BELTON CHEESE LIMITED DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2004



COMPANY INFORMATION

Secretary

Directors J H Beckett

J C Beckett J L Beckett

K L Beckett

Company number 1129055

Registered office Belton

Whitchurch Shropshire SY13 1JD

Auditors Booth Ainsworth

Alpha House 4 Greek Street Stockport Cheshire SK3 8AB

Business address Belton

Whitchurch Shropshire SY13 1JD

Bankers Barclays Bank plc

Corporate Banking Centre

Queen Square Wolverhampton

WV1 1XJ

Solicitors Mace and Jones

Drury House 19 Water Street Liverpool

L2 0RP

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DIRECTORS' REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2004

The directors present their report and financial statements for the year ended 30 September 2004.

Principal activities and review of the business

The principal activity of the company is the manufacturing of dairy products.

The results for the year and the financial position at the year end were considered satisfactory by the directors who expect continued growth in the foreseeable future.

Results and dividends

The results for the year are set out on page 5.

Future developments

The directors expect continued growth and profitability in the future.

Directors

The following directors have held office since 1 October 2003:

J H Beckett

J C Beckett

J L Beckett

Directors' interests

The directors' interests in the shares of the company were as stat	ted below:			
Ordinary shares of £ 1 each				
	30 September 2004	1 October 2003		
J H Beckett	-	-		
J C Beckett	-	-		
J L Beckett	.	-		

The entire share capital of the company is held in Trusts for the benefit of the Beckett family.

Booth Ainsworth have agreed to offer themselves for re-appointment as auditors of the company.

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2004

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 period. In preparing those 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;
- -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. 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.

On behalf of the board

J C Beckett

Director
29 Alan 2005

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF BELTON CHEESE LIMITED

We have audited the financial statements of Belton Cheese Limited on pages 5 to 20 for the year ended 30 September 2004. These financial statements have been prepared under the historical cost convention and 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 the directors and auditors

As described in the statement of directors' responsibilities on page 2 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.

INDEPENDENT AUDITORS' REPORT (CONTINUED) TO THE SHAREHOLDERS OF BELTON CHEESE LIMITED

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 30 September 2004 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Booth Ainsworth

Chartered Accountants
Registered Auditor

3 MAY 2005

Alpha House 4 Greek Street Stockport Cheshire SK3 8AB

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 SEPTEMBER 2004

	Notes	2004 £	2003 £
Turnover	2	12,889,130	11,540,942
Cost of sales		(10,837,264)	(9,450,302)
Gross profit		2,051,866	2,090,640
Administrative expenses		(1,442,228)	(1,468,860)
Operating profit	3	609,638	621,780
Interest payable and similar charges	4	(154,610)	(106,552)
Profit on ordinary activities before taxation		455,028	515,228
Tax on profit on ordinary activities	5	(155,991)	(144,935)
Profit on ordinary activities after taxation	15	299,037	370,293

The profit and loss account has been prepared on the basis that all operations are continuing operations.

There are no recognised gains and losses other than those passing through the profit and loss account.

BALANCE SHEET AS AT 30 SEPTEMBER 2004

	20	004	2003	
Notes	£	£	£	£
6		2,666,009		1,878,852
7	2,779,034		2,818,543	
8	1,977,043		1,373,865	
	1,048		1,104	
	4,757,125		4,193,512	
9	(3,575,111)		(3,148,737)	
		1,182,014		1,044,775
		3,848,023		2,923,627
40		(070 744)		(EG1 OEE)
10		(019,114)		(561,955)
11		(240,561)		(186,168)
12		(259,522)		(6,315)
		2,468,226		2,169,189
14		10.000		10,000
15		2,458,226		2,159,189
16		2,468,226		2,169,189
	6 7 8 9 10 11 12	Notes £ 6 7	6 2,666,009 7 2,779,034 8 1,977,043	Notes £ £ £ 6 2,666,009 7 2,779,034 2,818,543 8 1,977,043 1,373,865 1,048 1,104 4,757,125 4,193,512 9 (3,575,111) (3,148,737) 1,182,014 3,848,023 10 (879,714) 11 (240,561) 12 (259,522) 2,468,226 14 10,000 2,458,226

