Company Registration No. 516832 (England and Wales)

E P PACKAGING LIMITED ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2000

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DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2000

The directors present their report and financial statements for the year ended 31 December 2000.

Principal activities and review of the business

The principal activity of the company was that of a manufacturer of plastic packaging for the food, cosmetic and toy industries.

Whilst volumes continued to grow during 2000 the results were affected by a significant bad debt late in the year and by a decision to provide for the write down of stock and tooling to a greater extent than usual, a circumstance that was necessary but which is not expected to recur.

The management team was strengthened in the later part of the year and a degree of restructuring took place. As a result performance is confidently expected to improve in 2001.

Results for the first quarter of 2001 confirm that confidence.

The company's balance sheet as detailed on page 5 show a satisfactory position, shareholder's funds amounting to £1,018,537.

Results and dividends

The results for the year are set out on page 4.

The directors do not recommend payment of an ordinary dividend.

Directors

The following directors have held office since 1 January 2000:

R A Thompson

R E Steele (Resigned 31 December 2000)

A W Haiselden

N C Pretzlik

K Baldwin

C W Gawne

R Franklin (Appointed 1 November 2000)

Directors' interests

The directors' beneficial interests in the shares of the company were as stated below:

	Or	dinary of 25p each
	31 December 2000	1 January 2000
A W Haiselden	-	-
N C Pretzlik	-	-
K Baldwin	-	-
C W Gawne	-	-
R E Steele	-	-
R A Thompson	•	-
R Franklin	-	-

The directors' interests in the share capital of the holding company are shown in the accounts of that company.

Auditors

In accordance with section 385 of the Companies Act 1985, a resolution proposing that Carley & Company be reappointed as auditors of the company will be put to the Annual General Meeting.

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 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 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;
- 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.

On behalf of the board

R A Thompson

Director

AUDITORS' REPORT TO E P PACKAGING LIMITED UNDER SECTION 247B OF THE COMPANIES ACT 1985

We have examined the abbreviated accounts set out on pages 4 to 15, together with the financial statements of the company for the year ended 31 December 2000 prepared under section 226 of the Companies Act 1985.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the abbreviated accounts in accordance with section 246A of the Companies Act 1985. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated accounts prepared in accordance with section 246A(3) of the Act to the registrar of companies and whether the accounts to be delivered are properly prepared in accordance with that provision and to report our opinion to you.

Basis of opinion

We have carried out the procedures we considered necessary to confirm, by reference to the financial statements, that the company is entitled to deliver abbreviated accounts and that the abbreviated accounts to be delivered are properly prepared. The scope of our work for the purpose of this report did not include examining or dealing with events after the date of our report on the financial statements.

Opinion

In our opinion the company is entitled to deliver abbreviated accounts prepared in accordance with section 246A(3) of the Companies Act 1985, and the abbreviated accounts on pages 4 to 15 are properly prepared in accordance with that provision.

Carley & Company

Chartered Accountants
Registered Auditor

St James's House

8 Overcliffe

Gravesend

Kent

DA11 0HJ

ABBREVIATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2000

	Notes	2000 £	1999 £
Gross profit		1,527,970	1,521,458
Distribution costs Administrative expenses Other operating income		(898,976) (751,426)	(851,656) (578,069) 12,500
Operating (loss)/profit	2	(122,432)	104,233
Other interest receivable and similar income Interest payable and similar charges	3	54 (31,947)	756 (31,652)
(Loss)/profit on ordinary activities before taxation		(154,325)	73,337
Tax on (loss)/profit on ordinary activities	4	27,994	(2,268)
(Loss)/profit on ordinary activities after taxation	14	(126 331)	71.060
arter taxation	14	(126,331) ————	71,069 ========

ABBREVIATED BALANCE SHEET AS AT 31 DECEMBER 2000

		20	000	19	999
	Notes	£	£	£	£
Fixed assets					
Tangible assets	5		1,366,267		1,540,279
Investments	6		250		250
			1,366,517		1,540,529
Current assets					
Stocks	7	489,166		598,469	
Debtors	8	2,448,576		2,456,497	
Cash at bank and in hand		20,731		764	
		2,958,473		3,055,730	
Creditors: amounts falling due within one year	9	(3,042,071)		(3,106,533)	
Net current liabilities			(83,598)		(50,803)
Total assets less current liabilities			1,282,919		1,489,726
Creditors: amounts falling due after					
more than one year	10		(264,382)		(344,858)
			1,018,537		1,144,868
Capital and reserves					
Called up share capital	13		500,000		500,000
Profit and loss account	14		518,537		644,868
Shareholders' funds	15		1,018,537		1,144,868

These abbreviated accounts have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to medium-sized companies.

