

**Strategic Report, Report of the Director and
Audited Financial Statements for the Year Ended 31 January 2019
for
F and N Holdings Limited**



**Contents of the Financial Statements
for the Year Ended 31 January 2019**

	Page
Company Information	1
Strategic Report	2
Report of the Director	3
Report of the Independent Auditors	4
Statement of Income and Retained Earnings	6
Balance Sheet	7
Notes to the Financial Statements	8

F and N Holdings Limited
Company Information
for the Year Ended 31 January 2019

DIRECTOR:	Mr F Bird
REGISTERED OFFICE:	Underlyne Langwathby Penrith Cumbria CA10 1NB
REGISTERED NUMBER:	01000437 (England and Wales)
AUDITORS:	Waters & Atkinson Chartered Accountants and Statutory Auditors The Old Court House Clark Street Morecambe LA4 5HR
BANKERS:	Barclays Bank PLC Market Square Penrith Cumbria CA11 7YB
SOLICITORS:	Cartmell Shepherd Bishop Yards Penrith Cumbria CA11 7XS

**Strategic Report
for the Year Ended 31 January 2019**

The director presents his strategic report for the year ended 31 January 2019.

F and N Holdings Limited continues to operate principally as an investment company.

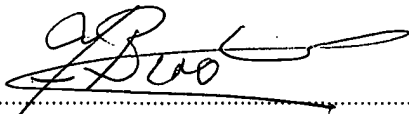
REVIEW OF BUSINESS

The company does not trade but receives income from a variety of sources, such as rental income and investment income. Dividends are also received from one of the subsidiary companies.

PRINCIPAL RISKS AND UNCERTAINTIES

The future income of the company is subject not only to outside factors such as market conditions but also to the success of the two subsidiaries, from whom dividends can be received. Plans for the future development of those businesses may be subject to unforeseen future events outside of our control.

ON BEHALF OF THE BOARD:



.....
Mr F Bird - Director

Date:21/10/19.....

**Report of the Director
for the Year Ended 31 January 2019**

The director presents his report with the financial statements of the company for the year ended 31 January 2019.

DIVIDENDS

No dividends will be distributed for the year ended 31 January 2019.

DIRECTOR

Mr F Bird held office during the whole of the period from 1 February 2018 to the date of this report.

STATEMENT OF DIRECTOR'S RESPONSIBILITIES

The director is responsible for preparing the Strategic Report, the Report of the Director and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the director must not approve the financial statements unless he is 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 director is required to:

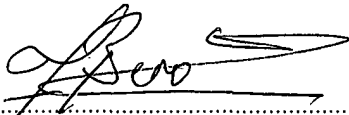
- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is 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 him to ensure that the financial statements comply with the Companies Act 2006. He is 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.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the director is aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and he 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.

ON BEHALF OF THE BOARD:



Mr F Bird - Director

Date: 21/10/19

Report of the Independent Auditors to the Members of F and N Holdings Limited

Opinion

We have audited the financial statements of F and N Holdings Limited (the 'company') for the year ended 31 January 2019 which comprise the Statement of Income and Retained Earnings, Balance Sheet and Notes to the Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 January 2019 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the director's use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the director has not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The director is responsible for the other information. The other information comprises the information in the Strategic Report and the Report of the Director, but does not include the financial statements and our Report of the Auditors thereon.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Report of the Director for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Report of the Director have been prepared in accordance with applicable legal requirements.

Report of the Independent Auditors to the Members of F and N Holdings Limited

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Report of the Director.

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 director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of director

As explained more fully in the Statement of Director's Responsibilities set out on page three, the director is responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the director determines necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the director is responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the director either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

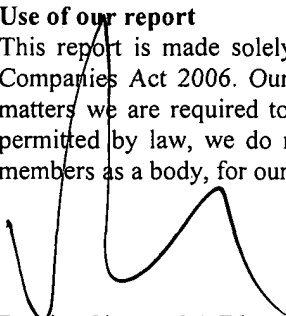
Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a Report of the Auditors that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our Report of the Auditors.

Use of our report

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 a Report of the Auditors 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.



