

COMPANIES HOUSE
18 MAR 1993
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BARCLAY ENTERPRISE LIMITED
(formerly Sales Distributors (Walsall) Limited)

DIRECTORS' REPORT AND ACCOUNTS

FOR THE YEAR ENDED 30th JUNE 1992
(Registered in England, Number 334582)

BARCLAY ENTERPRISE LIMITED
(formerly Sales Distributors (Walsall) Limited)

DIRECTORS' REPORT

The directors present their annual report and the audited accounts for the year ended 30th June 1992.

Principal activity

The principal activity of the company during the year was the distribution of pharmaceutical, medical and related products.

Change of name

On 1st July 1991 the company changed its name from Sales Distributors (Walsall) Limited to Barclay Enterprise Limited.

Business review

Following the purchase of the undertaking of S.O.T. Health Foods Limited on 1st July 1991 the company commenced trading. Further details of this acquisition are shown in note 15 to the accounts.

Results and dividends

The profit on ordinary activities after taxation for the financial year amounted to £718,242. The directors do not recommend the payment of a dividend. An amount of £718,242 is transferred to reserves.

Fixed assets

Changes in fixed assets are shown in note 7 to the accounts.

Directors

The directors who served during the year were as follows:

A.J. Lloyd	
P.E. Lloyd	
R.G. Turner	
R.J. Steele	
S.W. Buckell	(appointed 3rd July 1991)
D.J. Lancaster	(appointed 3rd July 1991)
M.D. Yorke	(appointed 3rd July 1991)
D.A. Condliffe	(appointed 3rd July 1991)
J. Poole	(appointed 3rd July 1991)
K. Woodings	(appointed 3rd July 1991)
C.J. Maddox	(appointed 3rd July 1991)

BARCLAY ENTERPRISE LIMITED
(formerly Sales Distributors (Walsall) Limited)

DIRECTORS' REPORT
(continued)

Directors (continued)

No director had any interest in the share capital of the company during the year.

Messrs. A.J. Lloyd, P.E. Lloyd, R.J. Steele, R.G. Turner and S.W. Buckell were directors of Lloyds Chemists plc, the holding company at the year end and their interests are disclosed in the accounts of that company.

The interests of the other directors in Lloyds Chemists plc were:

	SAYE Share Option Scheme Ordinary Shares of 5p shares 1992	Executive Share Option Scheme Ordinary shares of 5p each 1992	1991
D.J. Lancaster	-	-	-
M.D. Yorke	-	-	-
D.A. Condliffe	7,560	-	-
J. Poole	7,560	-	-
K. Woodings	7,560	-	-
C.J. Maddox	-	4,160	2,160
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Employees

The company has maintained and developed arrangements whereby employees are consulted and provided with information about current activities and progress within the Lloyds Chemists Group and with training to improve the operational efficiency of the company.

The company supports the employment of disabled people wherever possible, through recruitment, by retention of those who become disabled during their employment and generally through training, career development and promotion, having regard to their particular aptitudes and abilities.

Auditors

In accordance with Section 385 of the Companies Act 1985, a resolution for the re-appointment of KPMG Peat Marwick as auditors of the company is to be proposed at the forthcoming annual general meeting.

By Order of the Board



S.W. Buckell
Secretary

3.

REPORT OF THE AUDITORS, KPMG PEAT MARWICK, TO THE MEMBERS OF
BARCLAY ENTERPRISE LIMITED

We have audited the accounts on pages 4 to 13 in accordance with Auditing Standards.

In our opinion the accounts give a true and fair view of the state of the company's affairs at 30th June 1992 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

LPM6 Peat Marwick
KPMG Peat Marwick

Birmingham

15th October 1992

Chartered Accountants
Registered Auditors

4.

BARCLAY ENTERPRISE LIMITED
PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 30th JUNE 1992

	Note	1992 £	1991 £
Turnover	1	53,332,822	-
Cost of sales		(47,373,567)	-
Gross profit		<u>5,959,255</u>	-
Distribution costs		(4,445,124)	-
Administrative expenses		(329,736)	-
Operating profit		<u>1,184,395</u>	-
Interest payable	3	(164,431)	-
Profit on ordinary activities before taxation	4	<u>1,019,964</u>	-
Tax on profit on ordinary activities	6	(301,722)	-
Profit on ordinary activities after taxation and retained profit for the financial year	14	<u>718,242</u>	-

Movements on retained reserves are shown in note 14 to the accounts.

5.

