COMPANY REGISTRATION NUMBER 937663

D W TILLEY LIMITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 OCTOBER 2005



unw LLP

Chartered Accountants & Registered Auditors
Citygate
St James' Boulevard
Newcastle upon Tyne
NE1 4JE

OFFICERS AND PROFESSIONAL ADVISERS

The board of director's D W Tilley

S N Nixon

Company secretary D W Tilley

Registered office Meadowfield Industrial Estate

Ponteland

Newcastle upon Tyne

NE20 9SD

Auditors unw LLP

Chartered Accountants & Registered Auditors

Citygate

St James' Boulevard Newcastle upon Tyne

NE1 4JE

Bankers Barclays Bank Pic

PO Box 379 71 Grey Street Newcastle upon Tyne

NE 99 1JA

THE DIRECTORS' REPORT

YEAR ENDED 31 OCTOBER 2005

The directors have pleasure in presenting their report and the financial statements of the company for the year ended 31 October 2005.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the company during the year continued to be that of roofing contractors.

The directors are satisfied with the results for the year and are looking forward to continued growth in 2006.

RESULTS AND DIVIDENDS

The trading results for the year and the company's financial position at the end of the year are shown in the attached financial statements.

The directors have not recommended a dividend.

THE DIRECTORS AND THEIR INTERESTS IN THE SHARES OF THE COMPANY

The directors who served the company during the year together with their beneficial interests in the shares of the company were as follows:

	Ordinary Shares of £1 each	
	At	
	31 October 2005	1 November 2004
D W Tilley	11,962	11,962
S N Nixon	1	1

DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare financial statements for each financial year which 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 year. In preparing those financial statements, the directors are required to:

select suitable accounting policies, as described on pages 8 to 9, and then apply them consistently;

make judgements and estimates that are reasonable and prudent; 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 which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. The directors 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.

DONATIONS

During the year the company made the following contributions:

	2005	2004
	£	£
Charitable	1,284	1,250

THE DIRECTORS' REPORT (continued)

YEAR ENDED 31 OCTOBER 2005

AUDITORS

A resolution to re-appoint unw LLP as auditors for the ensuing year will be proposed at the annual general meeting in accordance with section 385 of the Companies Act 1985.

Registered office: Meadowfield Industrial Estate Ponteland Newcastle upon Tyne NE20 9SD Signed by order of the directors

Company Secretary

Approved by the directors on 19 May 2006

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF D W TILLEY LIMITED

YEAR ENDED 31 OCTOBER 2005

We have audited the financial statements of D W Tilley Limited for the year ended 31 October 2005 on pages 5 to 15 which have been prepared under the historical cost convention and the accounting policies set out on pages 8 to 9.

This report is made solely to the company's shareholders, 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 shareholders 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 shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

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 if, in our opinion, the Directors' Report is not consistent with the financial statements, if 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 transactions with the company 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 United Kingdom 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 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 of the state of the company's affairs as at 31 October 2005 and of its profit for the year then ended, and have been properly prepared in accordance with the Companies Act 1985.

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unw LLP

Citygate St James' Boulevard Newcastle upon Tyne NE1 4JE

19 May 2006

Chartered Accountants & Registered Auditors

PROFIT AND LOSS ACCOUNT

YEAR ENDED 31 OCTOBER 2005

	Note	2005 £	2004 £
TURNOVER	2	14,022,206	8,018,903
Cost of sales		9,959,167	5,592,086
GROSS PROFIT		4,063,039	2,426,817
Distribution Costs Administrative expenses		410,310 3,405,617	334,953 1,871,002
OPERATING PROFIT	3	247,112	220,862
Income from fixed asset investments Interest receivable Profit on disposal of investments Interest payable and similar charges	6 7 8 9	5,794 79,916 29,237 (15,523)	5,159 53,675 8,786 (12,971)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		346,536	275,511
Tax on profit on ordinary activities	10	84,390	49,230
PROFIT ON ORDINARY ACTIVITIES AFTER TAXA	ATION	262,146	226,281
Dividends	11	_	20,000
RETAINED PROFIT FOR THE FINANCIAL YEAR		262,146	206,281
Balance brought forward		2,237,729	2,031,448
Balance carried forward		2,499,875	2,237,729

All of the activities of the company are classed as continuing.

The company has no recognised gains or losses other than the results for the year as set out above.

The notes on pages 8 to 15 form part of these financial statements.