Damien Sissons BA FCA (Senior Statutory Auditor)
for and on behalf of Waters & Atkinson
Chartered Accountants and Statutory Auditors
The Old Court House
Clark Street
Morecambe
LA4 5HR

Date: 21/10/19

**Statement of Income and Retained Earnings
for the Year Ended 31 January 2019**

	Notes	31.1.19 £	£	31.1.18 £	£
TURNOVER			-		-
Administrative expenses			196,036		196,527
			(196,036)		(196,527)
Other operating income			152,340		158,470
OPERATING LOSS	4		(43,696)		(38,057)
Income from shares in group undertakings	5	3,000,000		3,500,000	
Interest receivable and similar income		898,519		770,206	
			3,898,519		4,270,206
			3,854,823		4,232,149
Amounts written off investments	6		358,603		288,504
PROFIT BEFORE TAXATION			3,496,220		3,943,645
Tax on profit	7		178,032		154,302
PROFIT FOR THE FINANCIAL YEAR			3,318,188		3,789,343
Retained earnings at beginning of year			55,016,351		51,227,008
RETAINED EARNINGS AT END OF YEAR			58,334,539		55,016,351

Balance Sheet
31 January 2019

	Notes	31.1.19 £	31.1.18 £
FIXED ASSETS			
Tangible assets	8	4,408,793	4,559,450
Investments	9	10,000,100	10,000,100
		<u>14,408,893</u>	<u>14,559,550</u>
CURRENT ASSETS			
Debtors	10	280,858	247,854
Investments	11	18,127,029	17,245,010
Cash at bank		31,282,202	27,373,224
		<u>49,690,089</u>	<u>44,866,088</u>
CREDITORS			
Amounts falling due within one year	12	5,759,443	4,404,287
		<u>5,759,443</u>	<u>4,404,287</u>
NET CURRENT ASSETS		<u>43,930,646</u>	<u>40,461,801</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>58,339,539</u>	<u>55,021,351</u>
CAPITAL AND RESERVES			
Called up share capital	15	4,800	4,800
Capital redemption reserve	16	200	200
Retained earnings	16	58,334,539	55,016,351
SHAREHOLDERS' FUNDS		<u>58,339,539</u>	<u>55,021,351</u>

The financial statements were approved by the director on 21/10/19, and were signed by:



 Mr F Bird - Director

**Notes to the Financial Statements
for the Year Ended 31 January 2019**

1. STATUTORY INFORMATION

F and N Holdings Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

2. ACCOUNTING POLICIES

Basis of preparing the financial statements

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

The company's accounting reference date is the 31st January but this year the company has elected to prepare accounts up to the 2nd February 2019. Last year the company elected to prepare accounts up to the 3rd February 2018 and that year represented a 53 week period.

The financial statements are prepared in sterling which is the functional currency of the company and rounded to the nearest £1.

The significant accounting policies applied in the preparation of these financial statements are set out below.

Financial Reporting Standard 102 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemption in preparing these financial statements, as permitted by FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows.

The company has taken advantage of the exemption on the grounds that it is a wholly owned subsidiary company and consolidated financial statements in which the subsidiary undertaking is included will be made available. The ultimate parent company heading the group is F and N One Limited.

Preparation of consolidated financial statements

The financial statements contain information about F and N Holdings Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under Section 400 of the Companies Act 2006 from the requirements to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its parent, F and N One Limited, whose registered office is in the United Kingdom.

Related party exemption

The company has taken advantage of exemption, under the terms of Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', not to disclose related party transactions with wholly owned subsidiaries within the group.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Freehold property	- 5% on cost and 2% on cost
Plant and machinery	- 10% on cost

Investments in subsidiaries

Investments in subsidiary undertakings are recognised at cost.

Financial instruments

The unlisted investments and loan included in current assets investments are basic financial instruments shown at cost.

Notes to the Financial Statements - continued
for the Year Ended 31 January 2019

2. ACCOUNTING POLICIES - continued

Taxation

Taxation for the year comprises current and deferred tax. Tax is recognised in the Statement of Comprehensive Income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Turnover

There is no trading income in the current or previous year.

3. EMPLOYEES AND DIRECTORS

There were no staff costs for the year ended 31 January 2019 nor for the year ended 31 January 2018.