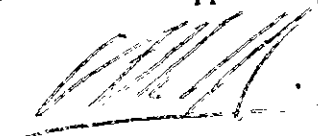
BARCLAY ENTERPRISE LIMITED

BALANCE SHEET

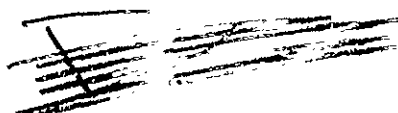
AT 30th JUNE 1992

	Note	£	1992 £	1991 £
Fixed assets				
Tangible assets	7		1,367,623	-
Current assets				
Stocks	8	3,068,326	-	-
Debtors	9	13,514,319	520,698	-
Cash at bank and in hand		576,233	-	-
		<u>17,158,878</u>	<u>520,698</u>	
Creditors: amounts falling due within one year	10	<u>(13,750,518)</u>	<u>(76,204)</u>	
Net current assets			<u>3,408,360</u>	<u>444,494</u>
Total assets less current liabilities			<u>4,775,983</u>	<u>444,494</u>
Creditors: amounts falling due after more than one year	11		(16,063)	-
Provisions for liabilities and charges	12		<u>(40,585)</u>	-
			<u>4,719,335</u>	<u>444,494</u>
Capital and reserves				
Called up share capital	13		5,000,000	5,000
Capital reserve	14		4,052	4,052
Goodwill write off reserve	14		(1,380,865)	-
Profit and loss account	14		1,096,148	435,442
			<u>4,719,335</u>	<u>444,494</u>

These accounts were approved by the board of directors on 15th October 1992 and signed on its behalf by:



A.J. Lloyd



R.J. Steele

)
) Directors

BARCLAY ENTERPRISE LIMITED**NOTES TO THE ACCOUNTS****FOR THE YEAR ENDED 30th JUNE 1992****1. Principal accounting policies**

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's accounts:

(a) Basis of preparation

The accounts have been prepared under the historical cost convention and in accordance with applicable Accounting Standards.

The company is a wholly owned subsidiary of Lloyds Chemists plc which is established under the law of a member state of the European Community. Lloyds Chemists plc publishes consolidated financial statements including a consolidated cashflow statement which includes the results of Barclay Enterprise Limited and consequently, in accordance with Financial Reporting Statement Number 1, no cashflow statement is included in these accounts.

(b) Turnover

Turnover represents goods invoiced excluding value added tax.

(c) Depreciation and amortisation

Depreciation is calculated so as to write off the cost of tangible fixed assets over their estimated useful lives as follows:

Short leasehold property	- period of the lease
Motor vehicles	- 25% on a reducing balance
Fixtures, fittings and equipment	- 10%-20% on a straight line basis

(d) Leased assets

Assets used by the company which have been funded through hire purchase contracts are capitalised and the resulting lease obligations are included in creditors.

All other leases are operating leases and the rental charges are taken to the profit and loss account over the life of the lease.

(e) Stocks

Stocks are valued at the lower of cost and net realisable value.

(f) Deferred taxation

Deferred taxation is provided using the liability method in respect of the taxation effect of all timing differences to the extent that it is probable that liabilities will crystallise in the foreseeable future.

BARCLAY ENTERPRISE LIMITED**NOTES TO THE ACCOUNTS****FOR THE YEAR ENDED 30th JUNE 1992**
(continued)**1. Principal accounting policies (continued)****(g) Goodwill**

Goodwill relating to the acquisition of businesses is written off immediately against reserves.

2. Staff numbers and costs

The average number of persons employed by the company analysed by category during the year was as follows:

	1992 Number	1991 Number
Administration	42	-
Distribution	192	-
	<u>234</u>	<u>-</u>

The aggregate payroll costs of these persons were as follows:

	1992 £	1991 £
Wages and salaries	2,548,332	-
Social security costs	254,331	-
	<u>2,802,663</u>	<u>-</u>

3. Interest payable

	1992 £	1991 £
On bank overdrafts and other loans wholly repayable within five years	164,000	-
On hire purchase contracts	431	-
	<u>164,431</u>	<u>-</u>

8.

BARCLAY ENTERPRISE LIMITED

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 30th JUNE 1992

(continued)

4. Profit on ordinary activities before taxation

Profit on ordinary activities before taxation is stated after charging the following:

	1992 £	1991 £
Directors' emoluments	452,869	-
Depreciation of fixed assets held under hire purchase agreements	1,720	-
Depreciation of owned tangible fixed assets	209,783	-
Payments under operating leases:		
Land and buildings	272,985	-
Auditors' remuneration	12,000	-
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5. Directors' emoluments

Excluding pension contributions, the emoluments of the chairman were £Nil (1991: £Nil). The emoluments of the highest paid directors were £102,680 (1991: £Nil).

