FINANCIAL STATEMENTS

FOR

28 FEBRUARY 2003

Company Registration Number 1383858



NAYLOR WILLIS

Chartered Accountants & Registered Auditors
Redland House,
157 Redland Road,
Bristol,
BS6 6YE.

THE DIRECTORS' REPORT

SIX MONTHS FROM 1 SEPTEMBER 2002 TO 28 FEBRUARY 2003

The directors have pleasure in presenting their report and the financial statements of the company for the six months from 1 September 2002 to 28 February 2003.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The company changed its name to Butcombe Brewery (Realisations) Limited on 6 March 2003 following its acquisition by Butcombe Brewing Company Limited on 28 February 2003.

The principal activities of the company during the year continued to be the operation of a brewery and three public houses. The company owns but does not operate a fourth public house. The company acquired two further public houses with effect from the opening of business on 1 March 2003.

The overall performance of the company was very satisfactory in view of pressure on margins.

RESULTS AND DIVIDENDS

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

The directors have not recommended a dividend.

THE DIRECTORS AND THEIR INTERESTS IN SHARES OF THE COMPANY

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

		Ordinary Shares of £1 each	
		At	At
		28 February 2003	1 September 2002 or later date of appointment
G.B. Newell	(Appointed 27 February		
	2003)	_	_
P.M. Horsley	(Appointed 27 February		
	2003)	-	_
S. Whitmore	(Resigned 27 February 2003)		
Mrs M.E. Whitmore	(Resigned 27 February 2003)		

P.F. Adams was appointed as a director on 13 March 2003.

G.E. Gould was appointed as a director on 3 June 2003.

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 at the end of the six months and of the profit or loss for the six months then ended. In preparing those financial statements, the directors are required to:

select suitable accounting policies, as described on pages 11 to 12, and then apply them consistently;

make judgements and estimates that are reasonable and prudent; and

THE DIRECTORS' REPORT (continued)

SIX MONTHS FROM 1 SEPTEMBER 2002 TO 28 FEBRUARY 2003

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 six months the company made the following contributions:

	Period to	Year to
	28 February 2003	31 August 2002
	£	£
Charitable	2,855	802,065
Other	-	496
·		

AUDITORS

A resolution to re-appoint Naylor Willis 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:

Butcombe

Bristol

BS40 7XQ

Signed by order of the directors

In M

G.E. GOULD

Company Secretary

Approved by the directors on 11 November 2003

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS

SIX MONTHS FROM 1 SEPTEMBER 2002 TO 28 FEBRUARY 2003

We have audited the financial statements on pages 6 to 17 which have been prepared under the historical cost convention and the accounting policies set out on pages 11 to 12.

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 THE DIRECTORS AND THE AUDITORS

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable United Kingdom law and Accounting Standards are set out in the Statement of Directors' Responsibilities on pages 2 to 3.

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. Our responsibilities do not extend to any other information.

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 TO THE SHAREHOLDERS (continued)

SIX MONTHS FROM 1 SEPTEMBER 2002 TO 28 FEBRUARY 2003

OPINION

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 28 February 2003 and of its loss for the six months then ended, and have been properly prepared in accordance with the Companies Act 1985.

Redland House, 157 Redland Road, Bristol, BS6 6YE.

11 November 2003

NAYLOR WILLIS Chartered Accountants & Registered Auditors

Nayler Weller

PROFIT AND LOSS ACCOUNT

SIX MONTHS FROM 1 SEPTEMBER 2002 TO 28 FEBRUARY 2003

			Year to
	Note	28 Feb 03 £	31 Aug 02 £
	Note	at-	*
TURNOVER	2	1,839,722	3,774,938
Cost of sales		709,996	1,627,728
GROSS PROFIT		1,129,726	2,147,210
Distribution Costs		46,068	93,681
Administrative expenses		1,267,263	2,258,812
Other operating income		(30,155)	(65,706)
OPERATING LOSS	3	(153,450)	(139,577)
Interest receivable		22,310	60,634
Interest payable	6	(225)	-
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(131,365)	(78,943)
Tax on loss on ordinary activities	7	(26,582)	(15,484)
LOSS FOR THE FINANCIAL SIX MONTHS		(104,783)	(63,459)
Balance brought forward		3,112,736	3,176,195
Balance carried forward		3,007,953	3,112,736

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 six months as set out above.

RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

SIX MONTHS FROM 1 SEPTEMBER 2002 TO 28 FEBRUARY 2003

	28 Feb 03	Year to 31 Aug 02
Loss for the financial six months	(104,783)	(63,459)
Opening shareholders' equity funds	3,112,738	3,176,197
Closing shareholders' equity funds	3,007,955	3,112,738

BALANCE SHEET

28 FEBRUARY 2003

	Note	28 Feb 03 £	31 Aug 02 £
FIXED ASSETS Tangible assets	8	1,704,722	1,720,466
CURRENT ASSETS Stocks Debtors Investments	9 10 11	49,559 378,814	37,098 360,722 1,070,671
Cash at bank and in hand CREDITORS: Amounts falling due within one year	12	1,361,652 1,790,025 465,720	359,513 1,828,004 388,078
NET CURRENT ASSETS TOTAL ASSETS LESS CURRENT LIABILITIES		1,324,305 3,029,027	1,439,926 3,160,392
PROVISIONS FOR LIABILITIES AND CHARGES Deferred taxation	13	21,072 3,007,955	47,654 3,112,738
CAPITAL AND RESERVES Called-up equity share capital Profit and loss account SHAREHOLDERS' FUNDS	15	3,007,953 3,007,955	$ \begin{array}{r} 2\\ 3,112,736\\ \hline 3,112,738 \end{array} $

These financial statements were approved by the directors on the 11 November 2003 and are signed on their behalf by:

P.M. HORSLEY

Director

CASH FLOW STATEMENT

SIX MONTHS FROM 1 SEPTEMBER 2002 TO 28 FEBRUARY 2003

		Year to
	28 Feb 03 £	31 Aug 02 £
NET CASH OUTFLOW FROM OPERATING ACTIVITIES	(85,876)	(111,340)
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE		
Interest received	22,310	60,634
Interest paid	(225)	~
NET CASH INFLOW FROM RETURNS ON INVESTMENTS		
AND SERVICING OF FINANCE	22,085	60,634
	•	-
TAXATION	2	(24,308)
CAPITAL EXPENDITURE AND FINANCIAL INVESTMENT		
Payments to acquire tangible fixed assets	(4,743)	(16,515)
Payment to acquire other current asset investments	1,070,671	192,149
NET CASH INFLOW FOR CAPITAL EXPENDITURE AND		
FINANCIAL INVESTMENT	1,065,928	175,634
	2,000,520	1.2,02,
INCREASE IN CASH	1,002,139	100,620
	1,002,10>	
RECONCILIATION OF OPERATING LOSS TO NET CASH OUTIOPERATING ACTIVITIES	FLOW FROM	
		Year to
	28 Feb 03	31 Aug 02
	£	£
Operating loss	(153,450)	(139,576)
Depreciation	18,598	44,320
Loss on disposal of fixed assets	1,889	3,874
(Increase)/decrease in stocks (Increase)/decrease in debtors	(12,461)	4,741 36,193
Increase//decrease in dectors Increase/(decrease) in creditors	(18,094) 77,642	(60,892)
moreuse/(decrease) in orditors	/ / 5042	(00,092)
Net cash outflow from operating activities	(85,876)	(111,340)

CASH FLOW STATEMENT (continued)

SIX MONTHS FROM 1 SEPTEMBER 2002 TO 28 FEBRUARY 2003

RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS

	28 Feb 03 £	31 Aug 02
Increase in cash in the period	1,002,139	100,620
Movement in net funds in the period	1,002,139	100,620
Net funds at 1 September 2002	359,513	258,893
Net funds at 28 February 2003	1,361,652	359,513

ANALYSIS OF CHANGES IN NET FUNDS

	At 1 Sep 2002 £	Cash flows	At 28 Feb 2003
Net cash: Cash in hand and at bank	359,513	1,002,139	1,361,652
Net funds	359,513	1,002,139	1,361,652

NOTES TO THE FINANCIAL STATEMENTS

SIX MONTHS FROM 1 SEPTEMBER 2002 TO 28 FEBRUARY 2003

1. ACCOUNTING POLICIES

Basis of accounting

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

Turnover

The turnover shown in the profit and loss account represents amounts invoiced during the six months, 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:

Casks - 15% Plant and equipment - 15% Office equipment - 15% Cellar equipment - 15%

Depreciation is provided on a reducing balance basis.