The average number of employees during the year was as follows:

	31.1.19	31.1.18
Directors	<u>1</u>	<u>1</u>
	31.1.19	31.1.18
	£	£
Director's remuneration	<u>-</u>	<u>-</u>

4. OPERATING LOSS

The operating loss is stated after charging/(crediting):

	31.1.19	31.1.18
	£	£
Depreciation - owned assets	150,657	150,648
Profit on disposal of fixed assets	(1,989)	(5,456)
Auditors' remuneration	2,625	2,500
Auditors' remuneration for non audit work	<u>8,575</u>	<u>6,700</u>

Full analysis of auditors' remuneration for non audit work is given in the consolidated accounts for the F and N One group.

Notes to the Financial Statements - continued
for the Year Ended 31 January 2019

5. INCOME FROM SHARES IN GROUP UNDERTAKINGS

	31.1.19	31.1.18
	£	£
Shares in group undertakings	<u>3,000,000</u>	<u>3,500,000</u>

6. AMOUNTS WRITTEN OFF INVESTMENTS

	31.1.19	31.1.18
	£	£
Amount written off investments	<u>358,603</u>	<u>288,504</u>

This represents the adjustment to market value at the balance sheet date of the listed investments. The value overall was less than cost as at the year end.

7. TAXATION

Analysis of the tax charge

The tax charge on the profit for the year was as follows:

	31.1.19	31.1.18
	£	£
Current tax:		
UK corporation tax	178,032	158,862
Deferred tax:		
Origination and reversal of timing differences	-	(4,560)
Tax on profit	<u>178,032</u>	<u>154,302</u>

Reconciliation of total tax charge included in profit and loss

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below:

	31.1.19	31.1.18
	£	£
Profit before tax	<u>3,496,220</u>	<u>3,943,645</u>
Profit multiplied by the standard rate of corporation tax in the UK of 19% (2018 - 19%)	664,282	749,293
Effects of:		
Expenses not deductible for tax purposes	67,757	54,816
Depreciation in excess of capital allowances	25,122	23,584
Dividend income from group company	(570,000)	(665,000)
Franked investment income not subject to additional tax charge	(9,302)	(5,171)
Part profit charged at 20%	-	1,340
Chargeable gain less allowable loss	173	-
Origination and reversal of timing differences	-	(4,560)
Total tax charge	<u>178,032</u>	<u>154,302</u>

Notes to the Financial Statements - continued
for the Year Ended 31 January 2019

8. TANGIBLE FIXED ASSETS

	Freehold property £	Plant and machinery £	Totals £
COST			
At 1 February 2018 and 31 January 2019	6,236,065	1,550,710	7,786,775
DEPRECIATION			
At 1 February 2018	1,836,672	1,390,653	3,227,325
Charge for year	115,578	35,079	150,657
At 31 January 2019	1,952,250	1,425,732	3,377,982
NET BOOK VALUE			
At 31 January 2019	4,283,815	124,978	4,408,793
At 31 January 2018	4,399,393	160,057	4,559,450

Included in cost of land and buildings is freehold land of £737,696 (2018 - £737,696) which is not depreciated.

Plant and machinery includes poultry processing plant purchased over twenty five years ago. This plant continues to be maintained in such a state of repair that any further provision for depreciation is not currently required. The net book value of this machinery is £120,000.

Included in freehold property are several residential properties with a total cost value of £946,191 on which no depreciation has been taken on the grounds that any depreciation charge and accumulated depreciation would be immaterial. The company intends to maintain and repair the properties to ensure impairment of these assets is unlikely.