The emoluments of the directors fell within the following ranges:

	1992 Number	1991 Number
£0 - £ 5,000	6	-
£40,001 - £45,000	1	-
£100,001 - £105,000	4	-
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BARCLAY ENTERPRISE LIMITED**NOTES TO THE ACCOUNTS****FOR THE YEAR ENDED 30th JUNE 1992**

(continued)

6. Tax on profit on ordinary activities

	1992 £	1991 £
Taxation based on the profit for the financial year:		
Corporation tax at 33 %	261,137	-
Deferred taxation	40,585	-
	<u>301,722</u>	<u>-</u>

7. Tangible fixed assets

	Short leasehold properties £	Motor vehicles £	Fixtures, fittings, tools and equipment £	Total £
Cost				
At 1st July 1991	-	-	-	-
Additions	258,179	678,421	765,205	1,701,805
Intra-group transfers	-	37,207	-	37,207
Disposals	-	(159,886)	-	(159,886)
At 30th June 1992	<u>258,179</u>	<u>555,742</u>	<u>765,205</u>	<u>1,579,126</u>
Depreciation				
At 1st July 1991	-	-	-	-
Charge for the year	5,527	122,464	83,512	211,503
At 30th June 1992	<u>5,527</u>	<u>122,464</u>	<u>83,512</u>	<u>211,503</u>
Net book value				
At 30th June 1992	<u>252,652</u>	<u>433,278</u>	<u>681,693</u>	<u>1,367,623</u>
At 30th June 1991	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Net book value of assets held under hire purchase contracts	<u>-</u>	<u>25,781</u>	<u>-</u>	<u>25,781</u>

BARCLAY ENTERPRISE LIMITED**NOTES TO THE ACCOUNTS****FOR THE YEAR ENDED 30th JUNE 1992**
(continued)

8.	Stocks	1992	1991
		£	£
	Goods for resale	<u>3,068,326</u>	<u>-</u>
9.	Debtors	1992	1991
		£	£
	Trade debtors	7,895,620	-
	Amounts owed by group undertakings	4,872,563	520,698
	Other debtors	746,136	-
		<u>13,514,319</u>	<u>520,698</u>
10.	Creditors: amounts falling due within one year	1992	1991
		£	£
	Bank overdraft	-	63,386
	Obligations under hire purchase contracts	9,145	-
	Trade creditors	522,582	-
	Corporation tax	261,137	-
	Amounts owed to group undertakings	12,268,716	12,818
	Other creditors including taxation and social security	688,938	-
		<u>13,750,518</u>	<u>76,204</u>
11.	Creditors: amounts falling due after more than one year	1992	1991
		£	£
	Obligations under hire purchase contracts	<u>16,063</u>	<u>-</u>
	The obligations under hire purchase contracts are repayable as follows:		£
	Within one year		9,145
	Between one and five years		16,063
			<u>25,208</u>

BARCLAY ENTERPRISE LIMITED**NOTES TO THE ACCOUNTS****FOR THE YEAR ENDED 30th JUNE 1992**
(continued)**12. Provisions for liabilities and charges**Deferred
taxation
£

At 1st July 1991	-
Transfer from profit and loss account	40,585
At 30th June 1992	<u>40,585</u>

The amount provided for deferred taxation, which represents a full provision calculated under the liability method at 33%, is set out below:

	1992 £	1991 £
Accelerated capital allowances	<u>40,585</u>	<u>-</u>

13. Called up share capital

	1992 £	1991 £
Authorised, allotted, called up and fully paid: Ordinary shares of £1 each	<u>5,000,000</u>	<u>5,000</u>

On 30th June 1992 the authorised share capital was increased to £5,000,000 by the creation of an additional 4,995,000 ordinary shares of £1 each. These shares were issued in order to provide additional working capital.

14. Reserves

	Capital reserve £	Goodwill write off reserve £	Profit and loss account £
At 1st July 1991	4,052	-	435,442
Goodwill arising on acquisition of business	-	(1,438,401)	-
Transfer to profit and loss account	-	57,536	(57,536)
Retained profit for the year	-	-	718,242
At 30th June 1992	<u>4,052</u>	<u>(1,380,865)</u>	<u>1,096,148</u>

BARCLAY ENTERPRISE LIMITED**NOTES TO THE ACCOUNTS****FOR THE YEAR ENDED 30th JUNE 1992**
(continued)**15. Acquisition of business**

On 1st July 1991 the company acquired the undertaking of the business formerly carried on by S.O.T. Health Foods Limited for a total consideration of £2 million. This consideration was analysed as follows:

	£
Fixed assets	561,599
Goodwill	1,438,401
	<hr/> 2,000,000 <hr/>

16. Commitments under operating leases

The annual commitments under non-cancellable operating leases are:

	Land and buildings £
Commitments which expire: Between one and five years	<hr/> 225,000 <hr/>

17. Capital commitments

Capital expenditure sanctioned by the board and outstanding at 30th June 1992 amounted to £500,000 (1991: £Nil).

Contracts placed against these sanctions so far as not provided for in these accounts amounted to £100,000 (1991: £Nil).

18. Contingent liabilities

The company guarantees the borrowings of other group companies which at 30th June 1992 amounted to £40,000,000 (1991: £Nil).

BARCLAY ENTERPRISE LIMITED

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 30th JUNE 1992
(continued)

19. Holding company

The company is a wholly-owned subsidiary of Lloyds Chemists plc, which is registered in England and Wales.

The accounts of the company are included within the group accounts of Lloyds Chemists plc but are not included within any other group accounts.

Copies of the group accounts may be obtained from Britannia House, Centurion Park, Tamworth, Staffordshire, B77 5TZ.