Stocks

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

Pension costs

The company operates a defined contribution pension scheme for the directors. 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. In addition the company has established a money purchase pension scheme for employees. The assets of the scheme are held separately from those of the company. Contributions paid are charged to the profit and loss account.

NOTES TO THE FINANCIAL STATEMENTS

SIX MONTHS FROM 1 SEPTEMBER 2002 TO 28 FEBRUARY 2003

ACCOUNTING POLICIES (continued) 1.

Deferred taxation

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 have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax, with the following exceptions:

Provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold;

Deferred tax assets are recognised only to the extent that the directors consider that it is 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 measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

2. **TURNOVER**

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

An analysis of turnover is given below:

	20 Eal 02	Year to
	£	31 Aug 02 £
United Kingdom	1,839,722	3,774,938
OPERATING LOSS		

3.

Operating loss is stated after charging:

	28 Feb 03	31 Aug 02
	£	£
Depreciation of owned fixed assets	18,598	44,320
Loss on disposal of fixed assets	1,889	3,874
Auditors' remuneration		
- as auditors	5,250	5,000
Operating lease costs:		
Vehicles	27,373	54,098
	·	

Year to

NOTES TO THE FINANCIAL STATEMENTS

SIX MONTHS FROM 1 SEPTEMBER 2002 TO 28 FEBRUARY 2003

4. PARTICULARS OF EMPLOYEES

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

		Year to
	28 Feb 03	31 Aug 02
	No	No
Number of production staff	10	10
Number of administrative staff	5	5
Number of management staff	5	5
Number of other staff	16	16
	36	36
	30 ===	
The aggregate payroll costs of the above were:		Year to
	28 Feb 03	31 Aug 02
	£ £	£
Wages and salaries	648,285	775,916
Social security costs	79,440	65,192
Other pension costs	236,135	141,000
	963,860	982,108

5. DIRECTORS' EMOLUMENTS

The directors' aggregate emoluments in respect of qualifying services were:

	28 Feb 03	Year to 31 Aug 02
Emoluments receivable	318,592	150,000
Emoluments of highest paid director:		Year to
	28 Feb 03 £	31 Aug 02
Total emoluments (excluding pension contributions):	188,592	90,000

The number of directors who are accruing benefits under company pension schemes was as follows:

		Year to
	28 Feb 03	31 Aug 02
	· No	No
Money purchase schemes	_	1
		

NOTES TO THE FINANCIAL STATEMENTS

Leasehold Property Improvements

Cellar Equipment

SIX MONTHS FROM 1 SEPTEMBER 2002 TO 28 FEBRUARY 2003

6. INTEREST PAYABLE

	Other similar charges payable			28 Feb 03 £ 225	Year to 31 Aug 02 £
7.	TAX ON LOSS ON ORDINARY AC	TIVITIES			
	Current tax:			28 Feb 03	Year to 31 Aug 02 £
	Corporation tax Over/under provision in prior year			_ _	907
	Total current tax			_	907
	Deferred tax:				
	Decrease in deferred tax provision (not Capital allowances Other	e 13)		(1,647) (24,935)	(8,470) (7,921)
	Total deferred tax (note 13)			(26,582)	(16,391)
	Tax on loss on ordinary activities			(26,582)	(15,484)
8.	TANGIBLE FIXED ASSETS				
		Brought forward 1 Sep 02	Additions £	Disposals £	Carried forward 28 Feb 03
	COST				
	Freehold Property	1,350,797	_	-	1,350,797
	Casks	302,126	2 106	(3,777)	298,349
	Plant & Equipment Office Equipment	512,381 19,424	3,196 145	_	515,577 19,569
	Office Eduibilient	17,444	143	_	12,307