The financial statements were approved by the Board on Taly 2001.

R A Thompson

Director

AW Haiselden

Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2000

		2000 £		1999 £
Net cash inflow from operating activities		412,437		411,162
Returns on investments and servicing of finance				
Interest received	54		756	
Interest paid	(31,947)		(31,652)	
Net cash outflow for returns on investments				
and servicing of finance		(31,893)		(30,896)
Taxation		(771)		(62,431)
Capital expenditure				
Payments to acquire tangible assets	(164,658)		(310,009)	
Receipts from sales of tangible assets	-		600,000	
Net cash (outflow)/inflow for capital			· ·	
expenditure		(164,658)		289,991
Net cash inflow before management of liquid				
resources and financing		215,115		607,826
Financing				
Other new long term loans	32,213		50,000	
Other new short term loans	8,608		33,898	
Repayment of long term bank loan	-		(110,000)	
Repayment of other long term loans	(36,849)		(555,327)	
Repayment of other short term loans	(30,678)		(22,257)	
Capital element of finance lease contracts	(121,431)		(116,428)	
Net cash outflow from financing		(148,137)		(720,114)
Increase/(decrease) in cash in the year		66,978		(112,288)

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2000

1	Reconciliation of operating (loss)/profit to net cash inflow from operating activities			2000	1999
	•			£	£
	Operating (loss)/profit Depreciation of tangible assets Loss on disposal of tangible assets Decrease/(increase) in stocks Decrease/(increase) in debtors Increase in creditors within one year Group relief Net cash inflow from operating activities			(122,432) 377,263 230 109,303 7,921 12,158 27,994 412,437	104,233 348,175 196 (78,062) (177,302) 213,922
2	Analysis of net debt	1 January 2000	Cash flow	Other non-	31 December 2000
		£	£	£	£
	Net cash: Cash at bank and in hand Bank overdrafts	764 (47,011)	19,967 47,011	-	20,731
		(46,247)	66,978	-	20,731
	Debt: Finance leases Debts falling due within one year Debts falling due after one year	(408,337) (36,582) (50,000) (494,919)	121,431 22,070 4,636 148,137	(38,823)	(325,729) (14,512) (45,364) (385,605)
	Net debt	(541,166)	215,115	(38,823)	(364,874)
3	Reconciliation of net cash flow to movem	nent in net debt	***************************************	2000 £	1999 £
	Increase/(decrease) in cash in the year Cash outflow from decrease in debt and lea	se financing		66,978 148,137	(112,288) 720,114
	Change in net debt resulting from cash flow New finance lease	S		215,115 (38,823)	607,826 (317,772)
	Movement in net debt in the year Opening net debt			176,292 (541,166)	290,054 (831,220)
	Closing net debt			(364,874)	(541,166)

NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2000

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention.

1.2 Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts.

1.3 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Plant and machinery

10 - 50% staright line

Fixtures, fittings & equipment

10 - 50% straight line

Motor vehicles

25% straight line

1.4 Leasing and hire purchase commitments

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible assets and depreciated over the shorter of the lease term and their useful lives. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

1.5 Investments

Fixed asset investments are stated at cost less provision for diminution in value.

1.6 Stock and work in progress

Stock and work in progress are valued at the lower of cost and net realisable value.

1.7 Pensions

The pension costs charged in the financial statements represent the contributions payable by the company during the year in accordance with SSAP 24.

1.8 Deferred taxation

Deferred taxation is provided at appropriate rates on all timing differences using the liability method only to the extent that, in the opinion of the directors, there is a reasonable probability that a liability or asset will crystallise in the foreseeable future.

