Company number: 2398420

Crown Speciality Packaging UK Plc (formerly Speciality Packaging (UK) plc)

Annual Report

For the year ended 31 December 2003

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COMPANIES HOUSE 28/10/04

CROWN SPECIALITY PACKAGING UK PLC

(formerly Speciality Packaging (UK) plc)

Directors' report for the year ended 31 December 2003

The Directors present their report and the audited financial statements of the Company for the year ended 31 December 2003.

Principal activity

The principal activity of the Company is the manufacture and sale of tinplate based promotional packaging.

Change of name

On 23 December 2003, the Company changed its name from Speciality Packaging (UK) plc to Crown Speciality Packaging UK plc.

Review of the business and future developments

During 2003 the company maintained its trading position and market share despite strong European competition. Again the market was resistant to price increases, but the company was successful in reducing its cost of production. Further reduction of working capital was achieved throughout the year by focusing on stock levels and customer compliance with credit terms.

Results and dividends

The Company made a profit after taxation of £4,370,000 (2002: £1,187,000). The Directors do not recommend payment of a dividend (2002: £NIL). The retained profit has been transferred to reserves.

Directors

The Directors who served during the year and at the date of this report are as follows:

N I Mullen

J McCann

CarnaudMetalbox Group UK Limited

The directors had no interest in the shares of the company or any other group company that are required to be disclosed under Schedule 7 of the Companies Act 1985.

Research and development

The Company makes use of the CarnaudMetalbox Group's research and development facilities at Wantage for product and process development.

Employment policies

It is the Company's policy to keep employees fully informed on matters, which affect them through direct face-to-face communications and collective procedures for joint consultation.

Throughout the year the development of communication skills at all levels of management has received a high priority. The drive for quality in all businesses has served as an important focus for improved communication with employees. It has provided opportunities for involving employees and enlisting their commitment through training and joint problem solving.

Delegation of management responsibility to the individual businesses has been fully accomplished and regular communications about financial performance and future plans have kept employees well informed and enabled them to identify the need for competitiveness for the success of the various enterprises.

Directors' report for the year ended 31 December 2003 (continued)

Disabled persons

The Company's policy on the employment of disabled persons continues to be applied as positively as possible. New opportunities have however been limited but care has nonetheless been taken to maintain jobs for the disabled and to search carefully for each limited new appointment.

Statement of directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year that 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. The directors are required to prepare the financial statements on the going concern basis, unless it is inappropriate to presume that the company will continue in business.

The directors confirm that suitable accounting policies have been used and applied consistently. They also confirm that reasonable and prudent judgements and estimates have been made in preparing the financial statements for the year ended 31 December 2003 and that applicable accounting standards have been followed.

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and 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, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their reappointment will be proposed at the Annual General Meeting.

By Order of the Board

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N. J. Mullen

Director

Independent auditors' report to the members of Crown Speciality Packaging UK plc

We have audited the financial statements, which comprise the profit and loss account, the balance sheet and the related notes.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and accounting standards are set out in the statement of directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards issued by the Auditing Practices Board. This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

We report to you our opinion as to whether the financial statements 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 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 transactions is not disclosed.

Basis of audit 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 at 31 December 2003 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

PricewaterhouseCoopers LLP Chartered Accountants and Registered Auditors Reading

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25th October 2004

Profit and loss account for the year ending 31 December 2003

ending 31 December 2003	Notes	2003 £000	2002 £000
Turnover	2	59,858	57,448
Cost of sales	3	(54,977)	(53,020)
Operating Profit		4,881	4,428
Interest payable and similar charges	4		(2,720)
Profit on Ordinary Activities before Taxation		4,881	1,708
Taxation	5	(511)	(521)
Profit on Ordinary Activities after Taxation	13	4,370	1,187

All activities are attributable to continuing operations.

There are no recognised gains and losses other than those shown above, and therefore no separate statement of total recognised gains and losses has been presented.

There is no difference between the profit on ordinary activities before taxation and the retained profit for the financial year stated above and their historical cost equivalent.

Balance sheet as at 31 December 2003			
	Notes	2003 £000	2002 £000
Fixed Assets			
Tangible assets	7	7,787	9,009
Current Assets			
Stocks Debtors	8 9	5,223 6,168	5,079 6,665
Cash at bank and in hand		5	3
		11,396	11,747
Creditors – amounts falling due within one year	10	(43,778)	(49,500)
Net Current Liabilities		(32,382)	(37,753)
Total Assets less Current Liabilities		(24,595)	(28,744)
Provisions for Liabilities and Charges	11	(1,389)	(1,610)
Net Liabilities		(25,984)	(30,354)
Capital and Reserves			
Called up share capital	12	20,721	20,721
Profit and loss account (deficit)	13	(46,705)	(51,075)
Equity Shareholder's Deficit Non-Equity Shareholders' Funds		(30,205) 4,221	(34,575) 4,221
Total Shareholder's Deficit	14	(25,984)	(30,354)

The financial statements on pages 4 to 16 were approved by the Board of directors on 12th October 2004 and signed on its behalf by:

N. J. Mullen Director

Notes to the financial statements - 31 December 2003

1 Accounting policies

Basis of accounting

These financial statements are prepared on the going concern basis under with the historical cost convention, in accordance with the Companies Act 1985 and applicable accounting standards. The principal accounting policies which have been consistently applied are set below.

