COMPANY REGISTRATION NO 299382

GOLDING, HOPTROFF & COMPANY LIMITED

REPORT AND FINANCIAL STATEMENTS

For the year ended 30 June 2010

REPORT AND FINANCIAL STATEMENTS 2010
CONTENTS

COMPANY INFORMATION

Directors	J E Halewood	
	D C Bowers	(resigned 13 August 2010)
	I Merriman	(resigned 13 August 2010)
	S J Oldroyd	
Registered office	The Sovereign Distillery Wilson Road Huyton Business Park Huyton Liverpool L36 6AD	
Registered number	299382	
Auditors	Deloitte LLP Chartered Accountants & Statutory Auditors Liverpool United Kingdom	
Bankers	Lloyds TSB Bank PLC 94 Fishergate Preston Lancashire PR1 2JB	

REPORT OF THE DIRECTORS

The directors present their report and the audited financial statements for the year ended 30 June 2010

PRINCIPAL ACTIVITIES

The company is principally engaged as shipping, forwarding and insurance agent, transporter and haulier to the UK and EU

BUSINESS REVIEW

Golding, Hoptroff and Company Limited is a wholly owned subsidiary of Halewood International Holdings (UK) Limited, a company incorporated in England The ultimate parent undertaking is Halewood International Holdings PLC The group monitors performance as a whole, therefore a complete review of the business and future prospects of the group is included in the Directors' Report of the ultimate parent company accounts

Turnover was £1,533,097 which was a decrease of 32 32 % on the previous year (2009 £2,265,270) Operating profit was £61,957, which was an decrease of 61 74% on the previous year (2009 £161,950)

Turnover and operating profit has both declined due to the reduced export activity The company formally ceased its export trade in March 2010

The directors are not aware, at the date of this report, of any likely major changes in the company's activities in the next year

PRINCIPAL RISKS AND UNCERTAINTIES

The principal risk to the company is custom claims due to the goods movement guarantee This risk is reduced by contracts issued to subcontracted hauliers

Many of the company's key customers are fellow group undertakings Therefore, the loss of these customers would severely impact the operating profit of the company

The company operates primarily as a transporter and haulier, therefore a key cost is the price of fuel Therefore, any fluctuations in the price of fuel directly impact the operating profit of the company

FUTURE OUTLOOK

The company expects no significant changes to its trade or customer base in the immediate future

The company meets its day-to-day working capital requirements through existing cash balances and loans from its parent undertaking and fellow subsidiary companies The company's forecasts and projections, taking account of possible changes in trading performance, show that the company is expected to be able to operate within the level of funding available

After making enquiries, the directors have a reasonable expectation that the company has access to adequate resources and believe that the company is well placed to manage its business risks successfully, despite the current uncertain economic outlook and is expected to continue in operational existence for the foreseeable future Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts

CHARITABLE AND POLITICAL DONATIONS

No charitable donations were made during the year (2009 £nil)

No political donations were made during the year (2009 £nil)

RESULTS AND DIVIDENDS

The profit for the year after taxation amounted to £59,796 (2009 £119,676) The directors declared the payment of a dividend in the year of £50,000 (2009 £300,000)

DIRECTORS

The present directors of the company who served throughout the year and thereafter, are set out on page 1

SMALL COMPANY

The directors' report has been prepared in accordance with the special provisions applicable to companies subject to the small companies regime

REPORT OF THE DIRECTORS (continued)

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the Annual 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 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) Under company law the directors must not approve the financial statements unless they are satisfied that they 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 judgments and accounting 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 adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006 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

AUDITORS

Each of the persons who are directors at the date of approval of this report confirms that

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- the 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

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006

A resolution to reappoint Deloitte LLP will be proposed at the forthcoming Annual General Meeting

APPROVAL

The report of the directors was approved by the Board on 13 December 2010 and signed on its behalf by

S J Oldroyd
Director

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GOLDING, HOPTROFF & COMPANY LIMITED

We have audited the financial statements of Golding Hoptroff Limited for the year ended 30 June 2010 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet and the related notes 1 to 18 The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006 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

As explained more fully in the Directors' Responsibilities Statement within the Report of the Directors', the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 30 June 2010 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit
- the directors were not entitled to take advantage of the small companies exemption in preparing the directors' report

