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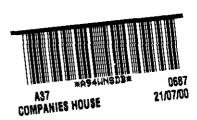
P & A J CATTEE (CHEMISTS) LIMITED

CONSOLIDATED FINANCIAL STATEMENTS

YEAR ENDED 31 OCTOBER 1999

Company Number: 1768840

Contents	Page
Company Information	1
Directors' Report	2-3
Auditors' Report	4
Consolidated Profit and Loss Account	5
Statement of Total Recognised Gains and Losses	5
Consolidated Balance Sheet	6
Company Balance Sheet	7
Cash Flow Statement	8
Notes to the Consolidated Financial Statements	9-20



Directors

P Cattee Mrs A J Cattee

Secretary and Registered Office

Mrs A J Cattee

Sycamore House Smeckley Wood Close Sheepbridge Trading Estate CHESTERFIELD S41 9PZ

Bankers

National Westminster Bank plc Giro Bank plc

Auditors

Barber Harrison & Platt Chartered Accountants and Registered Auditors 57/59 Saltergate CHESTERFIELD S40 1UL

DIRECTORS' REPORT

The directors present their report with the audited financial statements for the year ended 31 October 1999.

Review of Activities and Future Developments

The principal activity of the company is that of retail pharmacists.

The directors consider both the level of business and the year end financial position to be satisfactory and expect that profitability will be maintained in the future.

Results and Dividends

The trading results are disclosed in the profit and loss account on page 5.

Dividends of £Nil were paid in the year (1998: £Nil). Retained profits for the financial year of £551,515 will be transferred to reserves.

Fixed Assets

Movements during the year in fixed assets are reflected in notes 11 and 12 to the accounts on page 14.

Directors and Directors' Interests

The directors of the company during the year, together with their shareholdings at the beginning and end of the year, were as follows:-

	<u>Ordinary sha</u>	ares of the ach
	<u>1999</u>	<u>1998</u>
P Cattee	131,503	131,503
Mrs A J Cattee	131,503	131,503
		

Mr P Cattee retires and being eligible offers himself for re-election.

Year 2000

The directors have considered whether the company's operations would be adversely affected by malfunctions in computer or other equipment arising from errors in processing dates in the year 2000 and beyond.

No part of the company's current operations are critically dependent on computer or other equipment which could be affected by year 2000 problems. The 1 January 2000 has now passed without any significant impact being apparent.

DIRECTORS' REPORT - continued

Directors' Responsibility for the Financial Statements

Company law requires the directors to prepare financial statements for each financial period 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 apply them consistently;
- make judgments 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.

Auditors

The auditors, Barber Harrison & Platt have expressed their willingness to continue in office, subject to the approval of members in general meeting.

By Order Of The Board

P CATTEE Director

Chesterfield 12 June 2000

AUDITORS' REPORT

To the members of P & A J CATTEE (CHEMISTS) LIMITED.

We have audited the financial statements on pages 5 to 20 which have been prepared under the historical cost convention and the accounting policies set out on pages 9 and 10.

Respective responsibilities of directors and auditors

As described on page 3 the company's directors are responsible for the preparation of 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 whether the accounting policies are appropriate to the group'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 and group's affairs at 31 October 1999 and of the group's profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

BARBER HARRISON & PLATT

Chartered Accountants and Registered Auditors

Chesterfield 12 June 2000

CONSOLIDATED PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 OCTOBER 1999

		Group 1999		<u>Group</u> 1998	
	Note				
		£	£	£	
Turnover - continuing activities	(1)		18,205,229	17,255,267	
Cost of sales			15,117,280	14,967,045	
Gross profit			3,087,949	2,288,222	
Administrative expenses			1,715,885	939,915	
Operating profit	(2)		1,372,064	1,348,307	
Interest receivable and other income	(3)		32,996	12,931	
Interest payable and similar charges	(4)		(453,622)	(609,752)	
			951,438	751,486	
Exceptional item	(5)		-	(167,984)	
Profit on ordinary activities before taxation			951,438	583,502	
Tax on profit on ordinary activities	(9)		399,923	277,051	
Profit for the financial year			551,515	306,451	
Dealt with as follows:-					
Retained in the business	(19)		551,515	306,451	

There are no recognised gains or losses in 1999 or 1998 other than the profit for the year.