The financial statements were approved by the Board on 29 Again 2005

J C Beckett

Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 30 SEPTEMBER 2004

	£	2004 £	£	2003 £
Net cash inflow from operating activities		877,283		345,559
Returns on investments and servicing of finance				
Interest paid	(154,610)		(106,552)	
Net cash outflow for returns on investments and servicing of finance		(154,610)		(106,552)
Taxation		(129,685)		(124,137)
Capital expenditure Payments to acquire tangible assets Receipts from sales of tangible assets	(1,049,140) 1,000		(174,433) 29,218	
Net cash outflow for capital expenditure		(1,048,140)		(145,215)
Net cash outflow before management of liquid resources and financing		(455,152)		(30,345)
Financing New long term bank loan	600,000			
Government grant received	268,749		-	
Repayment of long term bank loan	(52,067)		(35,811)	
Repayment of other long term loans	(128,193)		(128,194)	
Capital element of hire purchase contracts	(38,035)		(29,320)	
Net cash inflow/(outflow) from financing		650,454		(193,325)
Increase/(decrease) in cash in the year		195,302		(223,670)

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 30 SEPTEMBER 2004

1	Reconciliation of operating profit to net cash inflow from operating activities			2004	2003
				£	£
	Operating profit			609,638	621,780
	Depreciation of tangible assets			261,983	178,156
	(Profit)/loss on disposal of tangible assets			(1,000)	1,559
	Decrease/(increase) in stocks			39,509	(663,943)
	(Increase)/decrease in debtors			(603,178)	92,442
	Increase in creditors within one year			585,873	117,670
	Movement on grant provision			(15,542)	(2,105)
	Net cash inflow from operating activities			877,283	345,559
2	Analysis of net debt	1 October 2003	Cash flow	Other non-	30 September 2004
				-	
		£	£	£	£
	Net cash:				
	Cash at bank and in hand	1,104	(56)	-	1,048
	Bank overdrafts	(606,937)	195,358 ————		(411,579) ————
		(605,833)	195,302	-	(410,531)
	Bank deposits Debt:	_	-	•	-
	Finance leases	(97,887)	38,035	-	(59,852)
	Debts falling due within one year	(176,474)	(75,303)	_	(251,777)
	Debts falling due after one year	(502,003)	(344,437)	-	(846,440)
		(776,364)	(381,705)	-	(1,158,069)
	Net debt	(1,382,197)	(186,403)	-	(1,568,600)

3	Reconciliation of net cash flow to movement in net debt	2004 £	2003 £
	Increase/(decrease) in cash in the year	195,302	(223,670)
	Cash (inflow)/outflow from (increase)/decrease in debt and lease financing	(381,705)	193,326
	Change in net debt resulting from cash flows	(186,403)	(30,344)
	New finance lease	-	(92,900)
	Movement in net debt in the year	(186,403)	(123,244)
	Opening net debt	(1,382,197)	(1,258,953)
	Closing net debt	(1,568,600)	(1,382,197)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2004

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention.

1.2 Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts.

1.3 Tangible fixed assets and depreciation

Tangible fixed assets other than freehold land are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Land and buildings Freehold 10% pa reducing balance
Plant and machinery 15% pa reducing balance
Fixtures, fittings & equipment 15% pa reducing balance

Motor vehicles 20% pa reducing balance

1.4 Leasing and hire purchase commitments

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible assets and depreciated over the shorter of the lease term and their useful lives. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

1.5 Stock

Stock is valued at the lower of cost and net realisable value.

1.6 Pensions

Contributions are charged to the profit and loss account as they become payable in accordance with the rule of the scheme.

1.7 Deferred taxation

Deferred tax is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted.

1.8 Government grants

Grants are credited to deferred revenue. Grants towards capital expenditure are released to the profit and loss account over the expected useful life of the assets. Grants towards revenue expenditure are released to the profit and loss account as the related expenditure is incurred.

2 Turnover

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the United Kingdom.

