DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 JANUARY 1998

Registered Number: 1433354

MORGAN BROWN & SPOFFORTH Chartered Accountants



DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 JANUARY 1998

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REPORT AND FINANCIAL STATEMENTS 1998

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS:

Mr J D Burden Mr J E Payne Mr R Snelling Mr T Hussey Mr C Snelling

SECRETARY:

Mr R Snelling

REGISTERED OFFICE

Unit 4

Holmestone Road Coombe Valley

Dover Kent CT17 0UF

AUDITORS:

Morgan Brown & Spofforth

82 St John Street

London EC1M 4JN

BANKERS:

National Westminster Bank Plc

Buckland, Dover Branch

124 High Street

Dover Kent CT16 1EQ

T S B Commercial Finance Limited

Boston House The Little Green Richmond Surrey TW9 1QE

SOLICITORS:

Hamlin Slowe P O Box 4SQ Roxburghe House

273-287 Regent Street

London. W1A 4SQ

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the year ended 31 January 1998.

Principal Activities and Review of the Business

The company's principal activity during the year continued to be that of ship chandlers and wholesalers of foodstuffs.

In difficult trading conditions, pressure on margins increased and efforts to improve these led to a decrease in turnover, though net income was maintained. Markets are now improving and it is anticipated that greater profitability will be achieved in the current year.

The directors consider the present position to be satisfactory.

Results and Dividends

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

The directors do not recommend payment of a dividend.

It is proposed that the retained profit of £115,391 is transferred to reserves.

Donations

During the year, the company made charitable donations of £225.

Fixed Assets

The significant changes in fixed assets during the year are explained in note 9 to the financial statements.

Directors and their Interests

The directors who held office during the year together with their beneficial interests in the issued share capital of the company were as follows:

	Ordinary sha	res of £1 each
	1998	1997
Mr J D Burden	-	_
Mr J E Payne	-	-
Mr R Snelling	-	
Mr T Hussey	•	-

Mr T Hussey was appointed to the board on 14 March 1997 and Mr C Snelling was appointed on the 18 March 1998.

The beneficial interests of the directors in the issued share capital of the parent company were as follows:

	Ordinary sh	ares of £1 each
	1998	1997
Mr J D Burden	114,015	114,015
Mr J E Payne	18,182	18,182
Mr R Snelling	10,092	10,092
Mr T Hussey	5,393	5,393

Directors' Insurance

The company maintains insurance policies on behalf of all the directors against liability arising from negligence, breach of duty and breach of trust in relation to the company.

DIRECTORS' REPORT (CONTINUED)

Statement of 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;
- follow applicable accounting standards, 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 directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the companies Act 1985, as amended. 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.

Auditors

The auditors, Morgan Brown & Spofforth, will be proposed for re-appointment in accordance with Section 385 of the Companies Act 1985.

Registered Office:

Holmestone Road Coombe Valley Dover Kent CT17 0UF

Date: 24 July 1998

By order of the board

R Snelling Secretary

AUDITORS REPORT TO THE SHAREHOLDERS OF

DOVER SHIPS STORES LIMITED

We have audited the financial statements on pages 5 to 15 which have been prepared under the historical cost convention and on the basis of the accounting policies set out on page 8.

Respective Responsibilities of Directors and Auditors

As described on page 3, the company's directors are responsible for the preparation of the financial statements. It is our responsibility to form an independent opinion, based on our audit, on those financial statements and to report our opinion to you.

