Directors' report and financial statements

28 February 1995

Registered number 375793



Directors' report and financial statements

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Directors' report

The directors present their annual report and the audited financial statements for the year ended 28 February 1995.

Business review

The principal activity of the company is the manufacture and marketing of toiletries, proprietary medicines and pharmaceuticals.

The company made a profit before tax of £2,399,000 (1994: £1,414,000) on turnover of £21,044,000 (1994: £20,398,000).

The company will continue to operate in its market in the UK and overseas, and will seek to take advantage of expansion opportunities wherever it sees fit.

Proposed dividend and transfer to reserves

The directors do not recommend payment of a dividend. The amount transferred to reserves is £1,624,000 (1994: £951,000).

Fixed assets

Movements in fixed assets are given in notes 9 and 10 to the financial statements. In the opinion of the directors, the market value of freehold land and buildings is in excess of cost.

Directors and directors' interests

The directors who held office during the year were as follows:

AJL Huns
BH Barnes
HE Cocker
CO Hoyt (USA)
M Fernandez (Canada)

No director was beneficially interested in the share capital of the company. None of the directors had a material interest, at any time during the year, in a contract with the company.

Donations

During the year the company made no political donations. Donations to UK charities amounted to £1,907 (1994: £2,246).

Directors' report

Auditors

On 6 February 1995, our auditors changed the name under which they practise to KPMG and, accordingly, have signed their report in their new name.

In accordance with Section 385 of the Companies Act 1985, a resolution for the re-appointment of KPMG as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

By order of the board

HE Cocker Secretary

Wear Bay Road FOLKESTONE Kent CT19 6PG

Statement of 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 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;
- 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 presume that the company will continue in business.

The directors are responsible for maintaining 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



Barham Court Teston Maidstone Kent ME18 5BZ

Auditors' report to the members of Carter-Wallace Limited

We have audited the financial statements on pages 5 to 18.

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 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 28 February 1995 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

De Jue 1995

Chartered Accountants
Registered Auditors

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Profit and loss account for the year ended 28 February 1995

	Note	1995	1994
		£000	£000
Turnover	2	21,044	20,398
Cost of sales		(11,160)	(11,119)
Gross profit		9,884	9,279
Distribution costs		(6,985)	(7,109)
Administrative expenses		(981)	(1,007)
Trading profit		1,918	1,163
Other operating income		459	416
Operating profit		2,377	1,579
Other interest receivable and similar income	б	68	13
Interest payable and similar charges	7	(46)	(178)
Profit on ordinary activities			
before taxation	2-5	2,399	1,414
Tax on profit on ordinary activities	8	(775)	(463)
Profit for the financial year		1,624	951
Retained profit brought forward		5,840	4,889
Retained profit carried forward		7,464	5,840

The company had no recognised gains or losses other than the profit for the years stated above, all of which was derived from continuing operations.

Balance sheet at 28 February 1995

at 28 February 1995					
	Note	1995		199)4
		£000	£000	£000	£000
Fixed assets					
Intangible assets	9		2,561		2,631
Tangible assets	10		2,300		2,162
			4,861		4,793
Current assets					·
Stocks	11	3,879		3,167	
Debtors	12	3,973		4,436	
Cash at bank and in hand		1,444		183	
		9,296		7,786	
Creditors: amounts falling					
due within one year	13	(3,588)		(5,256)	
Net current assets			5,708		2,530
Total assets less current liabilities			10,569		7,323
Creditors: amounts falling			(1.0.60)		
due after more than one year	14		(1,962)		(404)
Provisions for liabilities and charges	15		(219)		(155)
Net assets			8,388		6,764
Capital and reserves					
Called up share capital	16		716		716
Share premium account			208		208
Profit and loss account			7,464		5,840
Shareholders' funds	21		8,388		6,764

These financial statements were approved by the board of directors on June 1995 and were signed on its behalf by:

HE Cocker Director AJL Huns Director

Cash flow statement for the year ended 28 February 1995

				_
Note				
	£000	£000	£000	£000
19		2,403		1,555
	33		13	
	(140)		(189)	
		(107)		(176)
		(432)		(608)
	(538)		(823)	
		(538)		(823)
		1,326		(52)
	2,053		64	
	•		1	
	(1,988)			
		65		65
20		1,261		(117)
		1,326		(52)
		£000 19 33 (140) (538) 2,053 (1,988)	£000 £000 19 2,403 (107) (432) (538) (538) 1,326 2,053 (1,988) 65 1,261	£000 £000 £000 19 2,403 33 13 (189) (107) (432) (538) (823) (538) 1,326 2,053 64 1,1,326 1,1,326 20 1,261

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

Basis of preparation

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

Fixed assets and depreciation

Depreciation is provided by the company to write off the cost less the estimated residual value of tangible fixed assets by equal instalments over their estimated useful economic lives as follows:

Freehold buildings - 2% per annum

Building improvements - at rate necessary to depreciate the cost in full by 2016

Fixtures and fittings - 14% Plant and machinery - 10%

Plant and machinery

under finance leases - at rates necessary to depreciate the cost in full over the

primary period of the lease

No depreciation is provided on freehold land.

Concessions, patents, licences and trademarks purchased by the company are amortised over a period of forty years.

Non-competitive covenants are to be written off by their expiry date.

Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

Leases

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 over its estimated useful life or the term of the lease, whichever is shorter. 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, and the capital element which reduces the outstanding obligation for future instalments.

All other leases are accounted for as 'operating leases' and the rental charges are charged to the profit and loss account as rentals fall due over the life of the lease.

Notes (continued)

1 Accounting policies (continued)

Pension costs

The company operates a pension scheme providing benefits based on final pensionable pay. The assets of the scheme are held separately from those of the company. Contributions to the scheme are charged to the profit and loss account so as to spread the cost of pensions over employees' working lives with the company.

Stocks

Stocks are stated at the lower of cost and net realisable value. For work in progress and finished goods manufactured by the company, cost is taken as production cost.

Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Provision is made for deferred tax only to the extent that it is probable that an actual liability will crystallise.

Turnover

Turnover represents the amounts (excluding value added tax) derived from the provision of goods and services to customers during the year, including £668,000 (1994: £417,000) of sales to group companies.

2 Analysis of turnover

1995	1994
£000	£000
11,752	11,521
7,482	6,871
1,615	1,888
	118
21,044	20,398
	£000 11,752 7,482 1,615 195

Notes (continued)

3 Profit on ordinary activities before taxation

	1995 £000	1994 £000
Profit on ordinary activities before taxation is stated after charging		
Auditors' remuneration:		
Audit	28	27
Other	16	7
Depreciation and other amounts written		
off tangible fixed assets	325	285
Goodwill amortised	70	79
Hire of plant and machinery - rentals		
payable under operating leases	60	30
Hire of other assets - operating leases	283	305
Directors' emoluments:		
As executives	280	270

4 Remuneration of directors

The emoluments, excluding pension contributions, of the highest paid director were £104,019 (1994: £99,563).

The emoluments, excluding pension contributions, of the directors were within the following ranges:

			No.	No.	
			1995	1994	
£0	-	£ 5,000	2	2	
£60,001	-	£65,000	2	2	
£95,001	-	£100,000	-	1	
£100,001	-	£105,000	1	-	

Notes (continued)

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5 Staff numbers and costs

The average number of persons employed by the company (including directors) during the year, analysed by category, was as follows:

year, analysed by category, was as follows:	J	,
, , , samples of thingery, was as long, in	No.	No.
	1995	1994
	1993	1994
Marketing	17	18
Sales	18	19
Administration	21	22
Manufacturing	175	173
		
	231	232
The aggregate payroll costs of these persons were as follows:		
	1995	1994
	£000	£000
Wages and salaries	3,527	3,434
Social security costs	287	290
Other pension costs	233	227
		