CONSOLIDATED BALANCE SHEET

AS AT 31 OCTOBER 1999

AS AT ST OCTOBER 1999	AT 31 OCTOBER 1999		oup
	<u>Note</u>	1999 £	<u>1998</u> £
Assets employed:			
Fixed assets			
Tangible assets	(11)	1,436,615	1,244,858
Intangible assets	(12)	5,302,525	5,935,587
		6,739,140	7,180,445
Current assets	(1.4)	1 (22 112	1 (02 000
Stock Debtors	(14)	1,632,113	1,692,899
Investments	(15) (16)	2,033,435 167,180	1,909,071 152,625
Cash at bank and in hand	(10)	295,465	523,161
		4,128,193	4,277,756
Creditors: Amounts falling due			
within one year	(17a)	3,833,355	4,098,854
Net current assets		294,838	178,902
Total assets less current liabilities		7,033,978	7,359,347
Creditors: Amounts falling due after more than one year	(17b)	4,540,253	5,417,137
Net assets		2,493,725	1,942,210
Capital and reserves			
Called up share capital	(18)	263,006	263,006
Profit and loss account	(19)	2,230,719	1,679,204
Equity shareholders' funds	(19)	2,493,725	1,942,210
			

The accounts on pages 5 to 20 were approved by the Board of Directors on 12 June 2000 and are signed on its behalf by:-

P CATTEE

Director

COMPANY BALANCE SHEET

AS AT 31 OCTOBER 1999

		Con	Company		
	<u>Note</u>	<u>1999</u>	1998 £		
Assets employed:		£	£		
Fixed assets					
Tangible assets	(11)	1,436,615	1,244,858		
Intangible assets	(12)	5,302,525	5,935,587		
Investment in subsidiary undertakings	(13)	33,680	33,680		
		6,772,820	7,214,125		
Current assets					
Stock	(14)	1,632,113	1,692,899		
Debtors	(15)	2,033,435	1,906,618		
Investments	(16)	167,180	152,625		
Cash at bank and in hand		295,465	523,161		
		4,128,193	4,275,303		
Creditors: Amounts falling due					
within one year	(17a)	3,867,264	4,418,531		
Net current (liabilities)		260,929	(143,228)		
Total assets less current liabilities		7,033,749	7,070,897		
Creditors: Amounts falling due					
after more than one year	(17b)	4,540,253	5,417,137		
Net assets		2,493,496	1,653,760		
Capital and reserves					
Called up share capital	(18)	263,006	263,006		
Profit and loss account	(19)	2,230,490	1,390,754		
Equity shareholders' funds	(19)	2,493,496	1,653,760		
Equity snareholders' funds	(19)	2,493,496 ————	1,653,76		

The accounts on pages 5 to 20 were approved by the Board of Directors on 12 June 2000 and are signed on its behalf by:-

P CATTEE

Director

CASH FLOW STATEMENT

FOR	THE	VEAD	ENDED	31	OCTOBER	1000
LOW	III	ILAR	ENDED	JI.	OCIOBER	エフフソ

TOWN THE TERM BUILDED ST. COLORD		Grou	_	<u>Group</u>	
	<u>Note</u>		999	<u>1998</u>	
Net cash inflow from operating activities	(22)	£	£ 2,158,862	£ 1,890,944	
Returns on investments and servicing of finance					
Interest received Investment income received Interest paid		18,441 14,555 (453,622)		12,931 (609,752)	
Net cash outflow from returns on investments and servicing of finance			(420,626)	(596,821)	
Taxation					
Corporation tax paid			(282,387)	(259,546)	
Capital expenditure and financial investment					
Sale of assets Payments to acquire tangible fixed assets Sales of intangible fixed assets		33,999 (320,700) 250,000		2,153 (93,012)	
Purchase of current asset investment		(14,555)		(12,931)	
			(51,256)	(103,790)	
Acquisitions			-	-	
Financing					
Decrease in debt	(23)		(777,649)	(729,187)	
Increase in cash	(24)		626,944	201,600	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 OCTOBER 1999

