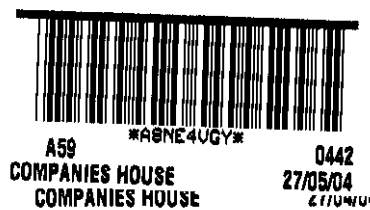


4024851

Unimark Plastics Limited

Report and Financial Statements

31 December 2003



Unimark Plastics Limited

Registered No: 4024851

Directors

I Ashken
M Franklin

Secretary

DCL Company Services Limited

Auditors

Ernst & Young LLP
Wessex House
19 Threefield Lane
Southampton
SO14 3QB

Bankers

Barclays Bank plc
61 Old Christchurch Road
Bournemouth
Dorset
BH1 1ER

Registered office

Unit 3
81 Somerford Road
Christchurch
Dorset
BH1 1ER

Directors' report

The directors present their report and financial statements for the period from 1 July 2003 to 31 December 2003.

Results and dividends

The loss for the period amounted to £70,303. The directors do not recommend the payment of any dividends.

Principal activities and review of the business

The principal activity of the company during the period was the manufacture of plastic fasteners and precision moulded custom components.

The directors were disappointed with the results for the period. Market conditions within plastic moulding remain poor, however the American holding company has made a commitment to fund activities and continue manufacturing in Christchurch.

Directors

The directors who served the company during the period were as follows:


I Ashken	(Appointed 3 July 2003)
M Franklin	(Appointed 3 July 2003)
M A Reid	(Resigned 3 July 2003)

There are no directors' interests requiring disclosure under the Companies Act 1985.

Auditors

A resolution to reappoint Ernst & Young LLP as auditors will be put to members at the Annual General Meeting.

On behalf of the board,


Ian Ashken
Director

April 16, 2004

Statement of directors' responsibilities in respect of the financial statements

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; 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 Unimark Plastics Limited

We have audited the company's financial statements for the period ended 31 December 2003 which comprise the Profit and Loss Account, Statement of Total Recognised Gains and Losses, Balance Sheet, Statement of Cash Flows and the related notes 1 to 19. These financial statements have been prepared on the basis of the accounting policies set out therein.

This report is made solely to the company's member, 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 member 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 member 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 the financial statements in accordance with applicable United Kingdom law and accounting standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom 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 to you 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 and consider the implications for our report if we become aware of any apparent misstatements within it.

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.

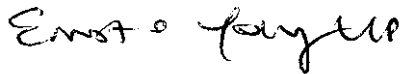
We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Independent auditors' report

to the members of Unimark Plastics Limited (continued)

Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the company as at 31 December 2003 and of its loss for the period then ended and have been properly prepared in accordance with the Companies Act 1985.



Ernst & Young LLP
Registered Auditor
Southampton

26 APR 2004

Profit and loss account

for the period from 1 July 2003 to 31 December 2003

		<i>Period from 1 Jul 03 to 31 Dec 03</i>	<i>Period from 1 Sep 02 to 30 Jun 03</i>
	<i>Notes</i>	<i>£</i>	<i>£</i>
Turnover	2	969,785	1,951,314
Cost of sales		679,973	1,345,888
Gross profit		289,812	605,426
Distribution costs		10,144	22,165
Administrative expenses		347,187	729,045
Operating loss	3	(67,519)	(145,784)
Bank interest receivable	5	474	977
Interest payable	6	(3,258)	(7,693)
		(2,784)	(6,716)
Loss on ordinary activities before taxation		(70,303)	(152,500)
Tax on loss on ordinary activities	7	—	—
Loss for the financial period		(70,303)	(152,500)


Statement of total recognised gains and losses

There are no recognised gains or losses other than the loss of £70,303 attributable to the shareholders for the period ended 31 December 2003 (To 30 Jun 03 - loss of £152,500).

Balance sheet

at 31 December 2003

	Notes	31 Dec 03 £	30 Jun 03 £
Fixed assets			
Tangible assets	8	416,295	511,043
Current assets			
Stocks	9	230,787	197,273
Debtors	10	482,228	600,514
Cash at bank		58,409	20,795
		771,424	818,582
Creditors: amounts falling due within one year	11	426,060	483,912
Net current assets		345,364	334,670
Total assets less current liabilities		761,659	845,713
Creditors: amounts falling due after more than one year	12	23,559	37,310
		738,100	808,403
Capital and reserves			
Called up share capital	16	200,000	200,000
Share premium account	17	1,028,191	1,028,191
Profit and loss account	17	(490,091)	(419,788)
Equity shareholder's funds	17	738,100	808,403



