PARAGON LABELS LIMITED

REPORT OF THE DIRECTORS AND

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2008

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COMPANY INFORMATION FOR THE YEAR ENDED 31 DECEMBER 2008

DIRECTORS:

A C Lennon I R B Partington D Patterson K R Bostock

SECRETARIES:

Pinsent Masons Secretarial Services Limited

K R Bostock

REGISTERED OFFICE:

1 Benner Road Industrial Estate

Pinchbeck Spalding Lincolnshire PE11 3PZ

REGISTERED NUMBER:

02925612 (England and Wales)

AUDITORS:

Duncan & Toplis

Chartered Accountants & Registered Auditor 5 Resolution Close Endeavour Park

Boston Lincolnshire PE21 7TT

BANKERS:

Barclays Bank plc Third Floor

15 Colmore Row PO Box 3333 Birmingham B3 2WN

SOLICITORS:

Pinsent Masons 3 Colmore Circus Birmingham

B4 6BH

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2008

The directors present their report with the financial statements of the company for the year ended 31 December 2008.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of the manufacture and sale of self adhesive labels throughout the United Kingdom and parts of Europe.

REVIEW OF BUSINESS

The results for the year are as shown in the annexed financial statements.

It has been a challenging year for the company as the economic trading conditions worsened throughout the UK. The company has been exposed to the weakening of the pound and the corresponding increase in raw material costs. These increases have been difficult to pass on to our customers due to their own financial pressures.

On 2 April 2008, the company suffered a major fire destroying one of its production facilities. The company's multisite strategy enabled work to be diverted around the group and the impact on our customers was minimal.

The Directors believe that the largest risk to the company is the impact of suffering a major bad debt. In order to minimise this risk the Directors have taken out credit insurance with effect from 1 December 2008. Any customer not covered by this policy is tightly monitored to minimise any potential impact.

The company continues its focus on customer service and working with its customers to develop new and innovative way of packaging fresh and chilled foods.

As shown in the profit and loss account, the company's turnover was £76.6m (2007 - £76.4m) at a margin of 25.6% (2007 - 25.4%).

Given the straightforward nature of the business, the directors are of the opinion that analysis using key performance indicators is not necessary for an understanding of the development, performance or position of the business.

There have been no material developments in the company or its business since the year end and none are anticipated.

DIVIDENDS

No dividends will be distributed for the year ended 31 December 2008.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 January 2008 to the date of this report.

A C Lennon I R B Partington D Patterson K R Bostock

CHARITABLE CONTRIBUTIONS

During the year the company made charitable donations totalling £41,519 (2007 - £46,606).

DIRECTORS INDEMNITY INSURANCE

During the year the company has made payments for directors indemnity insurance.

POST BALANCE SHEET EVENTS

On 1 January 2009 the trade and assets of another group undertaking were acquired.

DISABLED EMPLOYEES

The company gives full consideration to applications for employment from disabled persons where the requirements of the job can be adequately fulfilled by a handicapped or disabled person. Where existing employees become disabled, it is the company's policy wherever practicable to provide continuing employment under normal terms and conditions and to provide training and career development and promotion to disabled employees wherever appropriate.

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2008

EMPLOYEE INVOLVEMENT

Regular meetings are held between management and employees to allow a free flow of information and ideas. Employees participate directly in the success of the business through bonus schemes linked to operating profit.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to 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 these 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 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.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 234ZA of the Companies Act 1985) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

AUDITORS

The auditors, Duncan & Toplis, will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:

K R Bostock - Secretary

Date: 6 April 2009

REPORT OF THE INDEPENDENT AUDITORS TO THE SHAREHOLDERS OF PARAGON LABELS LIMITED

We have audited the financial statements of Paragon Labels Limited for the year ended 31 December 2008 on pages six to fifteen. 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

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out on page three.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

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 whether in our opinion the information given in the Report of the Directors is consistent with the financial statements.

In addition, we report to you if, in our opinion, 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 other transactions is not disclosed.

We read the Report of the Directors 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 International Standards on Auditing (UK and Ireland) 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.

REPORT OF THE INDEPENDENT AUDITORS TO THE SHAREHOLDERS OF PARAGON LABELS LIMITED

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2008 and of its profit for the year then ended:
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Report of the Directors is consistent with the financial statements.