Going concern basis

The Company has net liabilities and is reliant upon continued financial support from Group companies. Crown Packaging UK plc (formerly CarnaudMetalbox plc), the immediate parent undertaking, has confirmed to the Directors that it will continue to provide such support as may be necessary for the Company to continue in business. On this basis the Directors are of the opinion that the Company will be able to continue as a going concern and the financial statements have therefore been prepared on that basis.

Turnover

Turnover is based on the invoiced value of sales excluding VAT, similar sales-related taxes and trade discounts and is recognised upon despatch of goods.

Research and development expenditure

Research and development expenditure is written off to the profit and loss account in the period in which it is incurred.

Foreign currencies

In the Company's financial statements transactions denominated in foreign currencies are recorded in the local currency at actual exchange rates as of the date of the transaction, or where appropriate at the rate of exchange in a related forward exchange contract. Monetary assets and liabilities denominated in foreign currencies at the year end are reported at the rates of exchange prevailing at the year end or, where appropriate, at the rate of exchange in a related forward exchange contract. Any gain or loss arising from a change in exchange rates subsequent to the date of the transaction is included as an exchange gain or loss in the profit and loss account.

Cash flow statement

The company has taken advantage of the exemption available under Financial Reporting Standard No.1 (revised 1996), from preparing a cash flow statement since the company is a wholly owned subsidiary of a group headed by Crown Holdings Inc., and the cash flows of the company are presented in the accounts of Crown Holdings Inc, which are publicly available.

Stocks

Stocks and work in progress are stated at the lower of cost and net realisable value. Cost is determined on a first in, first out basis. The cost of work in progress and finished goods comprises material, labour and attributable manufacturing overheads.

Provision is made for obsolete, slow moving or defective items where appropriate.

Notes to the financial statements – 31 December 2003 (Continued)

1 Accounting Policies (continued)

Tangible fixed assets

Tangible fixed assets are stated at cost and written off using the straight-line method over their estimated useful lives, which, for the major categories, are:

Plant and machinery 10 years
Fixtures, fittings, tools and equipment 5-10 years
Improvements to leasehold buildings 17 years

Assets under construction are not depreciated.

Operating leases

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis.

Corporation tax

Corporation tax payable is provided on taxable profits at the current rate.

The taxation liabilities of certain group companies are reduced wholly or in part by the surrender of losses by fellow group companies. The tax benefits arising from group relief are not recognised in the accounts of the surrendering and recipient companies.

Deferred tax

Deferred tax is recognised in respect of all 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.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on a basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover the carried forward tax losses and from which the future reversal of underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and law that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

Pension benefits

The company participates in the Group's pension scheme, which operates both a defined contribution scheme and a defined benefit scheme. It is the company's policy to provide post-retirement health benefits to certain employees upon fulfilment of pre-defined criteria. The corresponding liability of the company, for this unfunded benefit, has been recorded with a charge against operating profits.

Pension costs and post-retirement medical costs for the group's benefit schemes are charged to the profit and loss account. Pension costs are spread over the expected service lives of the employees.

Notes to the financial statements – 31 December 2003 (Continued)

2 Segmental information

Geographical analysis of turnover, all of which arises from the Company's principal activity.

	2003 £000	2002 £000
EU Countries Rest of Europe	58,352 11	55,809 52
Rest of world	1,495	1,587_
	59,858	57,448

3 Cost of sales

	2003 £000	2002 £000
Change in stocks of finished goods and work in progress Own work capitalised	30 (409)	(674) (461)
Raw materials and consumables	25,208	25,551
Staff costs (see note 6)	16,484	14,881
Depreciation of tangible fixed assets	2,063	2,297
Hire of plant and machinery (all under operating leases)	434	426
Auditors remuneration – audit services	51	46
Distribution costs	4,711	3,053
Selling and marketing costs	111	247
Research and Development costs	987	941
Redundancy costs/(release)	121	(25)
Net exchange gain	(48)	(11)
Post retirement medical benefits	9	10
Other operating charges	5,225	6,739_
	54,977	53,020

Notes to the financial statements – 31 December 2003 (Continued)

4 Interest payable and similar charges

	2003 £000	2002 £000
Paid on loans from fellow Group undertakings	-	2,720

From 1 January 2003 no interest was charged on the intra UK Group cash pooling balance.

