

Blick Group Management Services Ltd

Directors' Report and Financial Statements

For the year ended 30 September 2003

Company number 1345093



Blick Group Management Services Ltd

Directors' Report

For the year ended 30 September 2003

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The Directors present their report and financial statements for the year ended 30 September 2003.

Principal Activities and Review of the Business

The Company has not traded during the year and has made neither a profit nor a loss. There are no plans at present for the Company to resume trading.

Directors

Mr RH Collins	
Mr GJ Peagam	
Mr A C Elliot	appointed 30 June 2003
Mrs V Murray	appointed 05 July 2003

Directors' Interests in the Shares of the Company

The Directors had no interests in shares of the Company at any time during the year.

Mr GJ Peagam and Vanda Murray are Directors of the ultimate parent company, Blick plc, and his interests in the shares of Blick plc are disclosed in the financial statements of that company.

The interests of Mr RH Collins and Mr A C Elliot in the shares of Blick plc are disclosed in note 6 of these financial statements.

Laying of Report and Accounts

The Company has passed elective resolutions in accordance with Section 252 of the Companies Act 1985 dispensing with the requirement to lay the Report and Accounts before the Company in a general meeting.

Under provisions of Section 253(2) of the Companies Act 1985 (as amended), a member has the right to require the Reports and Accounts to be laid before the Company in a general meeting. The members must deposit written notice of intention to exercise such right at the registered office of the Company within 28 days of the date of this report.

Auditors

Members have not required the company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985.

By order of the Board



Mr RH Collins
Secretary
Blick House
Bramble Road
Swindon
SN2 8ER

Blick Group Management Services Ltd

Balance Sheet as at 30 September 2003

	Note	2003 £	2002 £
Current assets			
Debtors	3	<u>2</u>	<u>2</u>
Net current assets		<u>2</u>	<u>2</u>
Capital and reserves			
Called up share capital	4	<u>2</u>	<u>2</u>
Total equity shareholders' funds		<u>2</u>	<u>2</u>

Laying of Report and Accounts

For the year ended 30 September 2002 the company was entitled to exemption under section 249AA(1) of the Companies Act 1985.

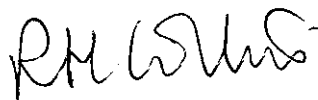
Members have not required the company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985.

The Directors acknowledge their responsibility for:

- i) ensuring the company keeps accounting records which comply with section 221; and
- ii) preparing accounts 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 its profit or loss for the financial year, in accordance with the requirements of section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company;

Signed on behalf of the board on : 23 JUL 2004

Mr RH Collins



)

) Directors

Mr GJ Peagam



)

Blick Group Management Services Ltd

Notes to the Accounts

1 Accounting policies

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

The Company has taken advantage under the terms of Financial Reporting Standard 8 from disclosing related party transactions with entities that are part of the Blick plc group or investees of the Blick plc group.

2 Administration Expenses

No remuneration was paid or is payable by the Company to the Directors. Mr Elliot receives fees for attending board meetings payable by Blick plc. The other Directors are employed by other companies in the Blick group and consider that their services are incidental to their activities within the group.

Remuneration of the auditors for audit work (when required) and staff costs are borne by Blick plc.

3 Debtors

	2003 £	2002 £
Amounts owed by fellow subsidiary undertakings	<u>2</u>	<u>2</u>
	<u>2</u>	<u>2</u>

4 Called up share capital

At 30 September 2003 and at 30 September 2002

	Number	£
Authorised Ordinary shares of 100p each	<u>100</u>	<u>100</u>
Allotted, called up and fully paid Ordinary shares of 100p each	<u>2</u>	<u>2</u>

5 Parent company

The Company is a wholly owned subsidiary of Blick plc.

During the year ended 30 September 2003, Blick plc, a company registered in England and Wales, was the ultimate parent company and controlling party. Following the acquisition of Blick plc by SWK (UK) plc, which became effective on 16 January 2004, The Stanley Works became the ultimate parent company and controlling party. The Stanley Works is a company registered in United States of America and copies of its financial statements may be obtained from The Stanley Works Investor Relations Department, 1000 Stanley Drive, New Britain, Connecticut, USA.

On 1 April 2004, Blick plc changed its name to Stanley Security Solutions - Europe Limited.

6 Directors' interests

None of the Directors held any beneficial interests in the shares of the Company. The interests of GJ Peagam and Vanda Murray in the shares of Blick plc are shown in that company's accounts. Other Directors' interests in and options to subscribe in the 5p ordinary shares of the ultimate parent company, Blick plc, are as follows:

	<u>Beneficial interests:</u>		<u>Non-Beneficial interests:</u>	
	2003	2002	2003	2002
RH Collins	2,492	2,492	-	-
A C Elliot	4,033,000	4,033,000	1,542,722	1,542,722

Options to subscribe for shares:

	Option price	Options exercisable		Number of share options		
		from	to	At 01.10.02	granted (lapsed)	At 30.09.03
The Blick 1996 Executive Share Option Scheme						
RH Collins	376.0p	08-Dec-01	07-Dec-08	8,600	-	8,600
	199.0p	03-Jun-02	02-Jun-09	8,500	-	8,500
	247.5p	13-Dec-02	12-Dec-09	7,070	-	7,070
	282.5p	08-Jun-03	07-Jun-10	9,524	-	9,524
	230.0p	15-Dec-03	14-Dec-10	12,000	-	12,000
	180.0p	03-Oct-01	02-Oct-11	20,000	-	20,000
	186.0p	19-Jun-02	18-Jun-12	20,000	-	20,000
The Blick 1992 Sharesave Scheme						
RH Collins	246.5p	01-Mar-05	31-Aug-05	2,738	-	2,738
	233.0p	01-Mar-04	31-Aug-04	831	-	831