

ACLIND LIMITED
DIRECTORS' REPORT AND ACCOUNTS
YEAR ENDED 30TH JUNE 1997

Company number : 1607252



ACLIND LIMITED

DIRECTORS	M F Waller G I Waller G E Waller
SECRETARY	G E Waller
BANKERS	Coutts & Company London
SOLICITORS	Field Seymour Parkes Reading
ACCOUNTANTS	Moores Rowland Reading
REGISTERED OFFICE	North Hatley Halls Lane Waltham St Lawrence RG10 0JB

CONTENTS	PAGE
Directors' Report	1 - 2
Profit and Loss Account	3
Balance Sheet	4
Statement of total recognised gains and losses	5
Notes to the Accounts	6 - 11

ACLIND LIMITED

DIRECTORS' REPORT

The directors submit their report and the accounts for the year ended 30th June 1997.

Company law requires the directors to prepare accounts that give a true and fair view of the state of affairs of the company and of the profit or loss for its financial year. In doing so the directors are required to:

- select suitable accounting policies and apply them consistently
- make judgements and estimates that are reasonable and prudent
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business

The directors are responsible for maintaining proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the accounts 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.

The company has taken advantage of the audit exemption criteria.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activities of the company have continued to be that of an investment holding company.

RESULTS AND DIVIDENDS

The profit for the year after taxation amounted to £16,508 (1996:£15,249).

In view of the company's current and future requirements for the maintenance and development of its business, the directors do not recommend that a dividend be declared but that the balance on the profit and loss account be carried forward.

DIRECTORS AND INTERESTS IN SHARES

The directors who have served the company during the year and the number of shares in which they had a beneficial interest, as defined by the Companies Act 1985 was as follows:

ACLIND LIMITED

DIRECTORS' REPORT (continued)

DIRECTORS AND INTEREST IN SHARES (continued)

	Ordinary shares of £1 each	
	1997	1996
M F Waller	50	50
G I Waller	-	-
G E Waller	-	-

By order of the board

G E Waller

G E Waller
Secretary

3 February 1998

ACLIND LIMITED

PROFIT AND LOSS ACCOUNT
Year ended 30th June 1997

	Note	1997 £	1996 £
TURNOVER	1	42,119	41,125
Administrative expenses		13,076	11,915
		<u>29,043</u>	<u>29,210</u>
Other operating income		1,800	1,800
OPERATING PROFIT		<u>30,843</u>	<u>31,010</u>
Investment income	2	29	63
		<u>30,872</u>	<u>31,073</u>
Interest payable	3	9,648	11,624
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	4	<u>21,224</u>	<u>19,449</u>
Tax on profit on ordinary activities	6	4,716	4,200
PROFIT FOR THE FINANCIAL YEAR		<u>16,508</u>	<u>15,249</u>
Retained profit brought forward		93,687	78,438
RETAINED PROFIT CARRIED FORWARD		<u><u>110,195</u></u>	<u><u>93,687</u></u>

All disclosures relate only to continuing operations.

The notes on pages 6 to 11 form part of these accounts.

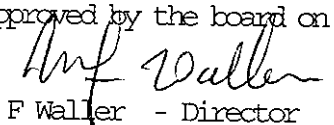
ACLIND LIMITEDBALANCE SHEETAs at 30th June 1997

	Note	1997 £	1996 £
FIXED ASSETS			
Tangible assets	7	1,705	2,560
Investments	8	477,816	462,927
		<u>479,521</u>	<u>465,487</u>
CURRENT ASSETS			
Cash at bank and in hand	290	4,541	
		<u>290</u>	<u>4,541</u>
CREDITORS - amounts falling due within one year	9	25,378	25,262
NET CURRENT LIABILITIES		(25,088)	(20,721)
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>454,433</u>	<u>444,766</u>
CREDITORS - amounts falling due after more than one year	10	303,000	311,000
TOTAL NET ASSETS		<u>151,433</u>	<u>133,766</u>
Called up share capital	11	100	100
Revaluation reserve	12	41,138	39,982
Profit and loss account		110,195	93,684
		<u>151,433</u>	<u>133,766</u>

The directors confirm the following:

- (a) for the year in question the company was entitled to exemption under subsection (1) of section 249A of the Companies Act 1985.
- (b) no notice has been deposited under subsection (2) of section 249B
- (c) the directors acknowledge their responsibilities for:
 - (i) ensuring that the company keeps proper accounting records which comply with section 221, and
 - (ii) preparing accounts which give a true and fair view of the state of the affairs of the company as at the end of the financial year and of its profit and loss for the financial year in accordance with the requirements of section 226, and which otherwise comply with the requirements of the Act relating to accounts, so far as applicable to the company.

