

Company Registration No. 175064

FILOFAX GROUP LIMITED

Report and Financial Statements

31 January 2003



Deloitte & Touche LLP
Edinburgh

FILOFAX GROUP LIMITED

REPORT AND FINANCIAL STATEMENTS 2003

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FILOFAX GROUP LIMITED

REPORT AND FINANCIAL STATEMENTS 2003

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

G Presly
G Raw

SECRETARY

DM Company Services Limited

REGISTERED OFFICE

Royal London House
22/25 Finsbury Square
London
EC2A 1DS

BANKERS

Bank of Scotland
London Chief Office
PO Box 267
38 Threadneedle Street
London
EC2P 2EH

SOLICITORS

Dickson Minto WS
11 Walker Street
Edinburgh
EH3 7NE

AUDITORS

Deloitte & Touche LLP
Edinburgh

FILOFAX GROUP LIMITED

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the year to 31 January 2003.

ACTIVITIES

The principal activity of the company during the year continued to be that of a holding company of subsidiaries involved in the supply of stationery products.

REVIEW OF DEVELOPMENTS

The company did not trade during the current or preceding period.

The profit for the period after taxation amounted to £6,535,000 (27 July 2001 to 31 January 2002 - £Nil).

DIVIDENDS

The directors have recommended the payment of a dividend of £5,000,000 (27 July 2001 to 31 January 2002 - £Nil).

FUTURE PROSPECTS

The directors do not anticipate the company resuming trading activities in the foreseeable future.

DIRECTORS AND THEIR INTERESTS

The present membership of the board is set out on page 1.

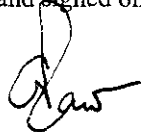
No director held any interest in the ordinary shares of the company at 31 January 2003 or 31 January 2002.

The interests of the directors in the shares of the ultimate parent undertaking, Letts Filofax Group Limited, are disclosed in their respective financial statements.

AUDITORS

On 1 August 2003, Deloitte & Touche, the Company's auditors transferred their business to Deloitte & Touche LLP, a limited liability partnership incorporated under the Limited Liability Partnerships Act 2000. The Company's consent has been given to treating the appointment of Deloitte & Touche as extending to Deloitte & Touche LLP with effect from 1 August 2003 under the provisions of section 26(5) of the Companies Act 1989. A resolution to re-appoint Deloitte & Touche LLP as the Company's auditors will be proposed at the forthcoming Annual General Meeting.

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



G Raw

Director

Date: 21/11/03

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; 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. 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 FILOFAX GROUP LIMITED

We have audited the financial statements of Filofax Group Limited for the year ended 31 January 2003 which comprise the profit and loss account, the balance sheet and the related notes 1 to 14. 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 financial statements in accordance with applicable United Kingdom law and accounting standards.

Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and auditing standards.

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 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 with the company is not disclosed.

We read the directors' report for the above period and consider the implications for our report if we become aware of any apparent misstatements.

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



Deloitte & Touche LLP
Chartered Accountants and Registered Auditors
Edinburgh

25 November 2003

FILOFAX GROUP LIMITED

PROFIT AND LOSS ACCOUNT Year ended 31 January 2003

	Note	31 January 2003 £'000	27 July 2001 to 31 January 2002 £'000
Income from group undertakings	3	6,535	-
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		6,535	-
Tax on profit on ordinary activities	4	-	-
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		6,535	-
Dividends	5	(5,000)	-
RETAINED LOSS FOR THE FINANCIAL PERIOD		1,535	-
Retained profit brought forward		504	504
Retained profit carried forward		2,039	504

All results derive from continuing operations.

There have been no recognised gains and losses attributable to the shareholders other than the results for the current and preceding financial period and, accordingly, no Statement of Total Recognised Gains and Losses is shown.

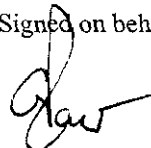
FILOFAX GROUP LIMITED

BALANCE SHEET As at 31 January 2003

	Note	2003 £'000	Restated (see note 1) 2002 £'000
FIXED ASSETS			
Investments	6	12,078	12,078
CURRENT ASSETS			
Debtors due after more than one year:			
Amounts owed by group undertakings	7	6,608	5,073
CREDITORS: amounts falling due within one year	8	(6)	(6)
NET CURRENT ASSETS		6,602	5,067
TOTAL ASSETS LESS CURRENT LIABILITIES		18,680	17,145
CREDITORS: amounts falling due after more than one year			
Amounts owed to group undertakings		(5,064)	(5,064)
NET ASSETS		13,616	12,081
CAPITAL AND RESERVES			
Called up share capital	9	1,256	1,256
Share premium account	10	1,990	1,990
Capital redemption reserve	10	325	325
Other reserves	10	8,006	8,006
Profit and loss account	10	2,039	504
TOTAL EQUITY SHAREHOLDERS' FUNDS	11	13,616	12,081

These financial statements were approved by the Board of Directors on 21/11/03

Signed on behalf of the Board of Directors



G Raw

Director

NOTES TO THE ACCOUNTS

Year ended 31 January 2003

1. ACCOUNTING POLICIES

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

Accounting convention

The financial statements are prepared under the historical cost convention.