Damian Sanders
(Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditors
Liverpool
United Kingdom
23 December 2010

PROFIT AND LOSS ACCOUNT

For the year ended 30 June 2010

	Note	Year ended 30 June 2010 £	Year ended 30 June 2009 £
Turnover	2	1,533,097	2,265,270
Cost of sales		(1,185,601)	(1,776,612)
Gross profit		347,496	488,658
Administration expenses		(285,539)	(326,708)
Operating profit	3	61,957	161,950
Interest receivable	5	-	1,666
Profit before taxation on ordinary activities		61,957	163,616
Tax on profit on ordinary activities	6	(2,161)	(43,940)
Profit after taxation on ordinary activities	13,14	59,796	119,676

There were no recognised gains or losses other than the profit for the current and the previous financial year as shown above Accordingly, no separate statement of total recognised gains and losses is provided

The company's activities derive from continuing operations

BALANCE SHEET

At 30 June 2010

	Note	30 June 2010 £	30 June 2009 £
Fixed assets			
Tangible assets	8	13,923	22,132
Current assets			
Debtors	9	141,864	215,454
Cash at bank and in hand		58,151	281,193
		200,015	496,647
Creditors Amounts falling due within one year	11	(189,156)	(503,793)
Net current assets/(liabilities)		10,859	(7,146)
Net assets		24,782	14,986
Capital and reserves			
Called up share capital	12	102	102
Profit and loss account	13	24,680	14,884
Shareholder's funds	14	24,782	14,986

The financial statements of Golding, Hoptroff & Company Limited, registered number 299382, were approved by the Board on 23 December 2010 and signed on its behalf by

S J Oldroyd
Director

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2010

1 ACCOUNTING POLICIES

The principal accounting policies are summarised below They have all been applied consistently throughout the year and the preceding year

Basis of accounting

The financial statements have been prepared under the historical cost convention, and in accordance with applicable United Kingdom accounting standards The company is exempt from publishing a cash flow statement because it is a wholly owned subsidiary undertaking of Halewood International Holdings PLC, which publishes a consolidated cash flow statement

Going concern

The company meets its day-to-day working capital requirements through existing cash balances and loans from its parent undertaking and fellow subsidiary companies The company's forecasts and projections, taking account of possible changes in trading performance, show that the company is expected to be able to operate within the level of funding available

After making enquiries, and taking account of the letter of support described below, the directors have a reasonable expectation that the company has access to adequate resources and believe that the company and the group are well placed to manage their business risks successfully, despite the current uncertain economic outlook, and impact on consumer spending, and are expected to continue in operational existence for the foreseeable future Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts

The directors are in receipt of a letter of support from its ultimate parent company, Halewood International Holdings plc This letter of support confirms that the amounts owed to group undertakings will not need to be repaid for a minimum period of 12 months from the date the accounts are signed

Tangible fixed assets and depreciation

Depreciation is provided evenly on the cost of tangible fixed assets, to write them down to their estimated residual values over their expected useful lives Where there is evidence of impairment, fixed assets are written down to recoverable amount Any such write down would be charged to operating profit No depreciation is provided on freehold land The principal annual rates used for other assets are

Computer Equipment	33% on cost
Fixtures and fittings	15% on cost
Motor vehicles	25% on cost

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date Timing differences are differences between the group's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements

A net deferred tax asset is regarded as recoverable and therefore recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted Deferred tax is not recognised when fixed assets are revalued unless by the balance sheet date there is a binding agreement to sell the revalued assets and the gain or loss expected to arise on sale has been recognised in the financial statements Neither is deferred tax recognised when fixed assets are sold and it is more likely than not that the taxable gain will be rolled over, being charged to tax only if and when the replacement assets are sold Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 30 June 2010

1 ACCOUNTING POLICIES (continued)

Leases

Assets held under finance leases and other similar contracts, which confer rights and obligations similar to those attached to owned assets, are capitalised as tangible fixed assets and are depreciated over the shorter of the lease terms and their useful lives The capital elements of future lease obligations are recorded as liabilities, while the interest elements are charged to the profit and loss account over the period of the leases to produce a constant rate of charge on the balance of capital repayments outstanding Hire purchase transactions are dealt with similarly, except that assets are depreciated over their useful lives