3	Operating profit	2004 £	2003 £
	Operating profit is stated after charging:		
	Depreciation of tangible assets	261,983	178,156
	Loss on disposal of tangible assets	•	1,559
	Operating lease rentals	30,000	30,000
	Auditors' remuneration	10,000	10,000
	and after crediting:		
	Profit on disposal of tangible assets	(1,000)	-
4	Interest payable	2004	2003
		£	£
	On directors' loan accounts	26,569	4,439
	On bank loans and overdrafts	52,522	33,479
	On other loans wholly repayable within five years	41,430	36,068
	Hire purchase interest	4,158	2,922
	On overdue tax	•	147
	Pension loan interest	29,931	29,497
		154,610	106,552

5	Taxation	2004	2003
		£	£
	Domestic current year tax	A.	405.00
	U.K. corporation tax	55,914	135,087
	Adjustment for prior years	45,684	
	Current tax charge	101,598	135,087
	Deferred tax		
	Deferred taxation	54,393	9,848
		155,991	144,935
			
	Factors affecting the tax charge for the year		
	Profit on ordinary activities before taxation	455,028 ————	515,228
	Drafit an audinary activities before toyotion multiplied by standard rate of		
	Profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 19.00% (2003: 25.09%)	86,455	129,271
	Effects of:		
	Non deductible expenses	3,908	8,935
	Depreciation add back	49,777	44,697
	Capital allowances	(81,273)	(47,288)
	Adjustments to previous periods	45,684	-
	Other tax adjustments	(2,953)	(528)
		15,143	5,816
	Current tax charge	101,598	135,087

Tangible fixed assets	Land and buildings	Plant and machinery	Fixtures, fittings &	Motor vehicles	Tota
	Freehold £	£	equipment £	£	£
Cost	L	I.	Į,	L	z
At 1 October 2003	1,386,176	1,823,022	168,983	80,714	3,458,895
Additions	-	1,042,422	6,718	_	1,049,140
At 30 September 2004	1,386,176	2,865,444	175,701	80,714	4,508,035
Depreciation					
At 1 October 2003	288,258	1,148,181	119,620	23,984	1,580,043
Charge for the year	80,983	161,550	8,104	11,346	261,983
At 30 September 2004	369,241	1,309,731	127,724	35,330	1,842,026
Net book value	-				
At 30 September 2004	1,016,935	1,555,713	47,977	45,384	2,666,009
At 30 September 2003	1,097,918	674,841	49,363	56,730	1,878,852
Included above are assets held to	under finance leases	s or hire purch	nase contracts	as follows:	
			Plant and machinery	Motor vehicles	Total

	Plant and machinery	Motor vehicles	Total
	£	£	£
Net book values			
At 30 September 2004	73,065	26,346	99,411
			
At 30 September 2003	85,959	50,287	136,246
	· 		
Depreciation charge for the year			
At 30 September 2004	12,894	6,587	19,481
At 30 September 2003	1,441	4,339	5,780
		<u></u>	

7	Stocks	2004 £	2003 £
	Raw materials and consumables Finished goods and goods for resale	72,678 2,706,356	65,501 2,753,042
		2,779,034	2,818,543
8	Debtors	2004 £	2003 £
	Trade debtors Amounts owed by participating interests Other debtors	1,735,801	1,244,225 58,112 71,528 1,373,865
	Amounts falling due after more than one year and included in the debtors above are:	2004 £	2003 £
	Other debtors	36,072	<u>-</u>

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2004

9	Creditors: amounts falling due within one year	2004	2003
		£	£
	Bank loans and overdrafts	546,927	655,218
	Pension fund loans	116,428	128,193
	Net obligations under hire purchase contracts	26,578	37,935
	Trade creditors	826,729	766,770
	Ledgermaster account	1,077,624	853,011
	Amounts owed to participating interests	20,997	-
	Corporation tax	87,156	115,244
	Other taxes and social security costs	42,156	41,802
	Directors' current accounts	339,685	85,000
	Other creditors	106,489	1,864
	Accruals and deferred income	384,342	463,700
		3,575,111	3,148,737
		-	

The bank loans and overdrafts are secured by a fixed and floating charge over the assets of the company.

Obligations under finance leases and hire purchases contracts are secured on the assets concerned.