Basis of Opinion

We conducted our audit in accordance with 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 mis-statement, 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 January 1998 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

82 St John Street London ECIM 4JN

Date: 24 July 1998

MORGAN BROWN & SPOFFORTH

Chartered Accountants Registered Auditor

Morgan, Brown 2 Sy offorth

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 JANUARY 1998

		1998	1997
	Notes	£	£
Turnover	2	14,732,046	15,411,469
Cost of sales		(12,093,162)	(12,800,189)
Gross profit		2,638,884	2,611,280
Distribution costs		(1,631,366)	(1,733,235)
Administrative expenses		(815,683)	(720,386)
Operating profit		191,835	157,659
Interest receivable and similar income	3	4,424	4,076
Interest payable and similar charges	4	(81,275)	(70,950)
Profit on ordinary activities before taxation	5	114,984	90,785
Tax on profit on ordinary activities	8	407	(31,325)
Profit on ordinary activities after taxation and I	profit		
for the financial year		<u>115,391</u>	59,460

Continuing Operations

The turnover and operating profit derive from continuing operations.

None of the company's activities were acquired or discontinued during the above two financial years.

Total Recognised Gains and Losses

The company has no recognised gains or losses other than the profits stated above.

Historical Cost Equivalents

There is no difference between the profit reported above and the equivalent profit calculated on an unmodified historical cost basis.

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

BALANCE SHEET

AS AT 31 JANUARY 1998

		199	98	199	97
	Notes	£	£	£	£
Fixed Assets					
Tangible assets	9		811,871		517,647
Current Assets					
Stocks	10	716,279		543,194	
Debtors	11	1,909,748		1,639,395	
Cash at bank and in hand		44,674		340,295	
		2,670,701		2,522,884	
Creditors: amounts falling due within one year	12	(2,448,175)		(2,314,378)	
Net Current Assets			222,526		208,506
Total Assets less Current Liabilities			1,034,397		726,153
Creditors: amounts falling due after more					
than one year	13		(293,864)		(92,628)
Provisions for Liabilities and Charges	14		(32,695)		(41,078)
Net Assets			707,838		592,447
Capital and Reserves					
Called up share capital	15		25,000		25,000
Profit and loss account	16		682,838		<u>567,447</u>
Shareholders' Funds - (equity interests only)	17		707,838		592,447

The financial statements on pages 5 to 15 were approved by the board of directors on the date shown below and were signed on its behalf

J D Burden

Date: 24 July 1998

CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 JANUARY 1998

		19	998	19	97
	Notes	£	£	£	£
Net cash inflow from operating activities	22		376,022		565,736
Returns on investments and servicing of finance					
Interest received		4,424		4,076	
Interest paid		(63,770)		(51,145)	
Hire purchase interest paid		<u>(17,505</u>)		<u>(19,805</u>)	
Net cash outflow from returns on investments and					
servicing of finance			(76,851)		(66,874)
Taxation					
Corporation tax paid		(18,176)		(53,909)	
Corporation tax receipts (including group relief)		(20,2.0)		36,378	
- ((18,176)	20,270	(17,531)
Capital Expenditure and Financial Investments					
Payments to acquire tangible fixed assets		(481,154)		(134,175)	
Receipts from sales of tangible fixed assets		15,726		15,013	
Net cash outflow from investing activities			(465,428)		(119,162)
					<u> </u>
Net cash (outflow)/inflow before financing			(184,433)		362,169
Financing					
New long term bank loan		195,346		-	
Net increase/(decrease) in capital element of hire					
purchase obligations		20,642		(58,306)	
Net cash inflow/(outflow) from financing			215,988		(58,306)
Increase in cash	23		31,555		303,863

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 JANUARY 1998

1. ACCOUNTING POLICIES

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

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with all applicable statements of Standard Accounting Practice and Financial Reporting Standards.

Fixed assets and depreciation

Depreciation is provided by the company to write off the cost of tangible fixed assets over their estimated useful economic lives as follows:

Long leasehold property Short leasehold property Plant and machinery Motor vehicles

- 2% per annum

Variable rates over the life of the lease

- 10% to 50% straight line

hicles - 25% straight line

Finance leases and hire purchase agreements

Assets acquired under finance lease and hire purchase contracts are capitalised and depreciated in accordance with the provisions of SSAP 21. The related obligations, net of future finance charges, are included in creditors. The related finance charges are charged to the profit and loss account proportionally over the length of the respective finance agreements.