	4,047	3,951
Other interest receivable and similar income		
	1995	1994
	£000	£000
	7000	2000
Interest receivable	33	13
Exchange gain	35	-
		_
	68	13

Notes (continued)

7 Interest	payable and	similar	charges
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			1995	1994
			£000	£000
			2000	2000
	On bank loans, overdrafts and ot	her loans		
	wholly repayable within five yes		-	4
	On loan from holding company p	ayable within five year	s 176	185
	Exchange gain on foreign curren	cy borrowings	(130)	(11)
				
			46	178
8	Taxation			
•	Taxaton			
			1995	1994
			£000	£000
	UK corporation tax at 33% (199-	4: 33%) on the profit for	οr	
	the year on ordinary activities		724	431
	Overprovision in prior years	•	(13)	-
	Deferred taxation		64	32
			775	463
			This was	_
9	Intangible fixed assets			
	mangiore incu asses			
		Non-competitive	Goodwill,	Total
		covenants	know-how and	
			trademarks	
		£000	£000	£000
	Cost			
	At beginning and end of year	75	2,838	2,913

	Amortisation			
	At beginning of year	75	207	282
	Charged in year	•	70	70
		 .		
	At end of year	75	277	352
				
	Net book value			
	At 28 February 1995	•	2,561	2,561
	•			
	At 28 February 1994	_	2,631	2,631
	111 20 1 0010asy 1777	·	2,031	2,031

Notes (continued)

10 Tangible fixed assets

		Freehold land	Freehold buildings	Plant, n fixtures ar Owned	nachinery nd fittings Leased		Total
	_	£000	£000	£000	£000	£000	£000
	Cost						
	At beginning of year	32	431	3,396	279	556	4,694
	Additions	-	224	227	-	12	463
	Transfers		528		<u> </u>	(556)	
	At end of year	32	1,183	3,651	279	12	5,157
	Depreciation						
	At beginning of year	-	199	2,054	279	-	2,532
	Charge for year		24	301	-		325
	At end of year		223	2,355	279	-	2,857
	Net book value						
	At 28 February 1995	32	960	1,296		12	2,300
	At 28 February 1994	32	232	1,342		556	2,162
11	Stocks						
						1995	1994
						£000	£000
	Raw materials and con	ısumables				1,466	1,298
	Work in progress					103	132
	Finished goods and go	oods for re	sale			2,310	1,737
						3,879	3,167

There is no material difference between the replacement cost of stocks and their balance sheet amounts.

Notes (continued)

12 Debtors

13

	1	995	1994	
	Due	Due	Due	Due
	within	after	within	after
	one year	one year	one year	one year
	£000	£000	£000	£000
Trade debtors	3,501	-	3,995	-
Amounts owed by parent and				
fellow subsidiary undertakings	165	•	136	•
Other debtors	72	-	73	-
Prepayments and accrued				
income	235	-	210	22
	3,973	-	4,414	22
	£000	£000	£000	£000
	1995 2000			994 £000
	2000	2000	2000	2000
Trade creditors		1,173		1,392
Amounts owed to parent and				
fellow subsidiary undertakings		383		537
Other creditors including taxation and social security:				
Corporation tax	725		445	
Other taxes and social				
security	198		163	
Other creditors	247		243	
				
		1,170		851
Accruals and deferred income		799		659
Loan from parent undertaking		<u>63</u>		1,817
		3,588		5,256
		- ,		- ,

The loan of £63,000 is denominated in US dollars and represents the last of five equal annual instalments on a loan which commenced in May 1991. Interest is payable at 10% per annum.

Notes (continued)

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14 Creditors: amounts falling due after more than one year

	1995 £000	1994 £000
Loan from parent and fellow subsidiary undertakings	1,962	404

The loan from a fellow subsidiary of £1,962,000 is denominated in US dollars and is repayable in full on 15 March 1996. Interest is payable at 9% per annum.