Approved by the board on 3 February 1998


M F Waller - Director

The notes on pages 6 to 11 form part of these accounts.

ACLIND LIMITED

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
As at 30th June 1997

	1997 £	1996 £
Profit for the financial year	16,508	15,249
Unrealised profit on revaluation of fixed asset investments	1,156	1,588
Total recognised gains relating to the year	<u>17,664</u>	<u>16,837</u>

ACLIND LIMITED
NOTES TO THE ACCOUNTS
Year ended 30th June 1997

1. ACCOUNTING POLICIES

Accounting convention

The accounts have been prepared under the historical cost convention as modified by the revaluation of the freehold property and in accordance with applicable accounting standards.

Turnover

Turnover represents operating lease income from the rental of the freehold premises. The company is not registered for VAT.

Depreciation of tangible fixed assets

Depreciation is provided on all tangible fixed assets so as to write them off over their anticipated useful lives at the following annual rates on a straight line basis:

Fixtures and fittings - 25%

Lease and hire purchase contracts

Assets being acquired under finance leases and hire purchase contracts are capitalised in the balance sheet and are depreciated over their anticipated useful lives. The obligation to make future rental payments, net of future finance charges, is recognised as a liability in the balance sheet. The interest element of the lease and hire purchase payments is charged to the profit and loss account at a constant rate over the period of the agreement.

2. INVESTMENT INCOME

	1997 £	1996 £
Income from listed fixed asset investments	12	26
Interest receivable	17	37
	<u>29</u>	<u>63</u>

3. INTEREST PAYABLE

	1997 £	1996 £
On bank loans and overdrafts wholly repayable within five years	51	20
On other loans not wholly repayable within five years	9,597	11,604
	<u>9,648</u>	<u>11,624</u>

ACLIND LIMITEDNOTES TO THE ACCOUNTS (continued)Year ended 30th June 1997**4. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION**

Profit on ordinary activities before
taxation is stated after charging:

	1997 £	1996 £
Directors' remuneration	4,514	4,520
Auditors' remuneration	-	1,318
Depreciation of fixed assets	1,291	1,182
(Profit)/loss on disposal of fixed assets	-	232
	<u>=====</u>	<u>=====</u>

Depreciation of fixed assets includes £Nil (1996: £629) in respect of
assets being acquired under finance leases and hire purchase contracts.

5. DIRECTORS AND OTHER EMPLOYEES

Staff costs include the following:

	1997 £	1996 £
Wages and salaries	3,060	3,392
	<u>=====</u>	<u>=====</u>

The average number of persons employed by the
company during the year was as follows:

	Number	Number
Administration	3	3
	<u>=====</u>	<u>=====</u>

The emoluments of the directors were as follows:

For services as executives	1,200	1,200
	<u>=====</u>	<u>=====</u>

6. TAX ON PROFIT ON ORDINARY ACTIVITIES

	1997 £	1996 £
Based on the profit for the year:		
Corporation tax at 24% and 21% (1996 24%)	4,723	4,200
Taxation under/(over) provided in prior years		
Corporation tax	(7)	-
	<u>=====</u>	<u>=====</u>
	4,716	4,200
	<u>=====</u>	<u>=====</u>