Rental charges on leases accounted for as 'operating leases' as defined by SSAP 21, are charged to the profit and loss account in the period incurred.

Pension costs

The company operates a defined contribution scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The amount charged against profits represents the contributions payable to the scheme in respect of the accounting period.

Stocks

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

Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Provision is made for deferred tax only to the extent that it is probable that an actual liability will crystallise.

2. TURNOVER

Turnover represents the amounts, excluding Value Added Tax, derived from the provision of goods and services to customers during the year, the activities were wholly undertaken in the UK.

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 JANUARY 1998

3. INTE	REST RECEIVABLE AND SIMILAR INCOME		
		1998	1997
		£	£
D1			
Bank	interest received	4,424	4,076
. INTE	REST PAYABLE AND SIMILAR CHARGES		
		1998	1997
		£	£
Interes	st payable on bank loans and overdrafts	63,770	51,145
	st payable on finance leases	17,505	19,805
		17,505	17,003
		81,275	70,950
DD 07			
. PROF	FIT ON ORDINARY ACTIVITIES BEFORE TAXATION	1998	1997
The no	rofit on ordinary activities before taxation is stated after charging/(cred	£	£
		ituig).	
	ors' emoluments	-	160,713
	ors' remuneration	12,000	12,000
	ciation on tangible fixed assets	182,403	173,744
	on sale of tangible fixed assets	(11,198)	(15,008)
_	ting lease rentals: t and machinery	10.055	05.511
	l and buildings	18,377	37,511
	f plant and machinery	242,278	258,085
111100	- paint and indomnory	15,719	
. STAF	F COSTS AND NUMBER OF EMPLOYEES		
Aggre	gate staff costs, including directors, were as follows:		
	5	1998	1997
		£	£
	s and salaries	927,696	868,894
	security costs	81,212	80,256
Other	pension costs	<u>17,017</u>	9,450
		1,025,925	958,600
The av	verage monthly number of employees, including directors, during the	1998	1997
year w		No.	No.
Office	and administration	14	15
Selling	g and distribution	_68	_68
		82	83

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 JANUARY 1998

7.	DIRECTORS' EMOLUMENTS		
		1998 £	1997 £
	Aggregate emoluments Pension contributions		150,813 9,900
			160,713
	There are no directors (1997 - 2) to whom benefits are accruing in respect of the defind coby the holding company.	ntribution sche	me operated
	The directors are now paid by the holding company.		
8.	TAX ON PROFIT ON ORDINARY ACTIVITIES		

8.

	1998	1997
Current year taxation	£	£
Variable John Manual		
Corporation tax at 31% (1997 - 33%)	32,700	42,900
Receipt in respect of group undertakings	-	(36,378)
Transfer from deferred tax provision	_(8,383)	(11,575)
Prior Years	24,317	(5,053)
Corporation tax - (overprovision)/underprovision	(24,724)	36,378
	(407)	31,325

9. TANGIBLE FIXED ASSETS

	Long Leasehold Property £	Short Leasehold Property £	Plant and Machinery £	Motor Vehicles £	Total £
Cost					
At 1 February 1997	-	65,635	1,159,053	154,568	1,379,256
Additions	276,007	_	108,917	96,230	481,154
Re-classification	-	-	(19,875)	19,875	-
Disposals			(77,794)	(37,350)	(115,144)
At 31 January 1998	276,007	<u>65,635</u>	1,170,301	233,323	1,745,266
Depreciation					
At 1 February 1997	-	35,407	744,271	81,931	861,609
Re-classification	-	-	(16,098)	16,098	-
Eliminated on disposal	-	-	(76,246)	(34,371)	(110,617)
Charge for the year		6,358	134,041	42,004	182,403
At 31 January 1998		41,765	785,968	105,662	933,395
Net Book Value					
At 31 January 1998	276,007	23,870	384,333	<u>127,661</u>	<u>811,871</u>
At 31 January 1997	-	<u>30,228</u>	414,782	72,637	517,647
Included above are accets held under him	e nurchago contract	a			

Included above are assets held under hire purchase contracts.

