### ABBREVIATED ACCOUNTS

### FOR THE YEAR ENDED 31 OCTOBER 2003

A43 COMPANIES HOUSE 0490 09/09/04

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### DIRECTORS' REPORT FOR THE YEAR ENDED 31 OCTOBER 2003

The directors present their report and financial statements for the year ended 31 October 2003.

### Principal activities and review of the business

The principal activity of the company continued to be that of the manufacture and distribution of paints and surface coatings.

The directors are pleased with the performance of the company; the company has continued to build sales through its focus on customer service, product quality and reliable performance. This strategy has led to further new business and continued ongoing profitability. The development and set-up costs of the The Little Greene Paint Company experienced last year have brought a significant uplift in sales; the directors are very satisfied with developments in this respect.

A new warehouse and Distribution Centre was opened in Manchester on 26th July 2004, thereby improving service levels to existing customers, and adding significant extra capacity for the future. The manfacturing facilities were expanded by over 25% during the year. These investments are made to enable planned growth to be realised with a continued improvement in customer service.

On 19th August 2003 a significant customer was placed in receivership, the brand involved continues to trade through Bradite under licence thereby providing an improved income stream on an ongoing basis.

Continued support is being given by the company's bankers. Cash requirements will continue to rise with the development if the company's brands, ongoing commitment to the own brand sector and the sale of the company's products in Western Europe.

### Results and dividends

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

The directors do not recommend payment of an ordinary dividend.

The directors do not recommend payment of a preference dividend.

### **Directors**

The following directors have held office since 1 November 2002:

DR Mottershead

JS Falder

SB Falder

TR Ayre

A M Burton

### DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2003

### Directors' interests

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

The directors' interests in the shares of the company were	as stated below:	
	Ordinary sha	ares 'A' of £ 1 each
	31 October 2003	1 November 2002
JS Falder	20,000	20,000
D R Mottershead	40,000	40,000
S B Falder	20,000	20,000
T R Ayre	-	-
A M Burton	•	-
	Ordinary sha	res 'B' of £ 1 each
	•	1 November 2002
JS Falder	7,500	5,000
D R Mottershead	15,000	10,000
S B Falder	7,500	5,000
T R Ayre	2,750	2,500
A M Burton	4,750	4,500
		non - participating rence shares of £ 1
	, , ,	each
	31 October 2003	1 November 2002
J S Falder	-	-
D R Mottershead	-	-
SB Falder	-	-
TR Ayre	-	-
A M Burton	-	-

### Auditors

In accordance with Section 385 of the Companies Act 1985, a resolution proposing that UHY Hacker Young be reappointed as auditors of the company will be put to the Annual General Meeting.

### DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2003

### Directors' responsibilities

Directors are required by the Companies Act 1985 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 that period. It is also the directors' responsibility to maintain adequate accounting records, safeguard the assets of the company and take reasonable steps in preventing and detecting fraud and other irregularities.

The directors confirm that suitable accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates, have been used in the preparation of the financial statements on a going concern basis.

On behalf of the board

DR Mottershead

Director

1 September 2003

## INDEPENDENT AUDITORS' REPORT TO BRADITE LIMITED UNDER SECTION 247B OF THE COMPANIES ACT 1985

We have examined the abbreviated accounts set out on pages 4 to 19, together with the financial statements of the company for the year ended 31 October 2003 prepared under section 226 of the Companies Act 1985.

This report is made solely to the company's members, as a body, in accordance with Section 247 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

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 those provisions and to report our opinion to you.

#### Basis of audit 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 19 are properly prepared in accordance with that provision.

UHY Hacker Young

Utty Harker You

1 September 2004

Chartered Accountants
Registered Auditor

# ABBREVIATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 OCTOBER 2003

	Notes	2003 £	2002 £
Gross profit		1,177,613	903,240
Distribution costs Administrative expenses		(465,269) (574,685)	(291,256) (504,626)
Operating profit	2	137,659	107,358
Interest payable and similar charges	3	(54,231)	(44,869)
Profit on ordinary activities before taxation		83,428	62,489
Tax on profit on ordinary activities	4		-
Profit on ordinary activities after taxation	14	83,428	62,489

## BALANCE SHEET AS AT 31 OCTOBER 2003

		20	003	20	002
	Notes	£	£	£	£
Fixed assets					
Intangible assets	5		392,860		106,287
Tangible assets	6		313,465		254,448
Investments	7		1		1
			706,326		360,736
Current assets					
Stocks	8	821,292		777,394	
Debtors	9	1,095,580		1,037,058	
Cash at bank and in hand		4,050		7,148	
		1,920,922		1,821,600	
Creditors: amounts falling due	10				
within one year		(1,826,689)		(1,469,405)	
Net current assets			94,233		352,195
Total assets less current liabilities			800,559		712,931
Creditors: amounts falling due after more than one year	11		(409,224)		(416,374)
			391,335		296,557
Capital and reserves Called up share capital	13		479,350		468,000
Profit and loss account	14		(88,015)		(171,443)
Shareholders' funds	18		391,335		296,557
Equity interests			41,335		(53,443)
Non-equity interests			350,000		350,000
			391,335		296,557