1. Accounting policies

(a) Basis of preparation

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

(b) Basis of consolidation

The group financial statements consolidate the financial statements of P & A J Cattee (Chemists) Ltd and all it's subsidiary undertakings drawn up to 31 October 1999.

No profit and loss account is presented for P & A J Cattee (Chemists) Ltd as permitted by S.230 of the Companies Act 1985.

(c) Turnover

Turnover represents the value of goods sold and services provided after deducting value added tax and discounts allowed. The turnover and pre-tax profit are all attributable to the principal activity.

The turnover was achieved in the United Kingdom.

(d) Depreciation

Depreciation of fixed assets is provided at rates estimated to write off each asset over the term of its useful life.

The annual rates used are:-

Leases

over the period of lease

Motor vehicles

25% reducing balance

Fixtures and fittings

10% of cost

Computer equipment

25% of cost

It is the group's policy to maintain its freehold and long leasehold properties in good repair. Consequently, the directors consider the lives of the properties to be so long that there is no significant annual depreciation. No provision for depreciation on freehold and long leasehold properties has therefore been made in the accounts.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

FOR THE YEAR ENDED 31 OCTOBER 1999

1. Accounting policies - continued

(e) Goodwill

Purchased goodwill is amortised over its estimated useful life.

Following the introduction of FRS10, the economic useful life of goodwill has been reviewed and revised to 20 years (1998 - 30 years).

The effect on the financial statements of this revision has been to increase the amortisation charge in the accounts by £160,829.

(f) Stock

Stock is valued consistently at the lower of cost and net realisable value.

(g) Deferred taxation

Provision is made for deferred taxation, using the liability method, on all timing differences, to the extent that it is probable that a liability or asset will crystallise in the foreseeable future.

(h) Defined contributions pension schemes

The group operates defined contribution pension schemes. The assets of the schemes are held separately from those of the group in independently administered funds. The pension cost charge represents contributions payable by the group to the funds.

(i) Leasing and hire purchase commitments

Assets obtained under finance leases and hire purchase contracts are capitalised in the balance sheet and are depreciated over their useful lives.

The interest element of the rental obligations is charged to the profit and loss account over the period of the lease and represents a constant proportion of the balance of capital repayments outstanding.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

FOR THE YEAR ENDED 31 OCTOBER 1999

			£	£
2.	Operating profit is after	charging:		
	Auditors' remuneration	- audit work	6,500	7,500
		- non audit work	8,200	4,300
	Depreciation and amortisa	ation		
		- owned assets	471,267	301,743
		- leased assets	11,680	3,338
	(Profit)/loss on disposal of	f fixed assets	(7,357)	715
	Loss on disposal of goody	vill	2,416	
3.	Interest receivable and s	imilar income		
	Interest received		18,441	-
	Dividends on current asse	t investments	14,555	12,931
			32,996	12,931
			Group	Group
			1999	1998
4.	Interest payable		£	£
	•	and hire purchase accounts	422,893	580,314
	On other loans		30,729	29,438
			453,622	609,752

5. Exceptional item

During 1998, a lease on one of the group's trading premises was not renewed, resulting in the closure of this outlet.