148,019

54,177

2,386,924

1,402

4,743

(3,777)

148,019 55,579

2,387,890

NOTES TO THE FINANCIAL STATEMENTS

SIX MONTHS FROM 1 SEPTEMBER 2002 TO 28 FEBRUARY 2003

8. TANGIBLE FIXED ASSETS (continued)

	DEPRECIATION Freehold Property Casks Plant & Equipment Office Equipment Leasehold Property Improvements Cellar Equipment	Brought forward 1 Sep 02 £ (13,560) (206,914) (374,851) (14,163) (17,929) (39,041) (666,458)	Charges £ (6,999) (10,069) (395) (1,135) (18,598)	Disposals £ - 1,888 1,888	Carried forward 28 Feb 03 £ (13,560) (212,025) (384,920) (14,558) (17,929) (40,176) (683,168)
				Brought forward 1 Sep 02	Carried forward 28 Feb 03
	NET BOOK VALUE Freehold Property Casks Plant & Equipment Office Equipment Leasehold Property Improvements Cellar Equipment			1,337,237 95,212 137,530 5,261 130,090 15,136 1,720,466	1,337,237 86,324 130,657 5,011 130,090 15,403 1,704,722
9.	STOCKS				
	Raw materials Finished goods			28 Feb 03 £ 17,959 31,600 49,559	31 Aug 02 £ 12,342 24,756 37,098
10.	DEBTORS				
	Trade debtors Corporation tax repayable Other debtors Prepayments and accrued income			28 Feb 03 £ 356,088 — 22,726 378,814	31 Aug 02 £ 339,800 2 2,103 18,817 360,722

NOTES TO THE FINANCIAL STATEMENTS

SIX MONTHS FROM 1 SEPTEMBER 2002 TO 28 FEBRUARY 2003

11. INVESTMENTS

		28 Feb 03 £	31 Aug 02 £
	Other investments		1,070,671
12.	CREDITORS: Amounts falling due within one year		
		28 Feb 03	31 Aug 02
		£	£
	Trade creditors	116,263	73,786
	PAYE and social security	136,988	18,832
	VAT	143,267	155,488
	Other creditors	1,949	5,492
	Accruals and deferred income	67,253	134,480
		465,720	388,078
13.	DEFERRED TAXATION		
			Year to
		28 Feb 03 £	31 Aug 02 £
	The movement in the deferred taxation provision during the six mon	ths was:	
	Provision brought forward	47,654	64,045
	Profit and loss account movement arising during the six months	(26,582)	(16,391)
	Provision carried forward	21,072	47,654

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

	28 Feb 03	Year to 31 Aug 02 £
Excess of taxation allowances over depreciation on fixed assets	21,072	22,719
Other timing differences		24,935
	21,072	47,654

14. RELATED PARTY TRANSACTIONS

The company was under the control of Mr & Mrs Whitmore until 28 February 2003 and throughout the previous year Mr S. Whitmore was the managing director until 27 February 2003. Mr & Mrs Whitmore held all of the company's issued shares until 28 February 2003.

The company made sales of £21,251 (2002-£47,184) to two public houses which are owned by Mr & Mrs Whitmore in partnership. These public houses were acquired by the company from Mr & Mrs Whitmore after the close of business on 28 February 2003.

NOTES TO THE FINANCIAL STATEMENTS

SIX MONTHS FROM 1 SEPTEMBER 2002 TO 28 FEBRUARY 2003

15. SHARE CAPITAL

4		_		
Autho	rised	share	canita.	l:

			28 Feb 03	31 Aug 02
100 Ondinary shares of Cl anah			£	£
100 Ordinary shares of £1 each			100	100
Allotted, called up and fully paid:				
	28 Feb (03	31	Aug 02
	No	£	No	£
Ordinary shares of £1 each	2	2	2	2

16. POST BALANCE SHEET EVENTS

The entire issued share capital of the company was acquired by Butcombe Brewing Company Limited on 28 February 2003. On 28 February 2003 the company entered into an agreement to transfer its business with effect from 1 March 2003 to Butcombe Brewery Limited (formerly Barncrest No. 163 Limited).