 I Ashken
 Director

April 16, 2004

Statement of cash flows

for the period from 1 July 2003 to 31 December 2003

	Notes	Period from 1 Jul 03 to 31 Dec 03 £	Period from 1 Sep 02 to 30 Jun 03 £
Net cash inflow/(outflow) from operating activities	18(a)	98,773	(73,800)
Returns on investments and servicing of finance	18(b)	(2,784)	(6,716)
Capital expenditure and financial investment	18(c)	(893)	(14,190)
Financing	18(d)	(57,482)	(83,030)
Increase/(decrease) in cash		<u>37,614</u>	<u>(177,736)</u>
Reconciliation of net cash flow to movement in net debt			
		31 Dec 03 £	30 Jun 03 £
Increase/(decrease) in cash		37,614	(177,736)
Cash used to repay capital element of hire purchase payments		<u>57,482</u>	<u>83,030</u>
		<u>95,096</u>	<u>(94,706)</u>
Change in net debt	18(e)	95,096	(94,706)
Net debt at 1 July	18(e)	<u>(105,403)</u>	<u>(10,697)</u>
Net debt at 31 December	18(e)	<u>(10,307)</u>	<u>(105,403)</u>

Notes to the financial statements

at 31 December 2003

1. Accounting policies

Basis of preparation

The financial statements are prepared under the historical cost convention.

Fixed assets

All fixed assets are initially recorded at cost.

Depreciation

Depreciation is provided on all tangible fixed assets, other than freehold land, at rates calculated to write off the cost, less estimated residual value based on prices prevailing at the date of acquisition of each asset evenly over its expected useful life, as follows:

Short Leasehold Improvements	-	straight line over the term of the lease
Plant & Machinery	-	straight line over 4 to 7 years
Motor Vehicles	-	straight line over 4 years

Stocks

Stocks and work in progress are valued at the lower of cost or net realisable value, after making due allowance for obsolete and slow moving items. Cost includes all direct expenditure and an appropriate proportion of fixed and variable overheads.

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax, with the following exception:

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on a undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date.

All differences are taken to the profit and loss account.

Hire purchase agreements

Assets held under hire purchase agreements are capitalised and disclosed under tangible fixed assets at their fair value. The capital element of the future payments is treated as a liability and the interest is charged to the profit and loss account on a straight line basis.

Notes to the financial statements

at 31 December 2003

1. Accounting policies (continued)

Finance lease agreements

Where the company enters into a lease which entails taking substantially all the risks and rewards of ownership of an asset, the lease is treated as a finance lease. The asset is recorded in the balance sheet as a tangible fixed asset and is depreciated in accordance with the above depreciation policies. Future instalments under such leases, net of finance charges, are included with creditors. Rentals payable are apportioned between the finance element, which is charged to the profit and loss account on a straight line basis, and the capital element which reduces the outstanding obligation for future instalments.

Operating lease agreements

Rentals payable under operating leases are charged in the Profit and Loss Account on a straight line basis over the lease term.

2. Turnover

The company's turnover is derived from one class of business.

An analysis of turnover by geographical market is given below:

	<i>Period from 1 Jul 03 to 31 Dec 03 £</i>	<i>Period from 1 Sep 02 to 30 Jun 03 £</i>
United Kingdom	955,884	1,771,828
Rest of Europe	13,546	153,099
United States of America	355	26,387
	<u>969,785</u>	<u>1,951,314</u>

3. Operating loss

This is stated after charging/(crediting):

	<i>Period from 1 Jul 03 to 31 Dec 03 £</i>	<i>Period from 1 Sep 02 to 30 Jun 03 £</i>
Auditors' remuneration - audit services	5,000	15,000
- non-audit services	1,250	3,750
	<u>6,250</u>	<u>18,750</u>
Depreciation of owned fixed assets	66,116	150,803
Depreciation of assets held under hire purchase contracts	29,525	49,208
	<u>95,641</u>	<u>200,011</u>
Operating lease rentals - land and buildings	69,568	115,946
- plant and machinery	189	316
Directors Emoluments	<u>-</u>	<u>-</u>

Notes to the financial statements

at 31 December 2003

4. Staff costs

	<i>Period from 1 Jul 03 to 31 Dec 03 £</i>	<i>Period from 1 Sep 02 to 30 Jun 03 £</i>
Wages and salaries	379,208	703,803
Social security costs	38,531	61,177
	<u>417,739</u>	<u>764,980</u>

The monthly average number of employees during the period was as follows:

	<i>Period from 1 Jul 03 to 31 Dec 03 No.</i>	<i>Period from 1 Sep 02 to 30 Jun 03 No.</i>
Total staff	<u>45</u>	<u>51</u>

5. Interest receivable

	<i>Period from 1 Jul 03 to 31 Dec 03 £</i>	<i>Period from 1 Sep 02 to 30 Jun 03 £</i>
Bank interest receivable	<u>474</u>	<u>977</u>

6. Interest payable

	<i>Period from 1 Jul 03 to 31 Dec 03 £</i>	<i>Period from 1 Sep 02 to 30 Jun 03 £</i>
Finance charges payable under hire purchase contracts	<u>3,258</u>	<u>7,693</u>

Notes to the financial statements

at 31 December 2003

7. Tax

There is no charge for taxation in the period.