1.9 Government grants

Grants are credited to deferred revenue. Grants towards capital expenditure are released to the profit and loss account over the expected useful life of the assets. Grants towards revenue expenditure are released to the profit and loss account as the related expenditure is incurred.

1.10 Tooling Costs

Costs incurred in preparing prototypes are shown in prepayments to the extent that they will be recovered against future sales. They are amortised over two years from incurring expenditure.

NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2000

2	Operating (loss)/profit	2000 £	1999 £
	Operating (loss)/profit is stated after charging:	64	~
	Depreciation of tangible assets	377,263	348,175
	Operating lease rentals	105,649	42,325
	Auditors' remuneration	5,600	6,000
	and after crediting:		
	Government grants	-	12,500
•	Indonesia no calcilo	2000	4000
3	Interest payable	2000	1999
		£	£
	On amounts payable to group companies	3,401	-
	On bank loans and overdrafts	3,707	10,550
	Hire purchase interest	24,839	21,102
		31,947	31,652
4	Taxation	2000	1999
		£	£
	U.K. current year taxation		
	U.K. corporation tax at 30% (1999 - 20%)	-	2,290
	Payment in respect of group relief	(27,994)	
		(27,994)	2,290
	Prior years		
	U.K. corporation tax	<u></u>	(22)
		(27,994)	2,268

NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2000

Fixtures, fittings & equipment £ 337,747 40,371 (29,492) 348,626 163,478 (29,427) 50,924 184,975 163,651 174,269	77,553	3,155,170 203,481 (84,525 3,274,126 1,614,891 (84,295 377,263 1,907,859
337,747 40,371 (29,492) 348,626 163,478 (29,427) 50,924 184,975	77,553 	
40,371 (29,492) 348,626 163,478 (29,427) 50,924 184,975	77,553 35,577 19,388 54,965 22,588	203,481 (84,525 3,274,126 1,614,891 (84,295 377,263 1,907,859
40,371 (29,492) 348,626 163,478 (29,427) 50,924 184,975	77,553 35,577 19,388 54,965 22,588	203,481 (84,525 3,274,126 1,614,891 (84,295 377,263 1,907,859
163,478 (29,427) 50,924 184,975	35,577 - 19,388 - 54,965 - 22,588	1,614,891 (84,295 377,263 1,907,859
348,626 163,478 (29,427) 50,924 184,975	35,577 - 19,388 - 54,965 - 22,588	3,274,126 1,614,891 (84,295 377,263 1,907,859 1,366,267
163,478 (29,427) 50,924 184,975	35,577 - 19,388 - 54,965 - 22,588	1,614,891 (84,295 377,263 1,907,859
(29,427) 50,924 184,975 163,651	19,388 54,965 22,588	(84,295 377,263 1,907,859 1,366,267
(29,427) 50,924 184,975 163,651	19,388 54,965 22,588	(84,295 377,263 1,907,859 1,366,267
163,651	22,588	377,263 1,907,859 1,366,267
184,975	22,588	1,366,267
163,651	22,588	1,366,267
		1,366,267
174,269	41,976	1,540,279
Plant and machinery	as follows: Motor vehicles	Tota
£	£	£
411,391 ======	6,875 ————	418,266
525,688	17,925	543,613 ————
47,693	3,125	50,818
41,402	5,301	46,703
	47,693	47,693 3,125

At 1 January 2000 & at 31 December 2000

£

250

NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2000

7	Stocks and work in progress	2000	1999
•	Otocks and Work in progress	£	£
	Raw materials and consumables	236,253	313,460
	Work in progress	9,028	12,558
	Finished goods and goods for resale	243,885	272,451
		489,166	598,469
8	Debtors	2000	1999
		£	£
	Trade debtors	2,134,856	2,045,919
	Other debtors	6,768	53,000
	Prepayments and accrued income	306,952	357,578
		2,448,576	2,456,497

Prepayments include £218,337 (1999: £322,887) tooling costs incurred which the directors believe will be recovered in full against future sales.