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 JANUARY 1998

9. TANGIBLE FIXED ASSETS (Continued)

The net book value and depreciation charge for the year of assets held under hire purchase contracts is as follows:

		1	998	19	97
			Depreciation		Depreciation
		Value £	Charge £	Value £	Charge £
		æ	.	æ	T.
	Plant and machinery	118,321	27,719	-	-
	Motor vehicles	127,448	34,602	262,568	79,147
		245 760	62 221	262 569	70 147
		<u>245,769</u>	<u>62,321</u>	<u>262,568</u>	<u>79,147</u>
10.	STOCKS				
				1998	1997
				£	£
	Goods for resale			716,279	543,194
	The replacement costs of stocks is not materially different from	m the halan	ice sheet amou		
	•	in aic baiai	oc shoot amou	111.	
11.	DEBTORS			4000	
				1998 £	1997 £
				at-	de
	Trade debtors			1,676,393	1,345,928
	Amounts owed by group undertaking			104,877	-
	Other debtors Prepayments and accrued income			35,904	65,320
	rrepayments and accrued meconie			92,574	228,147
				1,909,748	1,639,395
					
12.	CREDITORS: Amounts falling due within one year			1000	1007
				1998 £	1997 £
				₩	æ
	Bank loan and overdrafts			363,344	669,936
	Trade creditors			1,486,447	1,105,764
	Amounts owed to group undertaking			403,514	325,473
	Corporation tax			32,700	42,900
	Social security and other taxes			19,427	18,469
	Net obligations under hire purchase contracts			85,504	91,336
	Accruals and deferred income			57,239	60,500
				<u>2,448,175</u>	2,314,378

Bank overdrafts totalling £342,760 (1997 - £341,266) are secured by a fixed and floating charge over the company's undertaking and assets.

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 JANUARY 1998

CREDITORS: Amounts falling due after more than one year		
	1998	1997
	£	£
Bank loan	174,762	-
Net obligations under hire purchase contracts	119,102	92,628
	293,864	92,628
Bank loan		
Not wholly repayable within five years by installments	195,346	-
Included in current liabilities	(20,584)	
	<u>174,762</u>	
Instalments not due within five years	92,426	-
The bank loan is secured by a fixed charge on the property to which	h it relates.	
The bank loan is repayable over 20 years at an interest rate of 2% a	above base rate.	
Net obligations under hire purchase contracts:	1998	1997
	£	£
Repayable within one year	99,612	109,728
Repayable between two to five years	<u>131,424</u>	100,459
	231,036	210,187
Finance charges allocated to future accounting periods	(26,430)	(26,223)
	204,606	183,964
and the second s		
Included in current liabilities	(85,504)	(91,336)

Obligations under hire purchase contracts are secured on the assets to which they relate.

14. PROVISIONS FOR LIABILITIES AND CHARGES

	Fully Provided	
	1998 £	1997 £
Accelerated capital allowances Other timing differences	32,695 <u> </u>	41,077 1 41,078
Movements on the provision for deferred taxation are:		£
At 1 February 1997 Transferred to profit and loss account		41,078 (8,383)
At 31 January 1998		32,695