9. FIXED ASSET INVESTMENTS

	Shares in group undertakings £
COST	
At 1 February 2018 and 31 January 2019	10,000,100
NET BOOK VALUE	
At 31 January 2019	10,000,100
At 31 January 2018	10,000,100

The company's investments at the Balance Sheet date in the share capital of companies include the following:

Frank Bird (Poultry) Limited

Registered office: In the United Kingdom

Nature of business: Poultry processing

	% holding	31.1.19 £	31.1.18 £
Class of shares:			
Ordinary	100.00		
Aggregate capital and reserves		11,520,414	10,423,994
Profit for the year		4,096,420	3,712,172

Notes to the Financial Statements - continued
for the Year Ended 31 January 2019

9. **FIXED ASSET INVESTMENTS - continued**

Balingour Limited

Registered office: In the United Kingdom

Nature of business: Poultry rearing

Class of shares:	% holding	31.1.19	31.1.18
Ordinary	100.00	£	£
Aggregate capital and reserves		5,845,501	5,375,766
Profit for the year		469,735	726,113

10. **DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	31.1.19	31.1.18
	£	£
Other debtors	-	2,450
Accrued income	280,858	245,404
	<u>280,858</u>	<u>247,854</u>

11. **CURRENT ASSET INVESTMENTS**

	31.1.19	31.1.18
	£	£
Listed investments	2,316,015	2,157,806
Unlisted investments	4,534,014	3,810,204
Loan	11,277,000	11,277,000
	<u>18,127,029</u>	<u>17,245,010</u>

Market value of listed investments at 31 January 2019 - £2,316,015 (2018 - £2,157,806).

12. **CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	31.1.19	31.1.18
	£	£
Other loans (see note 13)	342,000	-
Tax	96,034	80,862
Amounts owed to Frank Bird (Poultry) Limited	5,275,705	4,288,478
Deferred income	37,304	26,947
Accruals	8,400	8,000
	<u>5,759,443</u>	<u>4,404,287</u>

13. **LOANS**

An analysis of the maturity of loans is given below:

	31.1.19	31.1.18
	£	£
Amounts falling due within one year or on demand:		
Other loans	<u>342,000</u>	<u>-</u>

Notes to the Financial Statements - continued
for the Year Ended 31 January 2019

14. **LEASING AGREEMENTS**

The sum of £110,400 is receivable from the two subsidiary companies under the terms of annually renewable leases. This is expected to continue for the foreseeable future.

15. **CALLED UP SHARE CAPITAL**

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	31.1.19 £	31.1.18 £
4,800	Ordinary	£1	<u>4,800</u>	<u>4,800</u>

16. **RESERVES**

	Retained earnings £	Capital redemption reserve £	Totals £
At 1 February 2018	55,016,351	200	55,016,551
Profit for the year	3,318,188		3,318,188
At 31 January 2019	<u>58,334,539</u>	<u>200</u>	<u>58,334,739</u>

17. **ULTIMATE PARENT COMPANY**

This company is wholly owned by F and N One Limited, a company controlled by the director Frank Bird. Group consolidated accounts are available from Companies House.

18. **RELATED PARTY DISCLOSURES**

F and N Holdings Limited allows the company Paul Bird Motorsport Limited to use a workshop within its premises rent free. Paul Bird is the sole director and shareholder of this company and he is the son of Frank Bird, sole director of F and N Holdings Limited.

The loan shown in note 11 has been made to F and N Guernsey Limited, a company ultimately controlled by Frank Bird. This is likely to be a long term loan although it is repayable on demand in certain circumstances such as non payment of interest. Interest is payable at 2% over base rate. F and N Holdings Limited have a charge over a property owned by F and N Guernsey Limited as security.

The loan shown in note 12 has been made by F and N Properties to this company. No interest has been paid and the loan is repayable on demand.

**Notes to the Financial Statements - continued
for the Year Ended 31 January 2019**

19. DIRECTORS

The director of this company receives no remuneration from F and N Holdings Limited, but is paid from the subsidiary, Frank Bird (Poultry) Limited.

	31.1.19 £	31.1.18 £
Directors' emoluments	1,950,000	2,425,000
Company contributions to money purchase pension schemes	-	-
	<u>1,950,000</u>	<u>2,425,000</u>
 Highest paid director		
Director's emoluments	1,950,000	2,425,000
Company contributions to money purchase pension schemes	-	-
	<u>1,950,000</u>	<u>2,425,000</u>

Defined contribution pension scheme

The group operates a defined contribution scheme. The assets of the scheme are held separately from those of the group in an independently administered fund. Any pension cost charged represents contributions payable by the group to the fund for Frank Bird. There were no contributions in either this or the previous year.