5 Taxation

(a) Analysis of charge in period

	2003	2002
	£000	£000
Current tax:		
UK corporation tax at 30% (2002: 30%)	717	745
Adjustments in respect of prior year	24	16
Total current tax	741	761
Deferred tax:		
Origination and reversal of timing differences	(230)	(240)
Total deferred tax	(230)	(240)
Total tax on profit on ordinary activities	511	521

(b) Factors affecting the tax charge for the period

The tax assessed for the year is lower (2002: higher) than the standard rate of corporation tax in the UK (30%). The differences are explained below:

	2003 £000	2002 £000
Profit on ordinary activities before taxation	4,881	1,708
Profit on ordinary activities multiplied by the standard Rate in UK (30%)	1,464	512
Effects of: Expenses not deductible for tax purposes Imputed interest expense Adjustments in respect of previous periods	10 (963) 24	9 - 16 224
Accelerated capital allowances and other timing differences Total current tax charge	741	761

Notes to the financial statements – 31 December 2003 (Continued)

6 Employees

Average weekly number of employees (including Executive Directors):

	2003 Number	2002 Number
Production	548	550
Administration	111	106
	659	656
Staff costs (including executive directors):		
Staff costs (including executive directors):	2003 £000	2002 £000
	£000	£000
Wages and salaries		
	£000 14,538	£000 13,859

The Company re-commenced employers contributions to the Metal Box Pension Scheme with effect from 1 April 2003

Emoluments of directors

Directors receive no fees, remuneration or other emoluments in respect of the office of Director. Any emoluments paid to such individuals are solely in respect of other employment within the Company.

	2003 £000	2002 £000
Aggregate other emoluments of the Directors of the Company:	109	44
Number of directors to whom retirement benefits are accruing under defined benefit pension scheme	2	2

Notes to the financial statements – 31 December 2003 (Continued)

7 Tangible fixed assets

	Improvements to leasehold buildings £000	Plant and machinery £000	Fixtures, fittings, tools and equipment £000	Total £000
Cost				
At 1 January 2003 Additions Intergroup transfer	1,424	36,819 832 17	1,475 - -	39,718 832 17
At 31 December 2003	1,424	37,668	1,475	40,567
Depreciation				
At 1 January 2003 Charge for year Intergroup transfer	695 76	29,027 1,835 8	987 152	30,709 2,063 8
At 31 December 2003	771	30,870	1,139	32,780
Net Book Value				
At 31 December 2003	653	6,798	336	7,787
At 31 December 2002	729	7,792	488	9,009

Plant and machinery includes the cost of assets in the course of construction of £722,000 (2002: £222,000).

The transfer of fixed assets to Group undertakings took place at net book value.

Notes to the financial statements – 31 December 2003 (Continued)

8 Stocks

	2003 £'000	2002 £'000
Raw materials and consumables	1,784	1,610
Work in progress	1,631	1,681
Finished goods	1,808	1,788
	5,223	5,079
9 Debtors		
	2003 £'000	2002 £'000
Amounts falling due within one year		
Trade debtors	3,977	4,231
Amounts due from Group undertakings	1,931	2,066
Other debtors	97	210
Prepayments and accrued income	163	158
	6,168	6,665
10 Creditors – amounts falling due within one year		
	2003	2002
	£'000	£'000
Trade creditors	6,430	5,280
Amounts due to Group undertakings	31,607	39,138
VAT, payroll tax and social security	2,390	2,372
Accruals and deferred income	2,610	1,949
Corporation taxation	741	761
	43,778	49,500

Loans owed to Group undertakings did not bear interest with effect from January 2003, and are repayable within one year.

Notes to the financial statements – 31 December 2003 (Continued)

11 Provisions for liabilities and charges

	Post retirement medical benefit (note 18) £000	Deferred taxation £000		Total £000
At 1 January 2003 Profit and loss (charge)/credit in year	(415) (9)	(1,195) 230		(1,610) 221
At 31 December 2003	(424)	(965)		(1,389)
Full provision has been made for defer	red taxation at 30% and the pro-	vision comprises:	2003 £000	2002 £000
Accelerated capital allowances Other timing differences	·		1,092 (127)	1,320 (125)
			965	1,195
12 Share capital Authorised:			2003 £000	2002 £000
16,500,000 non-voting ordinary share	es of £1 each (Equity)		16,500	16,500
1,000 5% cumulative preference share	es of £1 each (Non-Equity)		1	1
5,000,000 preference shares of £1 each	ch (Non-Equity)		5,000	5,000
			21,501	21,501
Allotted, called up and fully paid				
16,500,000 non-voting ordinary shar	es of £1 each (Equity)		16,500	16,500
1,000 5% cumulative preference share	es of £1 each (Non-Equity)		1	1
4,220,000 preference shares of £1 ea	ch (Non-Equity)		4,220	4,220
			20,721	20,721