The loss on disposal of goodwill relating to these premises amounted to £167,984.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

FOR THE YEAR ENDED 31 OCTOBER 1999

6.	Directors' remuneration	<u>Group</u> <u>1999</u> £	<u>Group</u> 1998 £
	Aggregate emoluments Contributions to money purchase	462,176	66,425
	pension schemes	200,000	-
		662,176	66,425
	Including highest paid director		
	Emoluments	243,429	
	Contributions to money purchase pension schemes	100,000	
		343,429	

Both of the directors are accruing benefits under a defined contribution pension scheme operated by the group.

			<u>Group</u> <u>1999</u> £	<u>Group</u> 1998 £
7.	Emp	ployees		
	(i)	The average number of employees during the year was:	<u>No.</u>	<u>No.</u>
		Dispensing and retailing	178	215
		Administration	7	6
			185	221
	(ii)	Staff costs during the year amounted to:	£	£
		Wages and salaries	2,331,691	1,856,283
		Social security costs	189,464	134,679
		Other pension costs	239,446	32,293
			2,760,601	2,023,255

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

FOR THE YEAR ENDED 31 OCTOBER 1999

8. Pension contributions

The group operates defined contribution pension schemes, the assets of which are held separately from those of the group in independently administered funds.

The pension charge for the year was £239,446 (1998: £32,293).

The amount owed to the schemes at 31 October 1999 was £6,347 (1998: £11,653).

9.	Taxation	<u>1999</u>	<u> 1998</u>	
	Companytion touchand on the months for the con-	£	£	
	Corporation tax based on the results for the year at 30.4% (1998: 31%)	400,000	282,464	
	Over/under provision re previous year	400,000 (77)	(5,413)	
		399,923	277,051	
			277,051	

10. Profit attributable to the parent undertaking

The profit dealt with in the financial statements of P & A J Cattee (Chemists) Ltd was £839,736. (1998: £161,738).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

FOR THE YEAR ENDED 31 OCTOBER 1999

11. Fixed assets - Tangible - Group and Company

	Freehold Property £	Long Leasehold <u>Property</u> £	Short Leasehold <u>Property</u> £	Fixtures and Fittings £	Motor <u>Vehicles</u> £	<u>Total</u> £
Cost						
At 1.11.98	848,018	124,000	45,190	536,099	89,686	1,642,993
Additions during year	32,922	6,750	-	132,324	148,704	320,700
Disposals		-		(40,000)	(27,995)	(67,995)
At 31.10.99	880,940	130,750	45,190	628,423	210,395	1,895,698
Depreciation		·				
At 1.11.98	-	-	41,651	309,024	47,460	398,135
Disposal	-	-	-	(20,001)	(21,352)	(41,353)
Provided during year			487	74,256	27,558	102,301
At 31.10.99		-	42,138	363,279	53,666	459,083
Net book value		• • • • • • • • • • • • • • • • • • • •				
At 31.10.99	880,940	130,750	3,052	265,144	156,729	1,436,615
At 31.10.98	848,018	124,000	3,539	227,075	47,226	1,244,858

The net book amount of motor vehicles includes £81,763 (1998: £10,013) in respect of assets held under hire purchase contracts, the depreciation of which is shown in note 2.

12.	Fixed assets - Intangible - Group and Company	Goodwill £
	Cost	
	At 1.11.98	6,968,450
	Additions during year	-
	Disposal	(373,950)
	At 31.10.99	6,594,500
	Amortisation	
	At 1.11.98	1,032,863
	Disposal	(121,534)
	Amortised during year	380,646
	At 31.10.99	1,291,975
	Net book value	
	At 31.10.99	5,302,525
	At 31.10.98	5,935,587

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

FOR THE YEAR ENDED 31 OCTOBER 1999

13. Investments - shares in subsidiary undertakings - Company

	Cost of shares	subsidiary undertakings £	Total £
At 1 November 1998 and 31 October 1999	5,192,605	(5,158,925)	33,680

The company held all of the issued ordinary share capital of the following subsidiaries at 31 October 1999:-

Duncan Ross Limited A Greaves & Son Limited B G Glover Limited Margaret Broome Limited Parks Pharmacy Limited Malin Bridge Limited A Steeples Limited Clinichem Ltd

All of the above companies are registered in England and are non-trading.