(a) Factors affecting current tax charge

The tax assessed on the loss on ordinary activities for the period is higher than the standard rate of corporation tax in the UK of 30% (to 30 Jun 03 - 30%).

The differences are reconciled below:

	<i>Period from 1 Jul 03 to 31 Dec 03 £</i>	<i>Period from 1 Sep 02 to 30 Jun 03 £</i>
Loss on ordinary activities before taxation	(70,303)	(152,500)
Loss on ordinary activities multiplied by the rate of UK corporation tax of 30% (2002: 30%)	(21,091)	(45,750)
Decelerated capital allowances	12,258	28,942
Tax losses carried forward	4,867	9,144
Other short term timing differences	3,844	1,011
Disallowable expenses and non-taxable income	122	6,653
Total current tax	—	—

(b) Deferred tax

The deferred taxation asset not recognised in the accounts is as follows:

	<i>Period from 1 Jul 03 to 31 Dec 03 £</i>	<i>Period from 1 Sep 02 to 30 Jun 03 £</i>
Capital allowances in advance of depreciation	(9,458)	(21,716)
Tax losses available	108,188	103,321
Other timing differences	15,743	11,899
	114,473	93,504

Notes to the financial statements

at 31 December 2003

8. Tangible fixed assets

	<i>Short Leasehold Improvements</i>	<i>Plant & Machinery</i>	<i>Motor Vehicles</i>	<i>Total</i>
	£	£	£	£
Cost:				
At 1 July 2003	283,981	1,304,445	27,144	1,615,570
Additions	—	4,636	—	4,636
Disposals	—	(5,638)	—	(5,638)
At 31 December 2003	<u>283,981</u>	<u>1,303,443</u>	<u>27,144</u>	<u>1,614,568</u>
Depreciation:				
At 1 July 2003	102,821	984,778	16,928	1,104,527
Provided during the period	29,377	62,871	3,393	95,641
Disposals	—	(1,895)	—	(1,895)
At 31 December 2003	<u>132,198</u>	<u>1,045,754</u>	<u>20,321</u>	<u>1,198,273</u>
Net book value:				
At 31 December 2003	<u>151,783</u>	<u>257,689</u>	<u>6,823</u>	<u>416,295</u>
At 1 July 2003	<u>181,160</u>	<u>319,667</u>	<u>10,216</u>	<u>511,043</u>

The net book value of assets above includes an amount of £207,230 (30 June 2003 - £236,754) in respect of assets held under hire purchase contracts.

9. Stocks

	<i>31 Dec 03</i>	<i>30 Jun 03</i>
	£	£
Raw materials	73,917	74,864
Finished goods	156,870	122,409
	<u>230,787</u>	<u>197,273</u>

10. Debtors

	<i>31 Dec 03</i>	<i>30 Jun 03</i>
	£	£
Trade debtors	438,718	562,956
Prepayments and accrued income	43,510	37,558
	<u>482,228</u>	<u>600,514</u>

Notes to the financial statements

at 31 December 2003

11. Creditors: amounts falling due within one year

	31 Dec 03 £	30 Jun 03 £
Obligations under hire purchase contracts (note 13)	45,157	88,888
Trade creditors	207,841	248,741
Amounts owed to group undertakings	94,257	—
Other creditors	54,249	98,793
Accruals and deferred income	24,556	47,490
	<u>426,060</u>	<u>483,912</u>

12. Creditors: amounts falling due after more than one year

	31 Dec 03 £	30 Jun 03 £
Obligations under hire purchase contracts (note 13)	<u>23,559</u>	<u>37,310</u>

13. Obligations under hire purchase contracts

The maturity of these amounts is as follows:

	31 Dec 03 £	30 Jun 03 £
Amounts payable:		
Within one year	48,234	94,009
In one to two years	24,369	39,218
	<u>72,603</u>	<u>133,227</u>
Less: finance charges allocated to future periods	(3,887)	(7,029)
	<u>68,716</u>	<u>126,198</u>
Hire purchase contracts are analysed as follows:		
Current obligations (note 11)	45,157	88,888
Non-current obligations (note 12)	23,559	37,310
	<u>68,716</u>	<u>126,198</u>

14. Commitments under operating leases

At 31 December 2003 the company had annual commitments under non-cancellable operating leases as set out below.