Duncar & Toplis

Chartered Accountants &

Registered Auditor

5 Resolution Close

Endeavour Park

Boston

Lincolnshire

PE21 7TT

Date: 6 April 2009

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2008

		200	08	200	7
	Notes	£	£	£	£
TURNOVER	2		76,621,724		76,430,432
Cost of sales			57,044,223		57,015,815
GROSS PROFIT			19,577,501		19,414,617
Distribution costs Administrative expenses		2,649,609 13,990,131		2,442,362 13,788,436	
			16,639,740		16,230,798
OPERATING PROFIT	4		2,937,761		3,183,819
Profit on sale of tangible fixed assets	5		3,886,905		
			6,824,666		3,183,819
Interest receivable and similar income			194,802		140,864
			7,019,468		3,324,683
Interest payable and similar charges	6		3,274		18,715
PROFIT ON ORDINARY ACTIVITIES					
BEFORE TAXATION			7,016,194		3,305,968
Tax on profit on ordinary activities	7		2,794,934		1,121,797
PROFIT FOR THE FINANCIAL YEAR AFTER TAXATION			4,221,260		2,184,171

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current year or previous year.

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profits for the current year or previous year.

BALANCE SHEET 31 DECEMBER 2008

		20	08	200	07
	Notes	£	£	£	£
FIXED ASSETS					
Tangible assets	9		14,508,521		12,472,182
CURRENT ASSETS					
Stocks	10	5,672,695		5,242,399	
Debtors (including £12,956,883 (2007 -	11				
£6,658,648) due after more than one year)		28,139,097		20,823,828	
Cash in hand		8,262,090		3,276,480	
		42,073,882		29,342,707	
CREDITORS		42,073,002		27,342,707	
Amounts falling due within one year	12	19,784,814		19,597,097	
NET CURRENT ASSETS			22,289,068		9,745,610
					<u></u>
TOTAL ASSETS LESS CURRENT					
LIABILITIES			36,797,589		22,217,792
CREDITORS					
Amounts falling due after more than o	ne				
year	13		(25,229,171)		(15,407,948)
PROVISIONS FOR LIABILITIES	16		(1,782,970)		(1,245,656)
NET ASSETS			9,785,448		5,564,188
CAPITAL AND RESERVES					
Called up share capital	17		300,000		300,000
Profit and loss account	18		9,485,448		5,264,188
SHAREHOLDERS' FUNDS	23		9,785,448		5,564,188

The financial statements were approved by the Board of Directors on 6 April 2009 and were signed on its behalf by:

A C Lennon - Director

K R Bostock - Director

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2008

1. ACCOUNTING POLICIES

Accounting convention

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

Turnover

Turnover represents invoiced and accrued sales of goods, excluding value added tax.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each assets over its estimated useful life or, if held under a finance lease, over the term of the lease, whichever is the shorter.

Freehold property

- 2% on cost

Plant and machinery Fixtures and fittings - 6.67% to 20% on cost

- 15% to 33% on cost

Motor vehicles

- 25% on cost

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Stocks of some raw materials are held on a consignment basis, the liability for which does not pass to the company until the stocks are used.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Hire purchase and leasing commitments

Assets obtained under hire purchase contracts or finance leases are capitalised in the balance sheet. Those held under hire purchase contracts are depreciated over their useful economic lives. Those held under finance lease are depreciated over their useful economic lives of the lease term, whichever is the shorter.

The interest element of these obligations is charged to the profit and loss account over the relevant period. The capital element of the future payments is treated as a liability.

Pension costs and other post-retirement benefits

The company operates a defined contribution pension scheme. Contributions payable to the company's pension scheme are charged to the profit and loss account in the period to which they relate.

Financial Reporting Standard 1

The company has not prepared a cash flow statement. Exemption has been claimed under Financial Reporting Standard 1 on the basis that the company is a subsidiary undertaking where 90% of the voting rights are controlled within the group, and consolidated financial statements, which include the subsidiary undertaking, are publicly available.

Financial Reporting Standard 8

The company has taken advantage of the exemption given in Financial Reporting Standard 8 relating to disclosure of related party transactions with entities that are part of the group. Financial Reporting Standard 8 does not require disclosure in the financial statements of subsidiary undertakings, 90% or more of whose voting rights are controlled within the group, of transactions with entities that are part of the same group, provided that the consolidated financial statements in which the subsidiary undertaking is included, are publicly available.

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2008

1. ACCOUNTING POLICIES - continued

Government grants

Grants and other contributions received towards the cost of tangible fixed assets are included in creditors as deferred income, and credited to the profit and loss account over the life of the asset.

