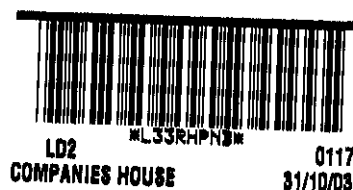


**Deloitte
& Touche**

MERIT MEDICAL UK LIMITED
REPORTS AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2002
Registered No. 3001008



Deloitte & Touche
Chartered Accountants
Deloitte & Touche House
Earlsfort Terrace
Dublin 2

**Deloitte
& Touche****MERIT MEDICAL UK LIMITED****REPORTS AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2002**

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**Deloitte
& Touche****MERIT MEDICAL UK LIMITED****DIRECTOR AND ADVISERS**

CURRENT DIRECTOR

Kent Stanger

**SECRETARY AND
REGISTERED OFFICE**Comat Registrars Limited
Hill House
1 Little New Street
London
EC4A 3TR**AUDITORS**Deloitte & Touche
Chartered Accountants
Deloitte & Touche House
Earlsfort Terrace
Dublin 2**BANKERS**AIB Bank
Sovereign House
361 King Street
Hammersmith
London
W6 9NABank of America
P O Box 407
1 Alie Street
London
E1 8 DE**SOLICITORS**A & L Goodbody
North Wall Quay
Dublin 1**COMPANY NUMBER**

3001008

**Deloitte
& Touche****MERIT MEDICAL UK LIMITED****DIRECTOR'S REPORT
FOR THE YEAR ENDED 31 DECEMBER 2002**

The director presents his report and the audited financial statements for the year ended 31 December 2002.

PRINCIPAL ACTIVITY AND BUSINESS REVIEW

The principal activity of the company is the distribution of medical device products on a commission basis.

RESULTS AND DIVIDENDS

The profit after taxation for the year amounted to £83,418 (2001: £81,848).

The director recommends that no dividend be paid.

DIRECTOR

The director who served during the year under review was:

K. Stanger

CREDITORS

It is the policy of the company to pay third party creditors in accordance with the agreed credit terms.

TANGIBLE FIXED ASSETS

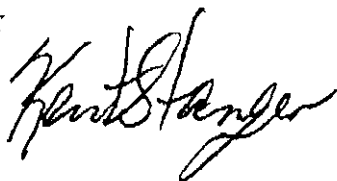
Details of changes in fixed assets are shown in Note 9.

AUDITORS

The auditors, Deloitte & Touche, will be proposed for re-appointment in accordance with Section 384 of the Companies Act 1985.

By Order of the Board:

Director



**Deloitte
& Touche****MERIT MEDICAL UK LIMITED****STATEMENT OF DIRECTOR'S 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 for the financial year.

In preparing the 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, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to assume that the Company will continue in business.

The Directors have responsibility for ensuring that proper accounting records are kept which disclose with reasonable accuracy at any time the financial position of the Company and which enable them to ensure that the financial statements are prepared in accordance with accounting standards generally accepted in the United Kingdom and comply with the Companies Act 1985. The Directors have responsibility for taking reasonable steps to safeguard the Company's assets and to prevent and detect fraud and other irregularities.

Chartered Accountants and
Registered Auditors

**Deloitte
& Touche**

**INDEPENDENT AUDITORS' REPORT
TO THE SHAREHOLDERS OF MERIT MEDICAL UK LIMITED**

We have audited the financial statements of Merit Medical UK Limited for the year ended 31 December 2002 which comprise the profit and loss account, the balance sheet and the related notes 1 to 16. 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 year and consider the implications for our report if we become aware of any apparent misstatements.

Basis of audit 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 as at 31 December 2002 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Deloitte & Touche
Chartered Accountants and Registered Auditors
Dublin

16 August 2003

**Deloitte
& Touche****MERIT MEDICAL UK LIMITED****PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2002**

	Notes	2002 £	2001 £
TURNOVER	2	445,033	394,652
Other operating expenses	3	(337,856)	(288,842)
OPERATING PROFIT		<u>107,177</u>	<u>105,810</u>
Other income	6	11,817	7,287
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	7	118,994	113,097
Taxation	8	(35,576)	(31,249)
RETAINED PROFIT FOR THE YEAR	13	<u>83,418</u>	<u>81,848</u>
Profit and loss account - opening		166,025	84,177
Profit and loss account - closing		<u>249,443</u>	<u>166,025</u>

All recognised gains and losses have been reflected in the profit and loss account and derive from continuing activities.

**Deloitte
& Touche****MERIT MEDICAL UK LIMITED****BALANCE SHEET AS AT 31 DECEMBER 2002**

	Notes	2002 £	2001 £
FIXED ASSETS			
Tangible assets	9	2,161	344
CURRENT ASSETS			
Debtors	10	272,473	221,797
Cash at bank and in hand		33,719	11,060
		<u>306,192</u>	<u>232,857</u>
CREDITORS : (Amounts falling due within one year)	11	(58,810)	(67,076)
NET CURRENT ASSETS		<u>247,382</u>	<u>165,781</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>249,543</u>	<u>166,125</u>
CAPITAL AND RESERVES			
Called-up share capital	12	100	100
Profit and loss account		249,443	166,025
SHAREHOLDERS' FUNDS - ALL EQUITY	13	<u>249,543</u>	<u>166,125</u>

The financial statements were approved by the Director on *26th August 2003* and signed by :

Director



**Deloitte
& Touche****MERIT MEDICAL UK LIMITED****NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2002**

1. PRINCIPAL ACCOUNTING POLICIES

The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom and United Kingdom statute comprising the Companies Act 1985. A summary of the more important accounting policies is set out below.