All of the company's subsidiaries are included in the consolidated financial statements.

14.	Stock - Group and Company	<u>1999</u> £	<u>1998</u> £
	Goods for resale	1,632,113	1,692,899

15. Debtors - all due within one vear

	Gı	roup	Comp	any
	1999 £	1998 £	1999 £	<u>1998</u> £
Trade debtors	1,784,008	1,597,139	1,784,008	1,597,139
Prepayments	57,239	61,642	57,239	61,642
Other debtors	192,188	250,290	192,188	247,837
_	2,033,435	1,909,071	2,033,435	1,906,618

16.	Investments	<u>Group and Con</u> <u>19</u> 99		
		<u> 1999</u> £	1998 £	
	Listed investments	167,180	152,625	

The market value of listed investments was £563,840 (1998: £781,644).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

FOR THE YEAR ENDED 31 OCTOBER 1999

17a. Creditors: amounts falling due within one year

	Group		Comp	any_
	<u>1999</u>	<u>1998</u>	<u>1999</u>	1998
	£	£	£	£
Bank overdraft	-	854,640	-	-
Bank loans	710,891	694,003	710,891	694,003
Hire purchase account	21,187	1,922	21,187	1,922
Other loans	36,729	36,146	36,729	36,146
Trade creditors	2,319,362	1,899,491	2,319,362	1,861,420
Current corporation tax	400,000	282,464	400,000	237,836
Other creditors	126,552	131,858	126,552	131,858
Other taxes and social security costs	99,008	51,083	99,008	51,083
Accruals	109,688	138,962	109,688	135,159
Directors current account	9,938	8,285	9,938	8,285
Amount due to subsidiary undertaking	gs -	-	33,909	1,260,819
	3,833,355	4,098,854	3,867,264	4,418,531
:				

During the year the directors' joint current account was overdrawn, the maximum amount outstanding was £5,799. No interest was attached thereto. This amount was repaid by 31 October 1999.

		Group and Company		
17b.	Creditors: amounts falling due after more than one year	<u>1999</u>	<u>1998</u>	
		£	£	
	Trade creditor	-	62,500	
	Bank loans	4,393,335	5,239,498	
	Other loans	115,139	115,139	
	Hire purchase account	31,779	-	
		4,540,253	5,417,137	
15.	T		d Company	
1 / C.	Loans	1999 £	<u>1998</u> £	
	Bank and other loans outstanding are repayable as follows:-	L	£	
	Within one year	747,620	730,149	
	Between one and two years	700,937	708,510	
	Between two and five years	2,181,789	2,187,884	
	Over five years	1,625,748	2,458,243	
		5,256,094	6,084,786	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

FOR THE YEAR ENDED 31 OCTOBER 1999

17c. Loans - continued

Of the loans repayable in more than 5 years £1,510,609 are repayable by instalments. The monthly instalments for these loans total £74,784 including interest.

Bank borrowings are secured by fixed charges over the freehold properties, investments and book debts together with a floating charge over the other assets of the company.

Hire purchase accounts are repayable as follows:-

	The purchase accounts are repayable as follows			
		<u>19</u>	99 1998	3
			£	
	Within one year	21	, 187 1,92	22
	One to two years	21	,187	-
	Two to five years	10	,592	-
		52	,966 1,92	<u>-</u> 22 <u>-</u>
18.	Share capital	<u>1999 and 1998</u> Issued, called		
		<u>Authorised</u>	and fully pa	
	Ordinary shares of £1 each	£ 263,006	263,006	
19.	Equity shareholders' funds			
	Company	1999	1998	3