### BALANCE SHEET (CONTINUED) AS AT 31 OCTOBER 2003

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 1 September 2004

DR Mottershead

Director

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31 OCTOBER 2003

	Notes	£	2003 £	£	2002 £
Net cash inflow from operating activities	15		161,637		209,089
Returns on investments and servicing of finance Interest paid		(54,231)		(44,869)	
Net cash outflow for returns on investments and servicing of finance			(54,231)		(44,869)
Capital expenditure Payments to acquire intangible assets Payments to acquire tangible assets Receipts from sales of tangible assets		(61,810) (142,502)		(53,880) (48,955) 2,500	
Net cash outflow for capital expenditure			(204,312)		(100,335)
Net cash (outflow)/inflow before management of liquid resources and financing			(96,906)		63,885
Financing Issue of ordinary share capital Other new long term loans Repayment of long term bank loan Repayment of other short term loans Capital element of hire purchase contra	acts	11,350 - - (17,167) (9,792)		52,928 (17,067) (20,653) (23,189)	
Net cash outflow from financing		-	(15,609)		(7,981)
(Decrease)/increase in cash in the year	ar 16		(112,515)		55,904

## NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31 OCTOBER 2003

### 1 Accounting policies

### 1.1 Basis of preparation

The financial statements are prepared under the historical cost convention.

### 1.2 Compliance with accounting standards

The accounts have been prepared in accordance with applicable accounting standards.

#### 1.3 Turnover

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

#### 1.4 Licences

Licences are valued at cost less accumulated amortisation. Amortisation is calculated to write off the cost against specific product lines included in the respective licence agreements over the life of the agreements. The directors anticipate that the cost will be written off within 4 years.

### 1.5 Research and development

Research expenditure is written off to the profit and loss account in the year in which it is incurred. Development expenditure is written off in the same way unless the directors are satisfied as to the technical, commercial and financial viability of individual projects. In this situation, the expenditure is deferred and amortised over the period during which the company is expected to benefit.

### 1.6 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% and 33% straight line Fixtures, fittings & equipment 20% and 35% straight line Motor vehicles 25% reducing balance

### 1.7 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.

#### 1.8 Investments

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

#### 1.9 Stock

Stock is valued at the lower of cost and net realisable value. Work in progress and goods for resale are valued at manufacturing cost including an appropriate proportion of overhead expenses.

## NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2003

### 1 Accounting policies

(continued)

#### 1.10 Pensions

Payments to the company's defined contribution pension scheme are charged to the profit and loss account as they become payable.

#### 1.11 Deferred taxation

The accounting policy in respect of deferred tax has been changed to reflect the requirements of FRS19 - Deferred tax. Deferred tax is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted.

The above amounts to a change in accounting policy. The previous policy was to provide deferred tax only to the extent that it was probable that liabilities would crystallise in the foreseeable future.

### 1.12 Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to profit and loss account.

### 1.13 Group accounts

The financial statements present information about the company as an individual undertaking and not about its group. The company and its subsidiary undertaking comprise a medium-sized group. The company has therefore taken advantage of the exemptions provided by section 248 of the Companies Act 1985 not to prepare group accounts.

2	Operating profit	2003	2002
	•	£	£
	Operating profit is stated after charging:		
	Amortisation of intangible assets	75,238	49,185
	Depreciation of tangible assets	83,485	72,435
	Loss on disposal of tangible assets	-	2,176
	Loss on foreign exchange transactions	2,081	_
	Auditors' remuneration	8,150	6,000
	and after crediting:		
	Government grants	-	26,158
	Profit on foreign exchange transactions	-	1,900

## NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2003

3	Interest payable	2003 £	2002 £
	On loan from connected company	18,800	7,000
	On bank loans and overdrafts	33,851	36,042
	Hire purchase interest	1,580	1,827
		54,231	44,869
4	Taxation	2003	2002 £
	Current tax charge	£ -	-
		<del></del>	<del></del>
	Factors affecting the tax charge for the year		<b>50.100</b>
	Profit on ordinary activities before taxation	83,428	62,489
	Profit on ordinary activities before taxation multiplied by standard rate		
	of UK corporation tax of 19.00% (2002: 20.00%)	15,851	12,498
	Effects of:		
	Non deductible expenses	1,102	1,173
	Depreciation add back	26,791	24,325
	Capital allowances	(17,142)	(12,363)
	Tax losses utilised	(26,602)	(25,633)
		(15,851)	(12,498)
	Current tax charge	-	

The company has estimated losses of £ 170,000 (2002: £ 310,000) available for carry forward against future trading profits.