Notes to the financial statements – 31 December 2003 (Continued)

12 **Share capital (continued)**

The non-voting ordinary shareholders have:

- no right to dividends other than those that may be recommended by the directors;
- no redemption rights;
- unlimited right to share in the surplus remaining on a winding up after all liabilities and participation rights of other classes of shares have been satisfied

The 5% cumulative preference shareholders have:

- the right to a fixed cumulative preferential dividend at a rate of 5% per annum on the capital paid up thereon for the time being;
- no redemption rights;
- the right to receive Notices of General Meetings of the Company and to attend and vote thereat;
- the right in a winding up to have the capital paid thereon and all arrears of dividend up to the date of commencement of the winding up, paid off, in priority to any payment off of capital on the Non-voting shares but with no further right to participate in the profits or assets of the Company.

The preference shareholders have:

- no right to dividends other than those that may be recommended by the directors;
- no redemption rights;
- the right to receive Notices of General Meetings of the Company and to attend and vote thereat;
- the right in a winding up to have the capital paid thereon in priority to any payment-off of capital on the ordinary shares, but with no further right to participate in the assets of the Company.

Profit and loss account (deficit) 13

	2003 £000
At beginning of year	(51,075)
Profit for the financial year	4,370
At end of year (deficit)	(46,705)
	

14 Reconciliation of movement in sharehold	er's deficit	
	2003 £000	2002 £000
At beginning of year	(30,354)	(31,541)
Profit for the financial year	4,370	1,187
At end of year	(25,984)	(30,354)

Notes to the Financial Statements – 31 December 2003 (Continued)

15 Lease obligations

The Company is committed to paying under non-cancellable operating leases, the following annual amounts in respect of:

respect of:	2003 £000	2002 £000
Land and buildings		
Over 5 years	61	
Other than land and buildings		
Within one year	81	41
Between two and five years	186	265
	267	306
16 Capital expenditure commitments		
	2003 £000	2002 £000
Contracted for but not provided	73	1

17 Retirement benefits

Pension scheme

The Company participates in the Group's UK pension scheme, the Metal Box Pension Scheme, which is operated by CarnaudMetalbox Group UK Ltd and comprises both a defined benefit and defined contribution scheme providing benefits to certain employees within the Group. The scheme is funded and the assets of the scheme are held separately from the Group's assets in a Trustee administered fund.

The latest actuarial valuation of the UK Group scheme was carried out as at 31 December 2003 by professionally qualified independent actuaries. Details of this valuation are contained in the financial statements of Crown UK Holdings Ltd.

The normal contributions paid by the Company for the period ended 31 December 2003 were £817,000 (2002: £Nil). All amounts due in the year were paid and as such there are no accruals or prepayments in respect of pension scheme contributions at the year end. The contributions are based on pension costs across the Group as a whole.

Under Financial Reporting Standard Number 17 ("Retirement Benefits"), the scheme would be accounted for as a defined contribution scheme as the Company is unable to identify its shares of the underlying assets and liabilities in the scheme on a consistent and reasonable basis.

Notes to the financial statements – 31 December 2003 (Continued)

17 Retirement benefits (continued)

Post retirement medical costs

The Company continues to participate in private post retirement schemes for certain Executives and, in some instances, their dependants. The latest actuarial valuation of the scheme was carried out as at 31 December 2003. The costs provided for in the year were £9,000 (2002: £10,000).

18 Guarantees

There is a fixed charge over the Company's fixed assets, and a floating charge over the Company's current assets which supports the Group's external funding.

19 Ultimate parent undertaking

The Company's immediate parent undertaking is Crown Packaging UK plc (formerly CarnaudMetalbox plc), a company registered in the UK.

Crown Cork & Seal Company, Inc, a company incorporated in the USA, was the ultimate controlling party up until 26 February 2003. Subsequently, the ultimate controlling party changed to Crown Holdings, Inc., which is similarly incorporated in the USA.

The smallest and largest groups for which accounts are prepared and which include the accounts of the Company are Crown UK Holdings Limited and Crown Holdings, Inc.

Copies of the group accounts of Crown UK Holdings Limited and Crown Holdings, Inc may be obtained from CarnaudMetalbox Group UK Limited, Downsview Road, Wantage, Oxon OX12 9BP.

20 Related parties

The Company has taken advantage of the exemption available under paragraph 3 (c) from the provisions of in FRS 8 'Related Party Disclosures' which requires the disclosure of the details of material transactions between the reporting entity and any related parties, on the grounds that it is a wholly owned subsidiary of a group headed by Crown Holdings Inc., a company incorporated in the US whose accounts are publicly available.