Pensions

The company contributes to defined contribution pension arrangements (including stakeholder equivalent arrangements) on behalf of certain employees The assets of these schemes are held separately from those of the company in independently administered funds The pension cost for these schemes represents contributions payable in the period

Turnover

Turnover comprises a service charge for distribution of customers goods less discounts and allowances and is net of value added tax Turnover is recognised upon distribution of customers' goods

2 TURNOVER

The analysis of turnover by business activity is as follows

	Year ended 30 June 2010 £	Year ended 30 June 2009 £
Shipping, insurance and transport charges	1,400,861	2,141,062
Haulage charges	132,236	124,208
	1,533,097	2,265,270

All turnover derives from the principal activity of the company Turnover by origin and destination are not materially different

3 OPERATING PROFIT

Operating profit is stated after charging

		Year ended 30 June 2010 £	Year ended 30 June 2009 £
Depreciation of tangible fixed assets	- owned	3,615	2,160
	- leased	4,594	12,077

The analysis of auditors' remuneration is as follows

	Year ended 30 June 2010 £	Year ended 30 June 2009 £
Fees payable to the company's auditors for the audit of the company's annual accounts	2,400	3,600

Fees payable to the company's auditors for non-audit services in the year was £nil (2009 £nil)

NOTES TO THE FINANCIAL STATEMENTS (continued)

For year ended 30 June 2010

4 EMPLOYEES' & DIRECTORS' EMOLUMENTS

All staff costs have been paid by the immediate parent company, Halewood International Ltd and recharged to Golding, Hoptroff & Company Ltd

Staff costs, including directors	Year ended 30 June 2010 £	Year ended 30 June 2009 £
Wages and salaries	203,144	206,051
Social security costs	24,546	25,067
Pensions - defined contribution scheme	12,687	11,518
	240,377	242,636

The average weekly number of employees, including directors, during the year was made up as follows

	2010 Number	2009 Number
Administration & selling	6	6

Directors' emoluments

	Year ended 30 June 2010 £	Year ended 30 June 2009 £
Emoluments including management services, pension contributions and benefits in kind	162,748	161,235
The emoluments of the highest paid director including management services, pension contributions and benefits in kind	94,135	93,625

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 30 June 2010

5 INTEREST RECEIVABLE

	Year ended 30 June 2010 £	Year ended 30 June 2009 £
Bank interest	-	1,666

6 TAX ON PROFIT ON ORDINARY ACTIVITIES

	Year ended 30 June 2010 £	Year ended 30 June 2009 £
United Kingdom Corporation Tax		
Current tax on income for the year	1,969	1,969
Adjustment in respect of prior years	-	(79)
	1,969	1,890
Group relief	-	43,562
Current taxation	1,969	45,452
Deferred taxation (see note 10)		
Net reversal of timing differences	3	(1,512)
Effect of change in tax rate	189	-
Total deferred taxation	192	(1,512)
Total tax on profit on ordinary activities	2,161	43,940

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 30 June 2010

6 TAX ON PROFIT ON ORDINARY ACTIVITIES (continued)

Current tax reconciliation

	Year ended 30 June 2010 £	Year ended 30 June 2009 £
Profit on ordinary activities before taxation	61,957	163,616
Tax on profit on ordinary activities at standard UK corporation tax rate of 28% (2009 28%)	17,348	45,812
Effects of		
Expenditure not tax deductible	-	128
Difference in UK taxation rates	-	(655)
Adjustment in respect of prior years	-	(79)
Accelerated capital allowances	(2)	1,194
Other short term timing differences	-	(948)
Group relief not paid for	(15,377)	-
Current tax charge for the year	1,969	45,452

7 DIVIDENDS

	Year ended 30 June 2010 £	Year ended 30 June 2009 £
Dividend paid £490 per share (2009 £2,941 per share)	50,000	300,000

NOTES TO THE FINANCIAL STATEMENTS (continued)