2. TURNOVER

3.

The turnover and profit before taxation are attributable to the one principal activity of the company.

An analysis of turnover by geographical market is given below:

United Kingdom Europe	2008 £ 74,966,748 1,654,976	2007 £ 74,770,277 1,660,155
	76,621,724	76,430,432
The company's principal activity was carried on within the United Kingdom.		
STAFF COSTS		
	2008	2007
Wages and salaries	£ 16,473,890	£ 14,505,982
Social security costs	1,669,249	1,415,269
Other pension costs	473,509	455,082
	18,616,648	16,376,333

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

The average monthly number of employees during the year was as follows:	2008	2007
Directors Production Administration	4 413 200	6 379 179
	617	564

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2008

4. OPERATING PROFIT

The operating profit is stated after charging/(crediting):

	2008	2007
	£	£
Depreciation - owned assets	2,370,908	2,259,199
Depreciation - assets on hire purchase contracts	-	54,354
Loss/(Profit) on disposal of fixed assets	149,866	(684)
Auditors' remuneration	28,250	28,250
Auditors' remuneration for non audit work	11,000	3,000
Pension and health costs	473,509	481,322
Operating lease - land and buildings	691,161	751,965
Operating lease - other	584,106	609,213
Directors' emoluments		

5. EXCEPTIONAL ITEMS

The exceptional item is a result of an insurance claim arising as a consequence of a fire at one of the sites.

6. INTEREST PAYABLE AND SIMILAR CHARGES

	2008	2007
	£	£
Bank interest	3,274	18,715

7. TAXATION

Analysis of the tax charge

The tax charge on the profit on ordinary activities for the year was as follows:

Comment to the present of the state of the present of the state of the present to the state of t	2008 £	2007 £
Current tax: UK corporation tax Adjustment in respect of previous years:	1,989,555	1,184,085
Corporation tax	268,065	
Total current tax	2,257,620	1,184,085
Deferred tax	537,314	(62,288)
Tax on profit on ordinary activities	2,794,934	1,121,797

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2008

7. TAXATION - continued

Factors affecting the tax charge

The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The difference is explained below:

	2008 £	2007 £
Profit on ordinary activities before tax	7,016,194	3,305,968
Profit on ordinary activities		
multiplied by the standard rate of corporation tax		
in the UK of 28.50% (2007 - 30%)	1,999,615	991,790
Effects of:		
Expenses not deductible for tax purposes	44,997	183,973
Capital allowances for the period in excess of depreciation	(867,199)	(68,188)
Expensive leased cars	17,472	16,510
General rebate provision	•	60,000
General bad debt provision	112,423	•
Management charges	1,494,784	-
Adjustment in respect of prior year	268,065	-
Group relief	(812,537)	
Current tax charge	2,257,620	1,184,085

The company is a close company within the provisions of the Income & Corporation Taxes Act 1988.

8. DIVIDENDS

	2008 £	2007 £
Ordinary shares of £1 each Interim	_	6,239,000
merm		0,233,000

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2008

9. TANGIBLE FIXED ASSETS

	Freehold property	Plant and machinery	Fixtures and fittings	Motor vehicles	Totals
	£	£	£	£	£
COST			-		
At 1 January 2008	3,438,358	20,842,964	4,032,624	111,273	28,425,219
Additions	-	6,022,222	458,530	4,090	6,484,842
Disposals	(887,956)	(5,641,256)	(2,192,942)	(23,672)	(8,745,826)
At 31 December 2008	2,550,402	21,223,930	2,298,212	91,691	26,164,235
DEPRECIATION					
At 1 January 2008	547,957	12,285,305	3,040,549	79,226	15,953,037
Charge for year	73,637	1,842,063	444,392	10,816	2,370,908
Eliminated on disposal	(236,781)	(4,297,049)	(2,115,542)	(18,859)	(6,668,231)
At 31 December 2008	384,813	9,830,319	1,369,399	71,183	11,655,714
			_		
NET BOOK VALUE					
At 31 December 2008	2,165,589	11,393,611	928,813	20,508	14,508,521
At 31 December 2007	2,890,401	8,557,659	992,075	32,047	12,472,182

Included in cost of land and buildings is freehold land of £268,869 (2007 - £268,869) which is not depreciated.

The net book value of tangible fixed assets includes £nil (2007 - £308,007) in respect of assets held under hire purchase contracts.