Basis of accounting

The financial statements are prepared on the historical cost basis of accounting.

Revenue recognition

Commission receivable is credited to the profit and loss account as earned.

Tangible fixed assets

Tangible fixed assets are stated in the balance sheet at cost less accumulated depreciation.

Depreciation

Depreciation is calculated to write off the cost of tangible fixed assets on the following basis and at the following annual rates:

Office equipment	:	20% straight line
------------------	---	-------------------

Foreign exchange

Monetary assets and liabilities denominated in a foreign currency are translated into sterling at the rate of exchange ruling at the balance sheet date.

Transactions during the year denominated in a foreign currency have been translated into sterling at the monthly rate of exchange.

All exchange gains or losses are included as part of the profit for the year from ordinary activities.

Taxation

The charge for taxation is based on the result for the year. Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Deferred tax assets are only recognised to the extent that they are regarded as recoverable to the extent that, 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.

**Deloitte
& Touche****MERIT MEDICAL UK LIMITED****NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2002****2. TURNOVER**

Turnover comprised commission income earned during the year on sales in the United Kingdom and Ireland.

3. OTHER OPERATING EXPENSES

	2002 £	2001 £
Distribution costs	167,279	132,792
Administrative expenses	170,577	156,050
	<u>337,856</u>	<u>288,842</u>

4. DIRECTOR'S EMOLUMENTS

The remuneration paid to the director of Merit Medical UK Limited was:

	2002 £	2001 £
Fees	-	-
Other emoluments (including pension contributions and benefits in kind)	-	-
	<u>-</u>	<u>-</u>

5. EMPLOYEE INFORMATION

The average weekly number of persons (including executive director) employed during the year was:

	2002 Number	2001 Number
Marketing	2	2
	<u>2</u>	<u>2</u>
	£	£
Wages and salaries paid during the year	123,383	112,823
National insurance	15,745	14,160
Pension	2,160	1,811
	<u>141,288</u>	<u>128,794</u>

**Deloitte
& Touche****MERIT MEDICAL UK LIMITED****NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2002**

6. OTHER INCOME	2002	2001
	£	£
Other interest receivable	11,817	7,287
	<u> </u>	<u> </u>
7. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	2002	2001
	£	£
Profit on ordinary activities before taxation is stated after charging/(crediting):		
Depreciation of tangible fixed assets	764	540
Auditors' remuneration	2,625	2,500
	<u> </u>	<u> </u>

£500 (2001: £400) was paid to the auditors in respect of other services.

8. TAXATION	2002	2001
	£	£
United Kingdom corporation tax at standard rate		
(a) Taxation charge for the year		
United Kingdom corporation tax	35,576	31,249
	<u> </u>	<u> </u>
(b) Factors affecting tax charge for the year		
Profit on ordinary activities before taxation	118,994	113,097
	<u> </u>	<u> </u>
Profit on ordinary activities multiplied by the standard rate of taxation of 30% (2001 : 30%)	35,698	33,929
Tax effects of:		
Expenses not deductible for tax purposes	921	(1,544)
Depreciation in excess of capital allowances	149	111
Marginal taxation relief	(1,192)	(1,247)
Current taxation charge for the year	<u>35,576</u>	<u>31,249</u>

**Deloitte
& Touche****MERIT MEDICAL UK LIMITED****NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2002****9. TANGIBLE FIXED ASSETS**Office
Equipment
£**Cost:**

At 1 January 2002

1,514

Additions

2,581

At 31 December 2002

4,095

Depreciation:

At 1 January 2002

1,170

Charge for the year

764

At 31 December 2002

1,934

Net book value:

At 31 December 2002

2,161

At 31 December 2001

344

10. DEBTORS2002
£2001
£**Amounts falling due within one year:**

Amount due from group company

264,793

213,793

Other debtors

3,000

3,000

Prepayments and accrued income

4,680

5,004

272,473

221,797

11. CREDITORS2002
£2001
£**Amounts falling due within one year:**

Trade creditors

10,090

8,667

Other taxation and social security payable

41,760

53,084

Accruals

6,960

5,325

58,810

67,076

MERIT MEDICAL UK LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2002**

12. CALLED-UP SHARE CAPITAL	2002	2001
	£	£
Authorised share capital:		
1,000 Ordinary shares of £1 each	1,000	1,000
	<hr/>	<hr/>
Allotted, called-up and fully paid:		
100 Ordinary shares of £1 each	100	100
	<hr/>	<hr/>
13. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS	2002	2001
	£	£
Opening shareholders' funds	166,125	84,277
Retained result	83,418	81,848
	<hr/>	<hr/>
Closing shareholders' funds	249,543	166,125
	<hr/>	<hr/>

14 PARENT COMPANY AND RELATED PARTY TRANSACTIONS

The company is a subsidiary of Merit Holdings Incorporated, a company incorporated in the United States of America.

A significant proportion of the company's income arises from the sale of group products. Certain expenses and services are shared with a fellow group company and apportioned as deemed appropriate by management.

The company has availed of the exemption provisions of FRS 8 on Related Party Transactions on the grounds of being a wholly owned subsidiary. Copies of the consolidated financial statements of the parent company are available from 1600 Western Merit Parkway, South Jordan, Utah, U.S.A.

15. FINANCIAL COMMITMENTS**Lease commitments**

At the balance sheet date the company had annual commitments:

	2002	2001
	£	£
- Under operating leases	11,967	12,056
	<hr/>	<hr/>

16. CASH FLOW STATEMENT

A cash flow statement has not been prepared on the basis that the company has availed of the exemptions in the relevant FRS.