At 30 June 2010

8 TANGIBLE FIXED ASSETS

	Computers	Fixtures and fittings	Motor vehicles	Total
	£	£	£	£
Cost				
At 1 July 2009 and 30 June 2010	7,542	3,362	127,734	138,638
Depreciation				
At 1 July 2009	7,538	3,362	105,606	116,506
Charge for the year	-	-	8,209	8,209
At 30 June 2010	7,538	3,362	113,815	124,715
Net book value				
At 30 June 2010	4	-	13,919	13,923
At 30 June 2009	4	-	22,128	22,132

The net book value of fixed assets includes an amount of £nil (2009 £4,594) in respect of assets held under hire purchase contracts Depreciation charged in respect of these assets was £4,594 (2009 £12,077) in the year

9 DEBTORS

	30 June 2010	30 June 2009
	£	£
Trade debtors	104,923	183,642
Amounts due from fellow subsidiary undertakings	28,289	23,035
Amounts due from related parties	858	1,185
Other debtors	209	209
Prepayments and accrued income	2,470	2,076
Deferred taxation (see note 10)	5,115	5,307
	141,864	215,454

Amounts due from parent and fellow subsidiary undertakings have no fixed term of repayment Interest is received monthly at a commercial rate above the Bank of England base rate

NOTES TO THE FINANCIAL STATEMENTS (continued)
At 30 June 2010

10 DEFERRED TAX ASSET

	30 June 2010 £	30 June 2009 £
Opening asset	5,307	3,795
Charge during the period (see note 6)	(192)	1,512
Closing asset	5,115	5,307

Deferred tax is analysed as follows

	30 June 2010	30 June 2009
Capital allowances in excess of depreciation	5,115	5,307

11 CREDITORS AMOUNTS FALLING DUE WITHIN ONE YEAR

	30 June 2010 £	30 June 2009 £
Trade creditors	54,726	174,007
Corporation tax	5,836	3,867
Accruals and deferred income	44,649	114,788
Amounts due to fellow subsidiary undertakings	72,166	177,993
Amounts due to parent undertaking	1,863	-
Other taxation and social security	9,916	33,138
	189,156	503,793

Amounts due to fellow subsidiary undertakings have no fixed term of repayment Interest is paid monthly at a commercial rate above the Bank of England base rate

12 SHARE CAPITAL

	30 June 2010 £	30 June 2009 £
Allotted, called up and fully paid		
102 ordinary shares of £1 each	102	102

NOTES TO THE FINANCIAL STATEMENTS (continued)

At 30 June 2010

13 PROFIT AND LOSS RESERVE

	£
At 1 July 2009	14,884
Profit for the year	59,796
Dividends paid	(50,000)
At 30 June 2010	24,680

14 RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S FUNDS

	30 June 2010 £	30 June 2009 £
Opening shareholder's funds	14,986	195,310
Profit for the year	59,796	119,676
Dividends paid	(50,000)	(300,000)
Closing shareholder's funds	24,782	14,986

15 CONTINGENT LIABILITIES

The company is party to group borrowings facilities under which the various UK companies in the group have cross-guaranteed the borrowings due to Lloyds TSB Bank plc At 30 June 2010 the borrowings of the group amounted to £23,496,000 (2009 £15,019,000)

16 RELATED PARTY TRANSACTIONS

The company has undertaken transactions with fellow subsidiaries of Halewood International Holdings PLC Under the provisions of Financial Reporting Standard No 8 "Related Party Disclosures" the company is exempt from disclosing the details of these transactions

17 ULTIMATE PARENT AND CONTROLLING PARTY

The immediate parent undertaking is Halewood International Holdings (UK) Limited The ultimate parent company and parent undertaking of the largest and smallest group which includes the company is Halewood International Holdings PLC, a company registered in England Group accounts for Halewood International Holdings PLC are available to the public on payment of the appropriate fee, from Companies registration Office, Crown Way, Maindy, Cardiff, CF4 3UZ

The ultimate controlling party of the company is J E Halewood, a director of the company, owing to his overall control of the parent company

18 PENSION ARRANGEMENTS

The company operates a defined contribution scheme for which the pension charge for the year amounted to £12,687 (2009 £11,518), which represented contributions to these schemes The assets of this scheme are held separately from those of the company in independently administered funds At 26 June 2010 the amount outstanding to the pension scheme was £nil (2009 £nil)