	1999		<u>1998</u>
Share	Profit &		
Capital	Loss A/c	<u>Total</u>	<u>Total</u>
£	£	£	£
263,006	1,390,754	1,653,760	1,492,022
•	839,736	839,736	161,738
263,006	2,230,490	2,493,496	1,653,760
	1999		<u>1998</u>
<u>Capital</u>	Loss A/c	<u>Total</u>	<u>Total</u>
£	£	£	£
263,006	1,679,204	1,942,210	1,635,759
			006 451
-	551,515	551,515	306,451
	Capital £ 263,006 - 263,006 Share Capital £	Share Profit & Capital Loss A/c £ £ 263,006 1,390,754 839,736 263,006 2,230,490 Share Profit & Capital Loss A/c £ £	Share Profit & Capital Loss A/c Total £ £ £ 263,006 1,390,754 1,653,760 - 839,736 839,736 263,006 2,230,490 2,493,496 - 1999 Share Profit & Capital Loss A/c Total £ £

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

FOR THE YEAR ENDED 31 OCTOBER 1999

20. Capital commitments

Capital expenditure contracted for but not provided in the financial statements amounted to £Nil (1998: £84,631).

21. Contingent liabilities

As far as the directors are aware there are no contingent liabilities at 31 October 1999 (1998: £Nil).

22.	Reconciliation of operating profit to operating cash flows	<u>Group</u> <u>1999</u>	Group 1998
		£	£
	Operating profit	1,372,064	1,348,307
	Depreciation charges and amortisation	482,947	305,081
	(Profit)/loss on disposal of fixed assets	(7,357)	715
	Loss on disposal of goodwill	2,416	-
	Decrease/(increase) in stocks	60,786	(43,269)
	(Increase)/decrease in debtors	(124,364)	115,890
	Increase/(decrease) in creditors	372,370	164,220
	Net cash inflow from operating activities	2,158,862	1,890,944
23.	Financing	<u>Group</u> <u>1999</u>	<u>Group</u> 1998
		£	£
	Bank loan repayments	(828,693)	(720,028)
	New hire purchase obligations	63,644	-
	Capital element of hire purchase repayments	(12,600)	(9,159)
	Net cash inflow from financing	(777,649)	(729,187)

$\underline{\textbf{NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS}} - \textbf{continued}$

FOR THE YEAR ENDED 31 OCTOBER 1999

24. Analysis of changes in net debt

		At 1/10/98 £	Cash (inflows)/ outflows £	<u>Changes</u> £	Other At 31/10/99 £
	Cash at bank and in hand Overdrafts	523,161 (854,640)	(227,696) 854,640	-	295,465
			626,944		
	Debt due within one year	(730,149)	828,693	(846,163)	(747,619)
	Debt due after one year	(5,354,637)	-	846,163	(4,508,474)
	Hire purchase	(1,922)	12,600	(63,644)	(52,966)
			841,293		
	Total	(6,418,187)	1,468,237	(63,644)	(5,013,594)
25.	Reconciliation of net cash flow to movement in net debt			Group 1999 £	<u>Group</u> 1998 £
	Increase in cash in the year				001 600
	Cash outflow from decrease in debt			626,944 841,293	201,600 729,187
			-	,	
	Cash outflow from decrease in debt Change in net debt resulting from		-	841,293	729,187
	Cash outflow from decrease in debt Change in net debt resulting from cash flow		-	1,468,237	729,187
	Cash outflow from decrease in debt Change in net debt resulting from cash flow New hire purchase obligations Net movement in debt		- -	1,468,237 (63,644) 1,404,593	729,187 930,787 - 930,787

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

FOR THE YEAR ENDED 31 OCTOBER 1999

26. Effect of exceptional item on group cashflow

The exceptional item disclosed in note 5 had no effect on the group's cashflow for the year ended 31 October 1998.

27. Related parties

The company is controlled by P and A J Cattee who together own 100% of the issued share capital.

The company occupies premises owned by the P and A J Cattee (Chemists) Limited Directors Pension Scheme under a sub-lease from an unconnected party. Rent paid in the year in respect of this property amounted to £14,250.

Other related party information is given in Note 17(a) to the accounts.