BALANCE SHEET

31 OCTOBER 2005

		200	5	200	4
	Note	£	£	£	£
FIXED ASSETS					
Tangible assets	12		527,342		428,689
CURRENT ASSETS					
Stocks	13	130,193		77,251	
Debtors	14	3,415,214		1,752,867	
Investments	15	267,669		232,638	
Cash at bank and in hand		2,307,704		2,011,571	
		6,120,780		4,074,327	
CREDITORS: Amounts falling due					
within one year	16	4,058,650		2,227,746	
NET CURRENT ASSETS			2,062,130		1,846,581
TOTAL ASSETS LESS CURRENT L	IABILITI	ES	2,589,472		2,275,270
CREDITORS: Amounts falling due					
after more than one year	17		52,056		-
			2,537,416		2,275,270
PROVISIONS FOR LIABILITIES AND	CHAR	GES			
Deferred taxation	19		22,588		22,588
			2,514,828		2,252,682
CAPITAL AND RESERVES					
Called-up equity share capital	23		14,953		14,953
Profit and loss account	23		2,499,875		•
From and ioss account					2,237,729
SHAREHOLDERS' FUNDS	24		2,514,828		2,252,682

DW TILLE

The notes on pages 8 to 15 form part of these financial statements.

CASH FLOW STATEMENT

YEAR ENDED 31 OCTOBER 2005

		2005	5	2004	ļ
	Note	£	£	£	£
NET CASH INFLOW FROM OPERATING ACTIVITIES	25		459,596		735,265
RETURNS ON INVESTMENTS A SERVICING OF FINANCE Income from other fixed asset inve Interest received Interest paid Interest element of hire purchase		5,794 79,916 (12,983) (2,540)		13,945 53,675 (12,971) —	
NET CASH INFLOW FROM RETUINVESTMENTS AND SERVICING FINANCE			70,187		54,649
TAXATION			(25,567)		(131,120)
CAPITAL EXPENDITURE Payments to acquire tangible fixed Receipts from sale of fixed assets	l assets	(280,783) 18,999		(134,197) 23,100	
NET CASH OUTFLOW FROM CAEXPENDITURE	APITAL		(261,784)		(111,097)
EQUITY DIVIDENDS PAID			-		(20,000)
CASH INFLOW BEFORE USE OF RESOURCES AND FINANCING	FLIQUID		242,432		527,697
MANAGEMENT OF LIQUID RESC Cash placed in other liquid investo		(35,031)		(13,945)	
NET CASH OUTFLOW FROM MANAGEMENT OF LIQUID RES	OURCES		(35,031)		(13,945)
FINANCING Capital element of hire purchase		88,732		_	
NET CASH INFLOW FROM FINA	NCING		88,732		_
INCREASE IN CASH	26		296,133		513,752

The notes on pages 8 to 15 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 OCTOBER 2005

1. ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared under the historical cost convention.

Related parties transactions

The company was under the control of Mr D W Tilley throughout the current and previous year. Mr D W Tilley is the managing director and majority shareholder. Mr D W Tilley is also a trustee of the D W Tilley (Engineers) Limited Executive Pension Scheme.

Turnover

The turnover shown in the profit and loss account represents amounts invoiced during the year, exclusive of Value Added Tax.

Fixed assets

All fixed assets are initially recorded at cost.

Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Leasehold Property

2% Straight line

Plant & Machinery

- 10% Reducing balance and 25% Straight line

Fixtures & Fittings

15% Reducing balance

Motor Vehicles

- 25% Reducing balance

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Work in progress

Work in progress is valued on the basis of direct costs plus attributable overheads based on normal level of activity. Provision is made for any foreseeable losses where appropriate. No element of profit is included in the valuation of work in progress.

Hire purchase agreements

Assets held under hire purchase agreements are capitalised and disclosed under tangible fixed assets at their fair value. The capital element of the future payments is treated as a liability and the interest is charged to the profit and loss account on a straight line basis.

Operating lease agreements

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease.

Pension costs

The company operates a defined contribution pension scheme for employees. The assets of the scheme are held separately from those of the company. The annual contributions payable are charged to the profit and loss account.

Deferred taxation

The accounting policy in respect of deferred tax has been changed to reflect the requirements of FRS 19. Deferred tax is provided on the liability method to take account of timing differences between the treatment of certain items for accounts purposes and their treatment for tax purposes. Deferred tax assets are recognised when it is more likely than not that they will be recovered. The company has not adopted a policy of discounting deferred tax assets and liabilities. Deferred tax is measured using rates of tax that have been enacted or substantively enacted by the balance sheet date.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 OCTOBER 2005

1. ACCOUNTING POLICIES (continued)

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the operating profit.

Investments

Investments are shown at their market value at the Balance Sheet date.

2. TURNOVER

The turnover and profit before tax are attributable to the one principal activity of the company.

