Auditor's Report to the Shareholders of B.S. Lewis Limited

I have audited the financial statements on pages 4 to 10 which have been prepared under the historical cost conventionas modified by the revaluation of certain fixed assets and the accounting policies set out on page 6.

Respective responsibilities of directors and auditors

As described on page 2 the company's directors are responsible for the preparation of financial statements. It is my responsibility to form an independent opinion, based on my audit, on those statements and to report my opinion to you.

Basis of opinion

I conducted my 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 whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

I planned and performed my audit so as to obtain all the information and explanations which I considered necessary in order to provide me 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 my opinion I also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In my opinion the financial statements give a true and fair view of the state of the company's affairs as at the 31st December 1998 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Acts 1963

I have obtained all the information and explanations I consider necessary for the purposes of my audit. In my opinion proper books of account have been kept by the company. The financial statements are in agreement with the books of account.

In my opinion the information given in the directors' report on page 2 is consistent with the financial statements.

The net assets of the company, as stated in the Balance Sheet on page 5, are more than half of the amount of its called up share capital and, in my opinion, on that basis there did not exist at 31st December 1998 a financial situation which under Section 40(1) of the Companies (Amendment) Act 1983 would require the convening of an extraordinary general meeting of the company.

68 Willow Park Crescent Dublin 11.

Date: 23rd April 1999

J.M. YATTISON, C.P.A.

REGISTERED AUDITOR

Allied 500708 E15-0.

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Profit and Loss Account for the year ended 31st December 1998

		1998	1997
	Notes	IR£	IR£
Turnover		1,130,416	1,182,214
Cost of sales		(802,331)	(856,603)
Gross profit		328,085	325,611
Administrative expenses		(307,451)	(311,698)
Operating profit	3	20,634	13,913
Interest receivable and similar income		5	2
Interest payable and similar charges	4	(11,582)	(9,769)
Profit on ordinary activities before taxation		9,057	4,146
Tax charge	5	(3,091)	(651)
Profit after taxation		5,966	3,495
Retained profit brought forward	ard	87,423	83,928
Retained profit carried forwa	rđ	93,389	87,423

On behalf of the Board

A.C. Lewis 4. C. Telledo",

A.I. Lewis Apulleme—

) Directors

Balance Sheet as at 31st December 1998

		1998	1998		1997	
	Notes	IR£	IR£	IR£	IR£	
Fixed Assets						
Tangible assets	6		227,018		207,154	
rungiose assorts	*		227,010		207,154	
Current Assets						
Stocks		291,522		201,424		
Debtors	7	193,572		238,054		
Cash at bank and in hand		39,558		27,380		
		524,652		466,858		
Creditors: amounts falling						
due within one year	8	(489,681)		(423,466)		
·	-					
Net Current Assets			34,971		43,392	
Total Assets Less Current						
Liabilities			261,989		250,546	
Creditors: amounts falling due						
after more than one year	9		(27,957)		(22,480)	
Net Assets			234,032		228,066	
			<u></u>			
Capital and Reserves	•					
Called up share capital	10		40,100		40,100	
Revaluation reserve	-		100,543		100,543	
Profit and loss account			93,389		87,423	
Shareholders' Funds			234,032		228,066	
On behalf of the Board	0	0				
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A.C. Lewis A.I. Lewis Annellen		V -				
A.I. Lewis	_) 1	Directors			
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Notes to the Financial Statements for the year ended 31st December 1998

1. Accounting Policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention modified to include the revaluation of certain fixed assets.

1.2 Tangible fixed assets and depreciation

Depreciation is provided at rates calculated to write off the cost less residual value of each asset over its expected useful life, as follows:

Freehold land and buildings - Not depreciated
Plant and machinery - 10% Straight Line
Fixtures and fittings - 10% Straight Line
Motor vehicles - 20% Straight Line
Computer equipment - 20% Straight Line

Freehold buildings are not depreciated. This does not comply with Statement of Standard Accounting Practice No.12.

1.3 Leasing and hire purchase commitments

Assets obtained under finance leases are capitalised as tangible assets and depreciated over their useful lives. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods.

1.4 Stock

Stocks are valued at the lower of cost, on a first in, first out basis and net realisable value.

1.5 Pensions

The pension costs charged in the financial statements represent the contributions payable by the company during the year.

1.6 Foreign currencies

Assets and liabilities denominated in foreign currencies are translated into Irish pounds at the rates of exchange prevailing at the balance sheet date, except where covered by forward contracts.

Notes to the Financial Statements for the year ended 31st December 1998

	continued
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2.	Employees Number of employees The average number of employees	1998 Number	1997 Number
	(including the directors) during the year was:		
	Sales, warehouse & administration	5	5
	Employment costs	1998 IR£	1997 IR£
	Wages and salaries Social welfare costs Other pension costs	73,872 1,971 6,852	76,293 2,511 7,137
		82,695	85,941
3.	Operating profit	1998 IR£	1997 IR£
	Operating profit is stated after charging:	11100	Alta
	Depreciation of tangible fixed assets	6,937	3,012
	Directors' fees	46,900	45,100
	Other directors' emoluments including pension contributions	53,244	55,693
	Auditor's remuneration	3,800	3,500
4.	Interest payable and similar charges	1998	1997
	-	IR£	IR£
	Included in this category is the following:		
	On bank loans and overdrafts wholly repayable		
	within five years	8,554	6,777
	On all other loans	1,964	2,236
	Lease finance charges	1,064	756
		11,582	9,769