15 Provisions for liabilities and charges

		Deferred taxation £000
At beginning of year		155
Provided during year		64
		
At end of year		219
The amounts, all provided in full, for deferred taxation are set	out below:	
	1995	1994
	£000	£000
Difference between accumulated depreciation and amortisation and capital allowances Short term timing differences	292 (73)	263 (108)
	219	155
Called up share capital		
	1995	1994
	£000	£000
Authorised, allotted, called up and fully paid		
Ordinary shares of £1 each	716	716

Notes (continued)

17 Commitments

(i) Capital commitments at the end of the financial year for which no provision has been made:

	1995	1994
	£000	£000
Contracted	31	307
Authorised but not contracted	143	42

(ii) Annual commitments under non-cancellable operating leases are as follows:

	1995		1994	
	Land and buildings	Other	Land and buildings	Other
	£000	£000	£000	£000
Operating leases which expire:				
Within one year	-	12	-	32
In the second to				
fifth years inclusive	-	161	-	91
Over five years	119	-	119	•
				_
	119	173	119	123

18 Pension scheme

The company operates two funded pension schemes providing benefits based on final pensionable pay namely the "Main Plan" and the "Executive Plan". Contributions to the schemes are charged to the profit and loss account so as to spread the cost of pensions over employees' working lives with the company. The contributions are determined by the schemes qualified actuaries on the basis of regular valuations.

For the most recent valuation of the Main Plan, as at 1 March 1994, the Projected Unit Method was used. The assumptions which have the most significant effect on the results of the valuation are those relating to the rate of return on investment and the rates of increases in salaries and pensions. It was assumed that the investment return would be 9% per annum, that salary increases would average 7.5% per annum and that present and future pensions would increase at the rate of 3% per annum.

The total pension charge for the period was £297,000 (1994: £269,000) for the Main and Executive Plans combined. This includes £37,000 (1994: £52,000) in respect of the amortisation of experience surpluses on the Main Plan, as detailed below. There were no outstanding contributions at the year end.

Notes (continued)

18 Pension scheme (continued)

At the date of the latest valuation the market value of the Main Plan scheme's assets was £4,690,000 and that the actuarial value of those assets represented 103% of the benefits that had accrued to members of the Main Plan after allowing for expected future increases in earning. The actuarial surplus of the Main Plan is being spread forward over fifteen years, the average remaining service lives of employees.

The Executive Plan was set up with effect from 1 November 1989 to provide additional benefits to senior employees in the Main Plan. The most recent valuation for the Executive Plan, as at 1 March 1993, used the Attained Age Method. On the basis of this valuation the Plan's actuaries have determined a past service deficit of £296,000, which is being accounted for over twelve years, the average remaining service lives of the Plan's members.

19 Reconciliation of operating profit to net cash inflow from operating activities

	1995	1994
	£000	£000
Operating profit	2,412	1,487
Depreciation charge and amortisation	395	364
Increase in stocks	(712)	(54)
Decrease\(increase\) in debtors	462	(672)
(Decrease)\increase in creditors	(154)	430
Net cash inflow from operating activities	2,403	1,555

20 Analysis of changes in cash and cash equivalents

	£000
Balance at 28 February 1993	300
Net cash outflow	(117)
Balance at 28 February 1994	183
Net cash inflow	1,261
Balance at 28 February 1995	1,444

Cash

Notes (continued)

21 Reconciliation of movements in shareholders' funds

	1995	1994
	£000	£000
Profit for the financial year	1,624	951
Opening shareholders' funds	6,764	5,813
Closing shareholders' funds	8,388	6,764

22 Ultimate parent company

The ultimate parent undertaking of the only group of which the company is a member and for which group accounts are drawn up, is Carter-Wallace Inc, a company incorporated in the United States of America.

The financial statements of the ultimate parent undertaking, Carter-Wallace Inc, are available from 767 Fifth Avenue, New York, NY 10153, USA.