10. STOCKS

		2008 £	2007 £
	Raw materials	1,354,477	1,040,852
	Finished goods	4,318,218	4,201,547
		5,672,695	5,242,399
11.	DEBTORS		
		2008	2007
		£	£
	Amounts falling due within one year:		
	Trade debtors	12,898,200	13,635,507
	Other debtors	1,888,015	209,891
	Prepayments	395,999	319,782
		15,182,214	14,165,180
	Amounts falling due after more than one year:	12.056.002	
	Amounts owed by group undertakings	12,956,883	6,658,648
	Aggregate amounts	28,139,097	20,823,828
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NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2008

12. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2008	2007
	£	£
Hire purchase contracts (see note 14)	•	29,810
Trade creditors	9,740,172	11,641,278
Corporation tax	1,363,701	225,684
Other taxes and social security	1,029,639	1,268,332
Other creditors	67,980	95,669
Accruals and deferred income	7,578,920	6,331,922
Deferred government grants	4,402	4,402
	19,784,814	19,597,097

13. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2008 £	2007 £
Amounts owed to group undertakings Deferred government grants	25,226,970 2,201	15,401,345 6,603
	_25,229,171	15,407,948

14. OBLIGATIONS UNDER HIRE PURCHASE CONTRACTS AND LEASES

	purcha: contrac	
	2008 £	2007 £
Net obligations repayable: Within one year		29,810

The following operating lease payments are committed to be paid within one year:

	Land and buildings		Other operating leases	
Expiring:	2008 £	2007 £	2008 £	2007 £
Within one year Between one and five years In more than five years	75,000 134,380	114,440	57,051 228,488 ——————————————————————————————————	59,982 242,842
	209,380	114,440	285,539	302,824

Hire

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2008

15. SECURED DEBTS

The following secured debts are included within creditors:

	2008	2007
	£	£
Hire purchase contracts		29,810

On 18 October 2007 the company entered into a composite accounting agreement in favour of all group companies.

Under the terms of these agreements the bank is authorised to allow set-off for interest purposes and in certain circumstances to seize credit balances and apply them in reduction of liabilities including debit balances within the composite accounting system.

The group's assets have been used as security for all bank borrowings.

16. PROVISIONS FOR LIABILITIES

	2008 £	2007 £
Deferred tax Accelerated capital allowances Accelerated industrial buildings allowances	1,782,970	1,110,971 134,685
	1,782,970	1,245,656
Balance at 1 January 2008 Transfer to the profit and loss account		Deferred tax £ 1,245,656 537,314
Balance at 31 December 2008		1,782,970

17. CALLED UP SHARE CAPITAL

Authorised: Number: 450,000	Class: Ordinary	Nominal value: £l	2008 £ 450,000	2007 £ 450,000
Allotted, issued	l and fully paid:			
Number:	Class:	Nominal value:	2008 £	2007 £
300,000	Ordinary	£1	300,000	300,000

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2008

18. RESERVES

RESERVES	Profit and loss account £
At 1 January 2008 Profit for the year	5,264,188 _4,221,260
At 31 December 2008	9,485,448

19. ULTIMATE PARENT COMPANY

The company's immediate parent undertaking is Paragon Print & Packaging Limited.

The ultimate parent undertaking is Paragon Print and Packaging (Holdings) Limited, a company incorporated in England and Wales. Copies of the consolidated financial statements can be obtained from 1 Benner Road, Pinchbeck, Spalding, Lincolnshire, PE11 3PZ.

20. CONTINGENT LIABILITIES

The company has a cross guarantee in place which favours all of the group trading and holding companies. This guarantee secures total group bank borrowings of £64,000,000 at 31 December 2008 (2007 - £65,000,000).

21. CAPITAL COMMITMENTS

	2008	2007
	£	£
Contracted but not provided for in the		
financial statements	2,287,955	31,155

22. TRANSACTIONS WITH DIRECTORS

During the year the company paid rent of £Nil (2007 - £4,333) to Mrs P Dixon the wife of a director. This transaction was on normal commercial terms and no amounts were due at the year end.

23. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

D. G. C. A. S	2008 £	2007 £
Profit for the financial year Dividends	4,221,260	2,184,171 (6,239,000)
Net addition/(reduction) to shareholders' funds Opening shareholders' funds	4,221,260 5,564,188	(4,054,829) 9,619,017
Closing shareholders' funds	9,785,448	5,564,188