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**WILSON
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AURUM ACQUISITIONS LIMITED (formerly Goldsmiths Acquisitions Limited)

REPORT AND ACCOUNTS

27 January 2007

Registered No 5074721

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COMPANIES HOUSE

AURUM ACQUISITIONS LIMITED
(formerly Goldsmiths Acquisitions Limited)
27 January 2007

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AURUM ACQUISITIONS LIMITED
(formerly Goldsmiths Acquisitions Limited)

DIRECTORS' REPORT

Directors J S Piasecki (Chairman)
A J Broderick
R E Gerrard – appointed 20 August 2007
S C Sargent
J P D Stead – appointed 20 August 2007

Secretary G Oliff

Registered Office Goldsmiths House, 2 Elland Road, Braunstone, Leicester, LE3 1TT

The directors present their report and the audited financial statements for the period ended 27 January 2007

PRINCIPAL ACTIVITIES

The name of the company was changed from Goldsmiths Acquisitions Limited to Aurum Acquisitions Limited on 1 June 2007

The company acts as an intermediate holding company for Aurum Holdings Limited (formerly Goldsmiths Group Limited)

RESULTS AND DIVIDENDS

The profit for the period amounts to £7,227,000 (2006 loss £2,849,000) and is dealt with as shown in the profit and loss account

During the year Aurum Acquisitions Limited received a capital contribution from its parent for £7.0m, which subsequently the company decided to use to repay some of its existing debt, whilst refinancing the balance of its borrowings

The directors do not recommend the payment of a dividend (2006 £nil)

DIRECTORS

The current directors of the company who served during the year were those listed above

Mr B Gunnlaugsson resigned on 10 March 2006, Mr P Haraldsson and Mr G Sigurdsson resigned on 31 October 2006 and Mr J E West resigned on 31 July 2007

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Directors' Report and 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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

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

AURUM ACQUISITIONS LIMITED
(formerly Goldsmiths Acquisitions Limited)

DIRECTORS' REPORT

STATEMENT OF DIRECTORS' RESPONSIBILITIES - *continued*

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 UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, 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 that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that its 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.

DISCLOSURE OF INFORMATION TO AUDITORS

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information 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 to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

AUDITORS

A resolution for the reappointment of KPMG LLP as auditors of the Company is to be proposed at the forthcoming Annual General Meeting.

By Order of the Board


G Oliff
Secretary

4 September 2007

AURUM ACQUISITIONS LIMITED

(formerly Goldsmiths Acquisitions Limited)

INDEPENDENT AUDITORS' REPORT

to the members of Aurum Acquisitions Limited (formerly Goldsmiths Acquisitions Limited)

Independent auditors' report to the members of Aurum Acquisitions Limited (formerly Goldsmiths Acquisitions Limited)

We have audited the financial statements of Aurum Acquisitions Limited (formerly Goldsmiths Acquisitions Limited) for the year ended 27 January 2007 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. 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 auditor's 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 UK Accounting Standards (UK Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities on page 1.

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 Directors' Report 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 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 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 judgments 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, in accordance with UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 27 January 2007 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 Directors' Report is consistent with the financial statements.

KPMG LLP

Chartered Accountants

Registered Auditor, Leicester

KPMG LLP

5 September 2007

AURUM ACQUISITIONS LIMITED
(formerly Goldsmiths Acquisitions Limited)

PROFIT AND LOSS ACCOUNT

for the period ended 27 January 2007

	Note	2007 £000	2006 £000
TURNOVER		-	-
Cost of sales		-	-
GROSS PROFIT		-	-
Administration expenses		-	-
TRADING PROFIT		-	-
Group interest receivable		4,412	5,451
Dividends receivable		12,465	-
		16,877	5,451
Interest payable	2	(9,650)	(8,300)
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION		7,227	(2,849)
Taxation	3	-	-
PROFIT/(LOSS) ON ORDINARY ACTIVITIES AFTER TAXATION		7,227	(2,849)

All figures relate to continuing activities

AURUM ACQUISITIONS LIMITED
(formerly Goldsmiths Acquisitions Limited)

BALANCE SHEET
at 27 January 2007

	Note	27 Jan 2007 £000	28 Jan 2006 £000
FIXED ASSETS			
Investments	4	104,815	46,266
		104,815	46,266
CURRENT ASSETS			
Debtors	5	34,497	58,460
CURRENT LIABILITIES			
Creditors amounts falling due within one year	6	(18,991)	(20,587)
NET CURRENT ASSETS		15,506	37,873
TOTAL ASSETS LESS CURRENT LIABILITIES		120,321	84,139
CREDITORS AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR	7	(69,242)	(47,287)
NET ASSETS		51,079	36,852
CAPITAL AND RESERVES			
Called up share capital	8	39,480	39,480
Profit and loss account	9	11,599	(2,628)
EQUITY SHAREHOLDERS' FUNDS		51,079	36,852

Approved by the Board on 4 September 2007

S C Sargent
Director



AURUM ACQUISITIONS LIMITED
(formerly Goldsmiths Acquisitions Limited)

NOTES TO THE ACCOUNTS

at 27 January 2007

1 ACCOUNTING POLICIES

Accounting convention

The accounts are produced under the historical cost convention and in accordance with applicable accounting standards

Group accounts

As permitted by Section 228 of the Companies Act 1985, group accounts have not been prepared as the company is a wholly owned subsidiary of Aurum Holdings Limited (formerly Goldsmiths Group Limited), a company incorporated within the European community

2 INTEREST PAYABLE

	2007 £000	2006 £000
Amounts payable on bank loans	6,889	6,706
Group interest	1,260	1,272
Amortisation of issue costs	1,501	322
	9,650	8,300