An analysis of turnover is given below:

		2005	2004
	United Kingdom	£ 14,022,206 ———	£ 8,018,903
3.	OPERATING PROFIT		
	Operating profit is stated after charging:		
		2005 £	2004 £
	Depreciation of owned fixed assets Depreciation of assets held under hire purchase	114,694	98,729
	agreements	18,358	_
	Loss on disposal of fixed assets Auditors' remuneration	30,079	6,463
	- as auditors	9,000	9,000
	- for other services	5,900	9,500
	Operating lease costs:		
	Vehicles	290,910	251,366

4. PARTICULARS OF EMPLOYEES

The average number of staff employed by the company during the financial year amounted to:

	2005	2004
	No	No
Number of production staff	77	74
Number of administrative staff	30	19
	107	93
The aggregate payroll costs of the above were:		
	2005	2004
	£	£
Wages and salaries	3,608,932	2,663,195
Social security costs	403,222	278,877
Staff pension costs	9,753	3,606
Directors' pension costs	511,220	11,220
	4,533,127	2,956,898

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 OCTOBER 2005

5.	DIRECTORS' EMOLUMENTS		
	The directors' aggregate emoluments in respect of qu	alifying services were:	
		2005	2004
	Emoluments receivable	£ 849,399	£ 594,897
	Value of company pension contributions to money purchase schemes	511,220	11,220
		1,360,619	606,117
	The number of directors who accrued benefits under o	company pension schem	ies was as follows:
		2005	2004
	Money purchase schemes	No 2	No 1
	Money purchase schemes		
6.	INCOME FROM FIXED ASSET INVESTMENTS		
		2005	2004
	Income from other Current Asset Investments	£ 5,794	£ 5,159
		<u> </u>	
7.	INTEREST RECEIVABLE		
		2005 £	2004 £
	Bank interest receivable	79,916	53,675
8.	PROFIT ON DISPOSAL OF INVESTMENTS	= =	
0.	PROPIT ON DISPOSAL OF INVESTMENTS	2005	2004
		2005 £	2004 £
	Unrealised gain on the market value of current asset	(20.027)	(0.706)
	investments	(29,237)	(8,786)
9.	INTEREST PAYABLE AND SIMILAR CHARGES		
		2005	2004
	Finance charges	£ 2,540	£
	Other similar charges payable	12,983	12,971
		15,523	12,971
10.	TAXATION ON ORDINARY ACTIVITIES		
	(a) Analysis of charge in the year		
		2005	2004
	Current tax:	£	£
	UK Corporation tax based on the results for the		
	year at 30% (2004 - 19%)	84,390	49,230
	Total current tax		49,230

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 OCTOBER 2005

(b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is the same as the standard rate of corporation tax in the UK of 30% (2004 - 19%).

	2005 £	2004 £
Profit on ordinary activities before taxation	346,536	275,511 =
Profit on ordinary activities multiplied by standard rate of tax in the UK of 30% (2004 : 19%) Expenses not deductable for tax purposes	103,961 4,454	52,347 20,599
Capital allowances in advance of depreciation Less Marginal Relief	1,724 (25,749)	(23,716)
Total current tax (note 10(a))	84,390	49,230

11. DIVIDENDS

No dividend has been recommended for the year ended 31 October 2005.

12. TANGIBLE FIXED ASSETS

	Leasehold Property £	Plant & Machinery £	Fixtures & Fittings £	Motor Vehicles £	Total £
COST					
At 1 November 2004	41,963	239,324	93,009	635,181	1,009,477
Additions	_	_	30,727	250,056	280,783
Disposals	_	-	(13,478)	(172,540)	(186,018)
At 31 October 2005	41,963	239,324	110,258	712,697	1,104,242
DEPRECIATION					
At 1 November 2004	17,383	177,142	46,451	339,812	580,788
Charge for the year	· -	7,837	5,815	119,400	133,052
On disposals	-	-	(3,862)	(133,078)	(136,940)
At 31 October 2005	17,383	184,979	48,404	326,134	576,900
NET BOOK VALUE					
At 31 October 2005	24,580	54,345	61,854	386,563	527,342
At 31 October 2004	24,580	62,182	46,558	295,369	428,689

Hire purchase agreements

Included within the net book value of £527,342 is £91,792 (2004 - £Nil) relating to assets held under hire purchase agreements. The depreciation charged to the financial statements in the year in respect of such assets amounted to £18,358 (2004 - £Nil).

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 OCTOBER 2005

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14.

15.

Other investments

	2005	2004
	£	£
Raw material	20,000	20,000
Work in progress	110,193	57,251
	130,193	77,251
	·	
DEBTORS		
	2005	2004
	£	£
Trade debtors	3,232,680	1,429,913
Other debtors	2,360	2,360
Directors current accounts	94,580	107,115
Prepayments and accrued income	85,594	213,479
	3,415,214	1,752,867
INVESTMENTS		
	2005	2004
	£	£

Total equities had a market value at 31 October 2005 of £229,378 (2004 - £206,255) and are listed on a recognised stock exchange.