On the basis of these financial statements no provision is required for corporation tax.

# NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2003

5	Intangible fixed assets			
	J	Licences D	evelopment	Total
			Costs	
		£	£	£
	Cost			
	At 1 November 2002	-	245,922	245,922
	Additions	300,000	61,810	361,810
	At 31 October 2003	300,000	307,732	607,732
	Amortisation			
	At 1 November 2002	-	139,634	139,634
	Charge for the year	17,718	57,520	75,238
	At 31 October 2003	17,718	197,154	214,872
	Net book value			
	At 31 October 2003	282,282	110,578	392,860
	At 31 October 2002	-	106,287	106,287
		1 <del> </del>		

# NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2003

6	Tangible fixed assets				
		Plant and	Fixtures,	Motor	Total
		machinery	fittings &	vehicles	
			equipment		
		£	£	£	£
	Cost				
	At 1 November 2002	371,553	74,192	71,794	517,539
	Additions	118,569	23,933	<u> </u>	142,502
	At 31 October 2003	490,122	98,125	71,794	660,041
	Depreciation				
	At 1 November 2002	184,090	48,799	30,202	263,091
	Charge for the year	58,140	14,947	10,398	83,485
	At 31 October 2003	242,230	63,746	40,600	346,576
	Net book value				
	At 31 October 2003	247,892	34,379	31,194	313,465
	At 31 October 2002	187,463	25,393	41,592	254,448
		<del></del> _		<del></del>	

Included above are assets held under finance leases or hire purchase contracts as follows:

	Motor vehicles £
Net book values At 31 October 2003	19,083
At 31 October 2002	29,569
Depreciation charge for the year 31 October 2003	6,361
31 October 2002	3,725

## NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2003

### 7 Fixed asset investments

Shares in group undertakings

£

Cost

At 1 November 2002 & at 31 October 2003

1

In the opinion of the directors, the aggregate value of the company's investment in subsidiary undertakings is not less than the amount included in the balance sheet.

### Holdings of more than 20%

The company holds more than 20% of the share capital of the following companies:

Company	Country of registration or	Shares held	
	incorporation		
		Class	%
Subsidiary undertakings			
The Little Greene Paint Company Limited	UK	£1 Ordinary	100

The aggregate amount of capital and reserves and the results of these undertakings for the last relevant financial year were as follows:

		Capital and Pi	rofit for the
		reserves	year
		2003	2003
		£	£
	The Little Greene Paint Company Limited	1,705	958
8	Stocks	2003 £	2002 £
	Raw materials and consumables	321,162	277,543
	Finished goods and goods for resale	500,130	499,851
		821,292	777,394

# NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2003

9	Debtors	2003	2002
		£	£
	Trade debtors	576,377	898,413
	Other debtors	418,673	47,966
	Prepayments and accrued income	100,530	90,679
		1,095,580	1,037,058
10	Creditors: amounts falling due within one year	2003 £	2002 £
		r	L
	Bank loans and overdrafts	168,433	76,183
	Net obligations under finance lease and hire purchase contracts	6,813	9,454
	Trade creditors	995,920	673,165
	Taxes and social security costs	73,930	80,790
	Other creditors	472,723	550,308
	Accruals and deferred income	108,870	79,505
		1,826,689	1,469,405

The bank overdraft is secured by a fixed and floating charge over the assets and undertakings of the company.

Other creditors includes £371,268 (2002 - £449,471) which is secured by a floating charge over some of the book debts.

## NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2003

400,000 9,224	400,000
9,224	16 27/
	16,374
409,224	416,374
400,000	417,167
400,000	417,167
-	(17,167)
400,000	400,000
he company.	
6,813	9,454
9,224	16,374
16,037	25,828
(6,813)	(9,454)
9,224	16,374
	400,000 400,000 400,000 he company. 6,813 9,224 16,037 (6,813)

### 12 Pension costs

### **Defined contribution**

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.