3 TAXATION

	2007 £000	2006 £000
Total current tax	-	-
Deferred taxation – reversal of timing differences	-	-
	-	-
Tax on profit on ordinary activities	-	-
	-	-
Current tax reconciliation		
Profit/(loss) on ordinary activities before taxation	7,227	(2,849)
Taxation at 30%	2,168	(855)
Group relief	-	855
UK dividends not taxable	(3,541)	-
Current year losses carried forward	1,294	-
Increase in other timing differences	79	-
Current tax charge for the year	-	-

AURUM ACQUISITIONS LIMITED
(formerly Goldsmiths Acquisitions Limited)
NOTES TO THE ACCOUNTS
at 27 January 2007

4 FIXED ASSET INVESTMENTS

	£000
Shares at cost	
At 28 January 2006	46,266
Aurum Group Limited (formerly Goldsmiths Limited, more formerly Goldsmiths Plc)	39,296
Goldsmiths Insurance Limited	3,850
Mappin & Webb Limited	15,300
Goldsmiths Limited (formerly Aurum Group Limited, more formerly Ghostsmild Limited)	103
At 27 January 2007	104,815

In the opinion of the directors the aggregate value of its investment in subsidiary undertakings is not less than the amounts at which they are stated in the accounts

The principal trading subsidiaries, which are wholly owned and operate in Great Britain are

	<i>Class of Share</i>	<i>Nature of Business</i>
Goldsmiths Limited (formerly Aurum Group Limited, more formerly Ghostsmild Limited)	Ordinary	Intermediate holding company
Aurum Jewellers Limited (formerly Mildghosts Limited)	Ordinary	Intermediate holding company
Aurum Group Limited (formerly Goldsmiths Limited, more formerly Goldsmiths Plc)	Ordinary	Retail jewellers
Springcolour Limited	Ordinary	Watch wholesalers
Goldsmiths Finance Limited	Ordinary	Finance company
Mappin & Webb Limited	Ordinary	Retail jewellers

In addition the following subsidiary was incorporated in Guernsey

	<i>Class of Share</i>	<i>Nature of Business</i>
Goldsmiths Insurance Limited	Ordinary	Captive Insurance Company

5 DEBTORS

	2007	2006
	£000	£000
Amounts owed by parent undertakings	10,922	-
Amounts owed by subsidiary undertakings	23,575	58,460
	34,497	58,460

AURUM ACQUISITIONS LIMITED
(formerly Goldsmiths Acquisitions Limited)

NOTES TO THE ACCOUNTS

at 27 January 2007

6 CREDITORS AMOUNTS FALLING DUE WITHIN ONE YEAR

	2007	2006
	£000	£000
Bank loan (note 7)	1,500	4,000
Less issue costs	(259)	(309)
Borrowings	1,241	3,691
Accruals and deferred income	946	622
Amounts owed to subsidiary undertakings	16,804	12,615
Amounts owed to parent undertakings	-	3,659
Other	17,750	16,896
	18,991	20,587

The bank loan is secured on the assets of the Group by means of a fixed and floating charge. Interest on the bank loan is payable at 2½% above LIBOR.

7 CREDITORS AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2007	2006
	£000	£000
Bank loan		
Due within one to two years	3,000	5,500
Due within two to five years	67,172	6,800
Due after five years	-	36,152
Less issue costs	(930)	(1,165)
	69,242	47,287

AURUM ACQUISITIONS LIMITED
(formerly Goldsmiths Acquisitions Limited)

NOTES TO THE ACCOUNTS

at 27 January 2007

7 CREDITORS AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR - *continued*

The bank loans are secured on the assets of the Group by means of a fixed and floating charge
Interest at 2½% above LIBOR is payable on £14,300,000 of the bank loans

The maturity of borrowings net of issue costs is set out below

	2007 £000	2006 £000
Repayable as follows		
Within one year	1,241	3,691
Within one to two years	2,743	5,500
Within two to five years	66,499	6,800
After five years	-	34,987
	70,483	50,978

8 CALLED UP SHARE CAPITAL

	2007 £000	2006 £000
Authorised		
39,490,000 ordinary shares of 1p each	39,490	39,490
Issued and fully paid		
39,479,720 ordinary shares of £1 each	39,480	39,480

9 RESERVES

	Non-distributable Reserve £000	Profit and loss account £000	Total £000
At 28 January 2006	-	(2,628)	(2,628)
Retained profit for the period	3,850	3,377	7,227
Capital contribution received	-	7,000	7,000
At 27 January 2007	3,850	7,749	11,599

AURUM ACQUISITIONS LIMITED
(formerly Goldsmiths Acquisitions Limited)
NOTES TO THE ACCOUNTS
at 27 January 2007

10 RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	2007 £000
Profit after taxation	7,227
Capital contribution received	7,000
Net addition to shareholders' funds	14,227
Opening shareholders' funds	36,852
Closing shareholders' funds	51,079

11 HOLDING COMPANY AND CONTROLLING PARTY

At the balance sheet date the controlling party and ultimate parent undertaking was Aurum Holdings Limited (formerly Goldsmiths Group Limited). Copies of the accounts of Aurum Holdings Limited (formerly Goldsmiths Group Limited) can be obtained from Goldsmiths House, Elland Road, Braunstone, Leicester, LE3 1TT. Those accounts are the only group accounts prepared that include the company.

12 CASH FLOW STATEMENT

As at the year end the company was a wholly-owned subsidiary of Aurum Holdings Limited (formerly Goldsmiths Group Limited) which has published a group cash flow statement in accordance with Financial Reporting Standard No. 1 (Revised). Accordingly, a cash flow statement is not presented in these accounts.

13 RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption in FRS 8 from disclosing transactions with related parties that are part of Aurum Holdings Limited (formerly Goldsmiths Group Limited) or investees of the group.