The ledgermaster balance is secured on the debts of the company.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2004

Creditors: amounts falling due after more than one year	2004 £	2003
	£	£
Bank loans	836,191	375,326
Pension fund loans	10,249	126,677
Net obligations under hire purchase contracts	33,274	59,952
	879,714	561,955
Analysis of loans		
Not wholly repayable within five years by instalments:	971,539	423,607
Wholly repayable within five years	126,678	254,870
	1,098,217	678,477
Included in current liabilities	(251,777)	(176,474)
	846,440	502,003
Instalments not due within five years	294,797	182,201
Loan maturity analysis		
In more than one year but not more than two years	145,596	164,709
In more than two years but not more than five years	406,047	155,093
In more than five years	294,797	182,201
Net obligations under hire purchase contracts	00.570	27.005
Repayable within one year	26,578	37,935
Repayable between one and five years	33,274	59,952 ————
	59,852	97,887
Included in liabilities falling due within one year	(26,578)	(37,935)
	33,274	59,952

The bank loans are repayable by monthly instalments, with interest charged at 2% above base rates.

11	Provisions for liabilities and charges	Deferred liabi	
	Balance at 1 October 2003 Profit and loss account	186,1 54,3	
	Balance at 30 September 2004	240,5	 561
	The deferred tax liability is made up as follows:	=====	
		2004 20 £	003 £
	Accelerated capital allowances 24	0,561 186,1	168
12	Accruals and deferred income		
		Governm gra	nent ints £
	Balance at 1 October 2003	6,3	145
	Grants received during the year Amortisation in the year Balance at 30 September 2004	268,7 (15,5 259,5	749 542)
13	Amortisation in the year	268,7 (15,5	749 542)
13	Amortisation in the year Balance at 30 September 2004	268,7 (15,5	749 542)
13	Amortisation in the year Balance at 30 September 2004 Pension costs	268,7 (15,5 259,5	749 542)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2004

2003 £	2004 £	Share capital	14
~	~	Authorised	
10,000	10,000	10,000 Ordinary shares of £1 each	
		Allotted, called up and fully paid	
10,000	10,000	10,000 Ordinary shares of £1 each	
		Statement of movements on profit and loss account	15
Profit and		·	
loss account			
£			
2,159,189		Balance at 1 October 2003	
299,037		Retained profit for the year	
2,458,226		Balance at 30 September 2004	
2003	2004	Reconciliation of movements in shareholders' funds	16
£	£		
370,293	299,037	Profit for the financial year	
1,798,896	2,169,189	Opening shareholders' funds	

17 Financial commitments

At 30 September 2004 the company was committed to making the following payments under non-cancellable operating leases in the year 30 September 2005:

		Land and buildings 2004 2003	
		£	£
	Operating leases which expire: In over five years	30,000	30,000
18	Capital commitments	2004 £	2003 £
	At 30 September 2004 the company had capital commitments as follows:		
	Contracted for but not provided in the financial statements	17,312	-

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2004

19	Directors' emoluments	2004 £	2003 £
	Emoluments for qualifying services Company pension contributions to money purchase schemes	605,578 55,000	709,402 55,000
		660,578	764,402

The number of directors for whom retirement benefits are accruing under money purchase pension schemes amounted to 1 (2003 - 1).

Emoluments disclosed above include the following amounts paid to the highest paid director:

Emoluments for qualifying services 339,442 405,828

20 Employees

Number of employees

The average monthly number of employees (including directors) during the year was:

	2004	2003
	Number	Number
Production	33	28
Management and administration	10	8
Sales	3	3
	46	39
Employment costs	2004	2003
	£	£
Wages and salaries	1,502,537	1,448,828
Social security costs	74,821	87,712
Other pension costs	55,500	56,750
	1,632,858	1,593,290
		

21 Control

During the year the company was controlled by Mr J H Beckett, a director of the company, and members of his close family. Details of the directors' interests in the share capital of the company are set out in the Directors' Report on page 1 of the Financial Statements.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2004

22 Related party transactions

During the year the company made the following transactions with Stanley Beckett, a partnership between the directors of the company.

Sales £3,009 (2003: £3,848)

Rent paid for premises £30,000 (2003: £30,000)

Purchases (Including the above rent) £71,622 (2003:£75,261)

At the year end there were the following balances:-

Sales ledger £355 (2003: £1,451) Purchase ledger £7,058 (2003: £6,479)

Intercompany Ioan £20,997 credit (2003: £58,112 debit).

All other related party transactions have been disclosed in the previous notes to the accounts.