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 JANUARY 1998

15.	SHARE CAPITAL		
		1998	1997
		£	£
	Authorised		
	25,000 Ordinary shares of £1 each	25,000	25,000
		=======================================	
	Allotted, called up and fully paid		
	25,000 Ordinary shares of £1 each	25,000	25,000
	20,000 Standing Stands of W1 Guoti	=======================================	
16.	PROFIT AND LOSS ACCOUNT		
		1998	1997
		£	£
	•	•	
	Retained profits at 1 February 1997	567,447	507,987
	Retained profit for the year	115,391	59,460
	1100011100 p10110 101 h10 y000		
	Retained profits at 31 January 1998	682,838	567,447
	,	<u> </u>	
15	DECONOLLY MICH OF MOVEMENTS IN SILVERIOUS DEDG! BUNDS		
17.	RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS	1998	1997
		1998 £	
		ž.	£
	Profit for the financial year after taxation	115,391	59,460
		' - '	
	Opening shareholders' funds	592,447	532,987
	Closing shareholders' funds	707 929	502 447
	Crosurk sugrenorious uning	707,838	J72,447

18. CONTINGENT LIABILITIES

The company has a contingent liability in respect of a specific counter indemnity in the amount of £25,000, given in respect of the removal of goods from bonded storage without payment of duty.

The company is a party to cross guarantees given in respect of overdraft and loan facilities extended to the group. At 31 January 1998 no amounts (1997 - £585,784) were outstanding under these arrangements, which are not otherwise dealt with in these financial statements.

19. FINANCIAL COMMITMENTS

At 31 January 1998 the company had annual commitments under non-cancellable operating leases as follows:

	Land and Buildings		Other	
	1998	1997	1998	199 7
Expiry date:				
Within one year	55,000	_	-	_
Between two and five years	· -	55,000	22,189	15,589
Over five years	98,000	128,000		
	<u>153,000</u>	183,000	22,189	<u>15,589</u>

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 JANUARY 1998

20. CAPITAL COMMITMENTS

1998 1997 £ £

Details of capital commitments at the accounting date are as follows:

Authorised but not contracted for

750,000

260,000

21. ULTIMATE PARENT COMPANY

Net debt at 31 January 1998

The ultimate parent company is James Burden (Holdings) Limited who owns 100% (1997 - 100%) of the issued share capital. James Burden (Holdings) Limited is registered in England and Wales. Copies of the group financial statements of James Burden (Holdings) Limited, are available from Companies House, Crown Way, Maindy, Cardiff, CF4 3UZ.

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

•	1998	
	£	£
Operating profit	191,835	157,659
Depreciation of tangible fixed assets	182,402	173,744
Profit on disposal of tangible fixed assets	(11,198)	(15,008)
Increase in stocks	(173,085)	(34,778)
Increase in debtors	(270,353)	(60,774)
Increase in creditors due within one year	456,421	344,893
Net cash inflow from operating activities	<u>376,022</u>	565,736

23. RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET DEBT

£

Increase in cash in the year Cash outflow from increase in hire purchase contracts	31,555 (20,642)
Movement in net debt in the year	10,913
Net debt at 1 February 1997	(513,605)

(502,692)

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 JANUARY 1998

24. ANALYSIS OF CHANGES IN NET DEBT

·	At 1 February 1997 £	Cashflow £	Other non cash changes	At 31 January 1998 £
Cash at bank and in hand	340,295	(295,621)	-	44,674
Bank overdrafts	(669,936)	327,176	-	(342,760)
Hire purchase agreements	(183,964)	103,956	(124,598)	(204,606)
	(513,605)	135,511	(124,598)	(502,692)

25. RELATED PARTY TRANSACTIONS

During the year, the company traded with other members of the James Burden (Holdings) Limited group of companies. Messrs J D Burden, J E Payne, R Snelling and T Hussey are directors of James Burden (Holdings) Limited and also of this company.

The following amount was due to the company from:	1998 £	1997 £
Trading balances James Burden Limited	104,877	-
The following amount was due from the company to:		
Trading balances James Burden (Holdings) Limited	262,266	250,473
Non-trading balances James Burden (Holdings) Limited	141,248	75,000

26. PENSION COSTS

A defined contribution scheme is operated by the parent company and the costs are recharged to the individual companies on an accruals basis. Disclosure relating to the scheme is given in the financial statements of the parent company.