditors	417,782	319,706
Exchange differences	(35,008)	-
Net cash inflow from operating activities	61,735	2,296,391

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

	2005 £	2004 £
Return on investment and servicing of finance Interest receivable	176,452	100,225
Capital expenditure and financial investment Purchase of tangible fixed assets being net cash outflow from capital expenditure and financial investment	(21,210)	(26,470)

17. RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS

	At 1 Jan 2005 £	Cash flow £	Exchange differences £	At 31 Dec 2005 £
Cash in hand and at bank	5,034,911	(370,523)	35,008	4,699,396

18. FINANCIAL COMMITMENTS

Capital commitments

There were no capital commitments contracted for but not provided at 31 December 2005 (2004 - £Nil).

Operating lease commitments

At 31 December 2005, the company was committed to making the following payments during the next year in respect of operating leases.

	Land and buildings		
	2005	2004	
	£	£	
Leases which expire:			
Within one year	107,500	243,100	
Within two to five years	361,502	317,750	
	469,002	560,850	

ADDITIONAL INFORMATION

The additional information on page 18 has been prepared from the accounting records of the company. While it does not form part of the statutory financial statements, it should be read in conjunction with them and the auditors' report thereon.

TRADING ACCOUNT Year ended 31 December 2005

	£	2005 £	£	2004 £
TURNOVER		22,075,927		24,057,473
Cost of sales	1.545.156		1 440 547	
Opening stock Purchases, freight and duty	1,545,156 5,569,167		1,440,547 6,164,580	
Closing stock	(1,593,865)		(1,545,156)	
		5,520,458		6,059,971
GROSS PROFIT		16,555,469		17,997,502
Distribution costs				
Bonuses	9,878,026		9,478,070	
Royalties	1,764,474		1,479,301	
Motor, travel and entertaining	188,807		187,483	
Printing and publicity	1,110,063		943,487	
Warehouse and delivery	190,668		206,646	
				
		13,132,038		12,294,987
Administrative expenses				
Wages, salaries and employment costs	1,372,337		1,394,717	
Repairs and maintenance	330,219		306,409	
Telephones	59,084		61,503	
Heat, light and power	25,533		13,978	
Rent, rates and insurances	700,849		715,889	
Bank charges	225,794		234,718	
Legal and professional fees	351,826		232,142	
Audit and accountancy	217,381		96,585	
Management expenses	320,095		396,070	
Depreciation	44,855		49,762	
Gain on exchange	(35,008)		-	
Sundry expenses	149,564		99,563	
		3,762,529		3,601,336
Other operating income		2,107		23,487
OPERATING (LOSS)/PROFIT		(336,991)		2,124,666