Restatement

Intercompany debtor and creditor balances represent long term loans and exclude trading balances which are settled prior to the year end. The directors of lending companies within the group have confirmed that these balances were not repayable within one year at 31 January 2003 or 31 January 2002. Accordingly all intercompany balances have been reclassified as due after more than one year and comparative figures have been restated.

Cash flow statement

Under Financial Reporting Standard 1 (Revised) the company is exempt from the requirement to produce a cash flow statement as the ultimate parent undertaking, Letts Filofax Group Limited, includes the company in its own published consolidated financial statements.

Investments

Investments held as fixed assets are stated at cost less provision for any impairment.

2. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

The only employees of the company in the current and prior period were the directors. In the current year the directors received no remuneration for services to the company (27 July 2001 to 31 January 2002 - £Nil).

3. INCOME FROM GROUP UNDERTAKINGS

	31 January 2003 £'000	27 July 2001 to 31 January 2002 £'000
Dividends received	6,535	-

FILOFAX GROUP LIMITED

NOTES TO THE ACCOUNTS

Year ended 31 January 2003

4. TAX ON PROFIT ON ORDINARY ACTIVITIES

	31 January 2003 £'000	27 July 2001 to 31 January 2002 £'000
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Current taxation

UK corporation tax charge for the year

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The standard rate of tax for the year, based on the UK standard rate of corporation tax is 30%. The actual tax charge for the current and the previous periods differs from the standard rate for the reasons set out in the following reconciliation:

	31 January 2003 £'000	27 July 2001 to 31 January 2002 £'000
Profit on ordinary activities before tax	6,535	-
Tax on profit on ordinary activities at standard rate	1,960	-
<i>Factors affecting charge for the period</i>		
Non taxable dividend income	(1,960)	-
Total actual amount of current tax	-	-

5. DIVIDENDS

	31 January 2003 £'000	27 July 2001 to 31 January 2002 £'000
Final paid – 19.9p per ordinary share (27 July 2001 – 31 January 2002 – £Nil)	5,000	-

FILOFAX GROUP LIMITED

NOTES TO THE ACCOUNTS Year ended 31 January 2003

6. INVESTMENTS HELD AS FIXED ASSETS

	Shares in subsidiary undertakings £'000	Loans to subsidiary undertakings £'000	Total £'000
Cost and net book value			
At 31 January 2003 and 31 January 2002	9,828	2,250	12,078

The following are the principal subsidiary undertakings of the company as at 31 January 2003. The holdings represent 100% of the issued ordinary share capital of each company.

Name	Principal activity	Country of incorporation
Filofax Limited	Supplier of organisers	England
Drakes Office Systems Limited	Supplier of stationery products	England
Filofax A/S*	Distributor of organisers	Denmark
Filofax AB*	Distributor of organisers	Sweden
Filofax GmbH	Distributor of organisers	Germany
Filofax Hong Kong Limited*	Sourcing of organiser wallets	Hong Kong
Filofax SARL*	Distributor of organisers	France
Filofax Italia SRL*	Distributor of organisers	Italy

* Investment held by a subsidiary undertaking.

The company is exempt under section 228 of the Companies Act 1985 from the requirement to prepare consolidated financial statements. The parent for the smallest and largest group for which group financial statements are drawn up and of which the company is a member is Letts Filofax Group Limited.

7. DEBTORS

	2003 £'000	Restated (see note 1) 2003 £'000
Amounts owed by group undertakings: due after more than one year	6,608	5,073

8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2003 £'000	Restated (see note 1) 2002 £'000
Accruals	6	6

FILOFAX GROUP LIMITED

NOTES TO THE ACCOUNTS

Year ended 31 January 2003

9. CALLED UP SHARE CAPITAL

	2003 £'000	2002 £'000
Authorised		
50,000,000 ordinary shares of 5p each	2,500	2,500
Called up, allotted and fully paid		
25,124,059 ordinary shares of 5p each	1,256	1,256

10. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	Share premium account £'000	Capital redemption reserve £'000	Other reserves £'000	Profit and loss account £'000	Total £'000
At 1 February 2002	1,990	325	8,006	504	10,825
Profit retained for the financial year	-	-	-	1,535	1,535
At 31 January 2003	1,990	325	8,006	2,039	12,360

11. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	2003 £'000	2002 £'000
Profit for the financial period	6,535	-
Dividends	(5,000)	-
Net movement in shareholders' funds	1,535	-
Opening shareholders' funds	12,081	12,081
Closing shareholders' funds	13,616	12,081

12. CONTINGENT LIABILITIES

Guarantees have been given by the company for group borrowings which at 31 January 2003 amounted to £7,692,000 (31 January 2002 - £15,927,000).

13. PARENT COMPANY

The company's parent company is Letts Filofax Group Limited, a company registered in Scotland. Copies of the group financial statements are available from 11 Walker Street, Edinburgh, EH3 7NE.

14. RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption available under Financial Reporting Standard 8 with regard to the non-disclosure of transactions between group companies.