	2003 £	2002 £
Contributions payable by the company for the year	10,405	16,791

## NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2003

13	Share capital	2003 £	2002 £
	Authorised	~	~
	100,000 Ordinary shares 'A' of £1 each	100,000	100,000
	500,000 Ordinary shares 'B' of £1 each	500,000	500,000
	500,000 9% cumulative non - participating redeemable preference shares of £1 each	500,000	500,000
		1,100,000	1,100,000
	Allotted, called up and fully paid		
	80,000 Ordinary shares 'A' of £1 each	80,000	80,000
	49,350 Ordinary shares 'B' of £1 each	49,350	38,000
	350,000 9% cumulative non - participating redeemable preference shares of £1 each	350,000	350,000
		479,350	468,000

During the year 11,350 ordinary 'B' shares of £1 each were issued fully paid at par for cash consideration to provide additional working capital.

At 31 October 2003 the company had arrears of dividends amounting to £137,000 (2002 - £105,500) on the 350,000 9% cumulative non - participating redeemable preference shares of £1 each.

### 14 Statement of movements on profit and loss account

	Profit and loss account
Balance at 1 November 2002 Retained profit for the year	(171,443) 83,428
Balance at 31 October 2003	(88,015)

# NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2003

15	Reconciliation of operating profit to net cash inflow fro activities	m operating	2003	2002
			£	£
	Operating profit		137,659	107,358
	Depreciation of tangible assets		83,485	72,435
	Amortisation of intangible assets		92,956	49,185
	Loss on disposal of tangible assets		-	2,176
	(Increase)/decrease in stocks		(43,898)	12,880
	Increase in debtors		(58,522)	(114,979)
	Increase in creditors within one year		267,675	106,192
	Movement on grant provision		-	(26,158)
	Net cash inflow from operating activities		479,355	209,089
16	Analysis of net debt	1 November	Cash flow	31 October
		2002	•	2003
		£	£	£
	Net cash:	<b></b>	(2.000)	4.050
	Cash at bank and in hand	7,148	(3,098)	4,050
	Bank overdrafts	(59,016)	(109,417)	(168,433)
		(51,868)	(112,515)	(164,383)
	Debt:			
	Finance leases	(25,828)	9,791	(16,037)
	Debts falling due within one year	(17,167)	17,167	-
	Debts falling due after one year	(400,000)	-	(400,000)
		(442,995)	26,958	(416,037)
	Net debt	(494,863)	(85,557)	(580,420)
17	Reconciliation of net cash flow to movement in net debt	-	2003 £	2002 £
	(Decrease)/increase in cash in the year		(112,515)	55,904
	Cash outflow/(inflow) from decrease/(increase) in debt and	l lease financin	,	(19,813)
	Movement in net debt in the year		(85,557)	36,091
	Opening net debt		(494,863)	(530,954)
	Closing net debt		(580,420)	(494,863)

## NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2003

£	
<b>T</b> .	£
83,428	62,489
11,350	
94,778	62,489
296,557	234,068
391,335	296,557
	94,778 296,557

#### 19 Transactions with directors

The directors are interested in the trading arrangements with H M G Paints Limited and its parent company H Marcel Guest Limited, by virtue of common directorships, whereby the company purchased goods to the value of £36,776 (2002 - £46,569), sold goods to the value of £10,000 (2002 - £47,072), paid interest amounting to £18,800 (2002 - £7,000) and paid management charges of £30,000 (2002 - £30,000). The amount owed to H M G Paints Limited and its parent company H Marcel Guest Limited at the balance sheet date was £500,305 (2002 - £497,571).

During the year the company sold goods to its subsidiary company, The Little Greene Paint Company Limited, totalling £816,472 (2002 - £171,705), and received management charges of £97,000 (2002 - £3500). The amount due from the company at the balance sheet date was £418,460 (2002 - £43,966).

## NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2003

### 20 Employees

### Number of employees

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

	2003 Number	2002 Number
Production	18	18
Selling and distribution	14	13
Administration	9	8
Research and developments	2	2
	43	41
Employment costs	£	£
		-
Wages and salaries	844,531	718,634
Other pension costs	10,405	16,791
	854,936	735,425

### 21 Control

The ultimate controlling party, by virtue of shareholding, is the board of directors.

### 22 Related party transactions

The directors are interested in the trading arrangements with H M G Paints Limited and its parent company H Marcel Guest Limited, by virtue of common directorships, whereby the company purchased goods to the value of £36,776 (2002 - £46,569), sold goods to the value of £10,000 (2002 - £47,072), paid interest amounting to £18,800 (2002 - £7,000) and paid management charges of £30,000 (2002 - £30,000). The amount owed to H M G Paints Limited and its parent company H Marcel Guest Limited at the balance sheet date was £500,305 (2002 - £497,571).

During the year the company sold goods to its subsidiary company, The Little Greene Paint Company Limited, totalling £816,472 (2002 - £171,705), and received management charges of £97,000 (2002 - £3500). The amount due from the company at the balance sheet date was £418,460 (2002 - £43,966).