	31 Dec 03		30 Jun 03	
	Land and buildings £	Other £	Land and buildings £	Other £
Operating leases which expire:				
In two to five years	<u>139,136</u>	<u>378</u>	<u>139,136</u>	<u>378</u>

Notes to the financial statements

at 31 December 2003

15. Related party transactions

During the period, trading on normal commercial terms between Unimark Plastics Limited and Genetix Limited, a company of which M Reid is a director and majority shareholder, amounted to sales of £204,464 (10 month period to June 2003: £383,151). Amounts due from Genetix Limited at the period end were £72,169 (10 month period to June 2003: £93,011), which is included within trade debtors.

Rental and service charges of £69,968 (10 month period to June 2003: £116,612) have been paid to Morgan Reid Management Limited during the period, an entity in which M Reid and J Morgan have material interests. J Morgan was a shareholder in Plastic Injection Limited at 30 June 2003.

The company is a wholly owned subsidiary of Alltrista Plastics Corporation, part of the Jarden Corporation, the consolidated accounts of which are publicly available. Accordingly, the company has taken advantage of the exemption in FRS 8 from disclosing transactions with members or investees of Jarden Corporation.

16. Share capital

		<i>31 Dec 03</i>		<i>30 Jun 03</i>	
		<i>£</i>		<i>£</i>	
Ordinary shares of £0.10 each		<u>2,000,000</u>		<u>2,000,000</u>	

		<i>Allotted, called up and fully paid</i>	
		<i>30 Jun 03</i>	
<i>31 Dec 03</i>		<i>No.</i>	<i>£</i>
<i>No.</i>	<i>£</i>	<i>No.</i>	<i>£</i>
2,000,000	200,000	2,000,000	200,000

17. Reconciliation of shareholders' funds and movement on reserves

	<i>Share capital</i>	<i>Share premium account</i>	<i>Profit and loss account</i>	<i>Total shareholders' funds</i>
	<i>£</i>	<i>£</i>	<i>£</i>	<i>£</i>
At 1 September 2002	200,000	1,028,191	(267,288)	960,903
Loss for the period	—	—	(152,500)	(152,500)
At 30 June 2003	200,000	1,028,191	(419,788)	808,403
Loss for the period	—	—	(70,303)	(70,303)
At 31 December 2003	<u>200,000</u>	<u>1,028,191</u>	<u>(490,091)</u>	<u>738,100</u>

Notes to the financial statements

at 31 December 2003

18. Notes to the statement of cash flows

(a) Reconciliation of operating loss to net cash outflow from operating activities

	<i>Period from 1 Jul 03 to 31 Dec 03 £</i>	<i>Period from 1 Sep 02 to 30 Jun 03 £</i>
Operating loss	(67,519)	(145,784)
Depreciation	95,641	200,011
(Increase)/decrease in stocks	(33,514)	985
Decrease/(increase) in debtors	118,286	(840)
Decrease in creditors	(14,121)	(128,172)
Net cash inflow/(outflow) from operating activities	<u>98,773</u>	<u>(73,800)</u>

(b) Returns on investments and servicing of finance

	<i>Period from 1 Jul 03 to 31 Dec 03 £</i>	<i>Period from 1 Sep 02 to 30 Jun 03 £</i>
Interest received	474	977
Interest element of hire purchase rentals payments	(3,258)	(7,693)
	<u>(2,784)</u>	<u>(6,716)</u>

(c) Capital expenditure

	<i>Period from 1 Jul 03 to 31 Dec 03 £</i>	<i>Period from 1 Sep 02 to 30 Jun 03 £</i>
Payments to acquire tangible fixed assets	(4,636)	(14,190)
Receipts from sales of tangible fixed assets	3,743	—
	<u>(893)</u>	<u>(14,190)</u>

(d) Financing

	<i>Period from 1 Jul 03 to 31 Dec 03 £</i>	<i>Period from 1 Sep 02 to 30 Jun 03 £</i>
Repayment of capital element of hire purchase contracts	<u>(57,482)</u>	<u>(83,030)</u>

Notes to the financial statements

at 31 December 2003

18. Notes to the statement of cash flows (continued)

(e) Analysis of changes in net debt

	<i>At 1 July 2003 £</i>	<i>Cash flows £</i>	<i>At 31 December 2003 £</i>
Cash at bank and in hand	20,795	37,614	58,409
Hire purchase contracts	(126,198)	57,482	(68,716)
	<u>(105,403)</u>	<u>95,096</u>	<u>(10,307)</u>

19. Ultimate parent company

On 3 July 2003, the company was acquired by Alltrista Plastics Corporation. From this date, the ultimate parent company is Jarden Corporation, whose accounts are available from:

1303 South Batesville Road,
Greer,
South Carolina,
29650 USA.