Notes to the Financial Statements for the year ended 31st December 1998

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5.	Taxation charge			1998 IR£	1997 IR£		
	Corporation Tax			3,091	651		
6.	Tangible fixed assets	Freehold	Plant and machinery	Fixtures and		Computer equipment	Total
		buildings	machinel y	fittings	venicies	equipment	
		IR£	IR£	IR£	IR£	IR£	IR£
	Cost/valuation						
	At 1 January 1998	200,000	5,500	18,520	17,364	10,960	252,344
	Additions		-	273	-	26,528	26,801
	At 31 December 1998	200,000	5,500	18,793	17,364	37,488	279,145
	Depreciation				<u></u>		
	At 1 January 1998	-	5,500	16,854	11,876	10,960	45,190
	Charge for the year	-		258	1,372	5,307	6,937
	At 31 December 1998	-	5,500	17,112	13,248	16,267	52,127
	Net book values						
	At 31 December 1998	200,000		1,681	4,116	21,221	227,018
	At 31 December 1997	200,000	-	1,666	5,488		207,154
				====	======		====

Freehold premises were valued at IR£200,000 on an open market basis by Druker Fanning & Partners, Estate Agents & Valuers, as at 14th September 1990.

The original cost of the freehold premises was IR£99,457 in 1988.

No provision has been made for tax which might arise on disposal of the premises at valuation.

The net book value of tangible fixed assets includes an amount of IR£22,234 (1997 IR£5,488) in respect of assets held under finance leases.

Notes to the Financial Statements for the year ended 31st December 1998

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7.	Debtors		
		1998	1997
		IR£	IR£
	Amounts falling due within one year:		
	Trade & other debtors	184,828	225,510
	Director's loan (see note 11)	6,784	6,784
	Prepayments and accrued income	1,960	5,760
		193,572	238,054
		And the second s	
8.	Creditors: amounts falling due	1998	1997
	within one year	IR£	IR£
	Bank overdraft (see note 12.)	120,925	57,307
	Bank loan (see note 12.)	4,700	4,000
	Net obligations under finance leases	9,777	2,225
	Trade & other creditors	354,279	359,934
		489,681	423,466
		And the same of th	
9.	Creditors: amounts falling due	1998	1997
	after more than one year	IR£	IR£
	Bank loan (see note 12.)	15,375	20,254
	Net obligations under finance leases	12,582	2,226
		27,957	22,480
10.	Share capital	1998	1997
	Authorised	IR£	IR£
	- 50,000 Ordinary shares of £1 each	50,000	50,000
	Alloted, called up, and fully paid.		
	- 40,100 Ordinary shares of £1 each	40,100	40,100

Notes to the Financial Statements for the year ended 31st December 1998

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12.

11. Transactions with directors

An	Amount Outstanding Maximum in			
	1998	1997	year	
	IR£	IR£	IR£	
A.I. Lewis	6,784	6,784	6,784	
Bank Borrowings		1998	1997	
		IR£	IR£	
Analysis of borrowings included under creditors:				
Wholly repayable within five years	1	20,925	57,307	
Due wholly or in part by instalments after five year	: s	20,075	24,254	
Total borrowings	1	41,000	81,561	
Included in creditors falling due within one year		25,625	61,307	
Included in creditors falling due after more				
than one year		15,375	20,254	
Aggregate of instalments falling due after more				
than five years		-	1,000	
•	=			

Bank borrowings are secured by a debenture over the assets of the company, incorporating a fixed charge over the freehold premises.

13. Pension costs

The company operates a pension scheme on a defined contribution basis within the meaning of the Pension Act 1990. All contributions due had been paid at the year end. Pension costs amounted to IR£6,852 (1997 - IR£7,137)

Operating Statement for the year ended 31st December 1998

	Appendices	1998 IR£	1997 IR£
Sales		1,110,384	1,150,709
Cost of sales	1.	(802,331)	(856,603)
		308,053	294,106
Commissions receivible		20,032	31,505
Gross profit		328,085	325,611
Expenses	2.	(319,033)	(321,467)
		9,052	4,144
Bank interest received		5	2
Net profit before taxation		9,057	4,146

Appendix 1- Cost of Sales for the year ended 31st December 1998

1998 IR£	199 7 IR£
201,424	204,460
864,640	812,325
27,789	41,242
1,093,853	1,058,027
(291,522)	(201,424)
802,331	856,603
	201,424 864,640 27,789 1,093,853 (291,522)

Appendix 2 - Schedule of expenses for the year ended 31st December 1998

	1998		1997	
	IR£	IR£	IR£	IR£
ADMINISTRATION EXPENSES				
Directors' salaries	46,392		48,556	
Directors' fees	46,900		45,100	
Pension costs	6,852		7,137	
Staff wages	29,451		30,248	
Telephone	5,312		5,654	
Printing, postage & stationery	6,983		6,944	
General expenses	16,587		12,904	
Auditor's remuneration	3,800		3,500	•
Travelling expenses	16,516		17,298	
Data processing	2,305		2,442	•
Depreciation - computer equipment	5,307		860	
		186,405		180,643
ESTABLISHMENT EXPENSES				
Rent & rates	9,242		8,352	
Insurance	17,561		17,088	
Light & heat	2,866		2,292	
Repairs	777		2,831	
Depreciation - fixtures & fittings	258		229	
Depreciation - plant & machinery	-		551	
		30,704		31,343
SELLING EXPENSES				
Carriage & freight	23,892		29,753	
Commission	27,513	•	28,021	
Wrapping	245		276	
Motor expenses	10,065		12,362	
Advertising	2,836		5,394	
Depreciation - motor vehicles	1,372		1,372	
		65,923		77,178
FINANCIAL EXPENSES				
Bank interest & charges	12,889		11,086	
Lease finance charges	1,064		756	
Discount allowed	19,845		19,612	
Bad & doubtful debts	2,203		849	
		26.001		22.222
		36,001		32,303
		319,033		321,467