9	Creditors: amounts falling due within one year	2000	1999
		£	£
	Bank loans and overdrafts	-	47,011
	Confidential invoice discounting	1,373,976	1,227,527
	Net obligations under hire purchase contracts	106,711	113,479
	Trade creditors	1,269,474	1,478,606
	Corporation tax	1,519	2,290
	Other taxes and social security costs	153,540	151,780
	Other creditors	34,585	55,285
	Accruals and deferred income	102,266	30,555
		3,042,071	3,106,533
	Debt due in one year or less	42,506	36,582

The bank overdraft and loans of £- (1999 £47,011) are secured by a fixed and floating charge over the assets of the company.

The confidential invoice discounting liability of £1,373,976 (1999 £1,227,527) is secured on the company's trade debtors.

Finance lease and hire purchase liabilities of £325,729 (1999 £408,337) are secured on the respective asset.

NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2000

10	Creditors: amounts falling due after more than one year	2000 £	1999 £
	Other loans	4 5,364	50,000
	Net obligations under hire purchase contracts	219,018	294,858
		264,382	344,858
	Analysis of loans		
	Wholly repayable within five years	59,876	86,582
		59,876	86,582
	Included in current liabilities	(14,512)	(36,582)
		45,364	50,000
	Loan maturity analysis		
	In more than one year but not more than two years	45,364	25,000
	In more than two years but not more than five years		25,000
	Net obligations under hire purchase contracts		
	Repayable within one year	106,711	113,479
	Repayable between one and five years	219,018	294,858
		325,729	408,337
	Included in liabilities falling due within one year	(106,711)	(113,479)
		219,018	294,858
			

11 Provisions for liabilities and charges

Deferred taxation provided in the financial statements and the amounts not provided are as follows:

	Not provided			Provided
	2000	1999	2000	1999
	£	£	£	£
Accelerated capital allowances	164,116	184,219	-	_
Other timing differences	(357)	(2,237)	· -	-
Tax losses available	(93,765)	(93,765)	-	-
	69,994	88,217		-

NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2000

12 Pension costs

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 cost charge represents contributions payable by the company to the fund and amounted to £12,569 (1999 - £17,320).

13	Share capital	2000	1999
		£	£
	Authorised		
	2,000,000 Ordinary of 25p each	500,000	500,000
			===
	Allotted, called up and fully paid		
	2,000,000 Ordinary of 25p each	500,000	500,000
			====

14 Statement of movements on profit and loss account

	ı	loss account £
Balance at 1 January 2000 Retained loss for the year		644,868 (126,331)
Balance at 31 December 2000		518,537
Reconciliation of movements in shareholders' funds	2000 £	1999 £
(Loss)/Profit for the financial year Opening shareholders' funds	(126,331) 1,144,868	71,069 1,073,799
Closing shareholders' funds	1,018,537	1,144,868

Profit and

16 Financial commitments

15

At 31 December 2000 the company had annual commitments under non-cancellable operating leases as follows:

•	Land a	Land and buildings	
	2000	1999	
	£	£	
Expiry date:			
In over five years	113,787	101,580	
	-		

NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2000

17	Capital commitments	2000	1999
	At 31 December 2000 the company had capital commitments as follows:	£	£
	Contracted for but not provided in the financial statements		59,950
18	Directors' emoluments	2000 £	1999 £
	Emoluments for qualifying services Company pension contributions to money purchase schemes	234,264 12,359 246,623	162,837 10,004 172,841
	The number of directors for whom retirement benefits are accruing under money purchase pension schemes amounted to 3 (1999 - 3).		
	Emoluments disclosed above include the following amounts paid to the highest paid director:		
	Emoluments for qualifying services Company pension contributions to money purchase schemes	99,120 4,375	58,355 2,688

19 Transactions with directors

A loan was made to a director during 1993 and repaid in 1999. Interest was payable at 2% over the National Westminster Bank Plc base rate calculated on a daily basis.

NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2000

20 Employees

The average monthly number of employees (including directors) during the vear was:

	2000 Number	1999 Number
Production staff	125	144
Administration staff	9	10
Sales staff	5	5
	139	159
Employment costs	r	•
	£	£
Wages and salaries	1,900,148	1,837,762
Social security costs	140,185	131,409
Other pension costs	14,044	17,320
	2,054,377	1,986,491