267,669

232,638

The remainder of the investment portfolio is made up of cash and fixed interest bonds of £38,291 (2004 - £26,383).

16. CREDITORS: Amounts falling due within one year

		2005 £		2004 £
Trade creditors		2,294,997		1,036,716
Other creditors including taxation and	social security:			
Corporation tax	84,986		49,808	
PAYE and social security	125,567		80,060	
VAT	302,898		215,967	
Hire purchase agreements	36,676		_	
Other creditors	27,930		27,637	
		578,057		373,472
Accruals and deferred income		1,185,596		817,558
		4,058,650		2,227,746

The following liabilities disclosed under creditors falling due within one year are secured by the company:

	2005	2004
	£	£
Hire purchase agreements	36,676	_

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 OCTOBER 2005

17.	CREDITORS: A	Amounts falling	due after	more than one year	r
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	2005 £	2004 £
Other creditors: Hire purchase agreements	52,056	

The following liabilities disclosed under creditors falling due after more than one year are secured by the company:

	2005	2004
	£	£
Hire purchase agreements	52,056	_
	-11-1	

18. COMMITMENTS UNDER HIRE PURCHASE AGREEMENTS

Future commitments under hire purchase agreements are as follows:

	2005	2004
	£	£
Amounts payable within 1 year	36,676	_
Amounts payable between 1 and 2 years	52,056	_
	88,732	
		

19. DEFERRED TAXATION

The balance of the deferred taxation provision throughout the year was £22,588.

The provision for deferred taxation consists of the tax effect of timing differences in respect of:

	2005 £	2004 £
Excess of taxation allowances over depreciation on fixed assets	22,588	22,588
	22,588	22,588

20. COMMITMENTS UNDER OPERATING LEASES

At 31 October 2005 the company had annual commitments under non-cancellable operating leases as set out below.

	Land & Buildings	
	2005	2004
	£	£
Operating leases which expire:		
After more than 5 years	64,500	52,500

21. TRANSACTIONS WITH THE DIRECTORS

Mr D W Tilley had a directors loan account with the company during the year, the balance outstanding to the company at 31 October 2005 is £94,580. The maximum balance outstanding balance during the period was £287,115.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 OCTOBER 2005

22. RELATED PARTY TRANSACTIONS

The company was under the control of Mr D W Tilley throughout the current and previous year. Mr D W Tilley is the managing director and majority shareholder.

D W Tilley is a trustee of the D W Tilley (Engineers) Limited Executive Pension Scheme, from whom the company rents premises. Amounts payable during the year were £51,770 (2004 - £58,020).

During the year the company made a special contribution of £500,000 (2004 £Nil) to the D W Tilley (Engineers) Limited Executive Pension Scheme.

23. SHARE CAPITAL

Authorised share capital:

		2005 £		2004 £
50,000 Ordinary shares of £1 each		50,000		50,000
Allotted, called up and fully paid:				
	2005		2004	
	No	£	No	£
Ordinary shares of £1 each	14,953	14,953	14,953	14,953
				

24. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2005 £	2004 £
Profit for the financial year	704,493	226,281
Dividends	_ _	(20,000)
	704,493	206,281
Opening shareholders' equity funds	2,252,682	2,046,401
Closing shareholders' equity funds	2,957,175	2,252,682

25. RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	2005	2004
	£	£
Operating profit	896,840	220,862
Depreciation	133,052	98,729
Loss on disposal of fixed assets	30,079	6,463
Unrealised Profit/(loss) on market value of		
investments	29,237	8,786
(Increase)/decrease in stocks	(52,942)	45,379
(Increase)/decrease in debtors	(1,685,992)	103,901
Increase in creditors	1,109,322	251,144
Net cash inflow from operating activities	459,596	735,265

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 OCTOBER 2005

26.	RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS				
		2005		20	04
	Increase in cash in the period	£ 296,133	£	£ 513,752	£
	Cash outflow in respect of hire purchase Cash used to increase liquid resources	(88,732) 35,031		_ 13,945	
			242,432	<u></u> _	527,697
	Change in net funds		242,432		527,697
	Net funds at 1 November 2004		2,244,209		1,716,512
	Net funds at 31 October 2005		2,486,641		2,244,209
27.	ANALYSIS OF CHANGES IN NET FUND	s			
			At 1 Nov 2004 £	Cash flows £	At 31 Oct 2005 £
	Net cash: Cash in hand and at bank		2,011,571	296,133	2,307,704
	Liquid resources: Current asset investments Debt:		232,638	35,031	267,669
	Hire purchase agreements			(88,732)	(88,732)
	Net funds		2,244,209	242,432	2,486,641