ACLIND LIMITED
NOTES TO THE ACCOUNTS (continued)
Year ended 30th June 1997

7. TANGIBLE FIXED ASSETS

	Fixtures & fittings £	TOTAL £
Cost:		
At 1st July 1996	4,728	4,728
Additions	436	436
Disposals	-	-
At 30th June 1997	<u>5,164</u>	<u>5,164</u>
Depreciation:		
At 1st July 1996	2,168	2,168
Charge for year	1,291	1,291
At 30th June 1997	<u>3,459</u>	<u>3,459</u>
Net book value at 30th June 1997	<u>1,705</u>	<u>1,705</u>
Net book value at 30th June 1996	<u>2,560</u>	<u>2,560</u>

Included in the net book values above are the following amounts in respect of assets being acquired under finance leases and hire purchase contracts:

At 30th June 1997	-	-
At 30th June 1996	<u>1,258</u>	<u>1,258</u>

ACLIND LIMITED
NOTES TO THE ACCOUNTS (continued)
Year ended 30th June 1997

8. FIXED ASSET INVESTMENTS

	Freehold Property £	Listed £	Unlisted in UK £	Loan Investment £	Total £
Cost or valuation					
At 1st July 1996	442,000	17,893	35	3,000	462,928
Additions	-	66	16,667	-	16,733
Disposals	-	-	-	-	-
Revaluation	-	1,155	-	-	1,155
Loan repaid in year	-	-	-	(3,000)	(3,000)
At 30th June 1997	<u>442,000</u>	<u>19,114</u>	<u>16,702</u>	<u>-</u>	<u>477,816</u>
Market value:					
At 30th June 1997	<u>442,000</u>	<u>19,114</u>	<u>16,702</u>	<u>-</u>	<u>477,816</u>

Taxation on potential capital
gain if sold at valuation £ NIL

At 30th June 1997 the listed securities consisted of £18,915 held in the United Kingdom (1996: £17,164) and £199 held in Canada (1995: £729).

The freehold investment property is disclosed at an amount considered to be the market value by the directors.

The directors consider it appropriate to value the unlisted securities and loan investment at cost. The unlisted investment refers to a 49.4% holding of £1 Ordinary shares in Larchfield Estates Limited a company incorporated in the United Kingdom. As at 30th September 1996 the total capital and reserves of the company were £253,702. The loss for the year was £10,491.

**9. CREDITORS - amounts falling
due within one year**

	1997 £	1996 £
Bank loans and overdrafts	13,194	12,000
Obligations under finance leases and hire purchase contracts	-	584
Corporation Tax	4,723	4,200
Taxation and social security	94	94
Other creditors	4,971	5,974
Accruals and deferred income	2,396	2,410
	<u>25,378</u>	<u>25,262</u>

The bank overdraft is secured by a legal mortgage over the company's freehold property.

ACLIND LIMITED
NOTES TO THE ACCOUNTS (continued)
Year ended 30th June 1997

10. CREDITORS - amounts falling due after more than one year

	1997 £	1996 £
Bank loans	110,000	118,000
Other loans	193,000	193,000
	<u>303,000</u>	<u>311,000</u>
Falling due after more than one year:		
- repayable within five years	40,000	48,000
- repayable after five years	263,000	263,000
	<u>303,000</u>	<u>311,000</u>

Other loans represent £193,000 (1996: £193,000) received from Woodley Land and Property Investment Co. Limited. The loan is interest free and has no fixed repayment date.

The bank loan of £122,000 (1996: £130,000) is being repaid in instalments of £1,000 per month although there is no fixed repayment schedule. The rate of interest on the loan is 1.75% above bank base rate subject to a minimum of 7.5% and the loan is secured by a legal mortgage over the company's freehold property.

11. CALLED UP SHARE CAPITAL

	1997 £	1996 £
Authorised:		
100 ordinary shares of £1 each	<u>100</u>	<u>100</u>
Allotted and fully paid:		
100 ordinary shares of £1 each	<u>100</u>	<u>100</u>

12. REVALUATION RESERVE

	1997 £	1996 £
At 1st July 1996	39,982	38,395
Revaluation in year	1,156	1,587
At 30th June 1997	<u>41,138</u>	<u>39,982</u>

ACLIND LIMITED
NOTES TO THE ACCOUNTS (continued)
Year ended 30th June 1997

13. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	1997	1996
	£	£
Profit for the financial year	16,508	15,249
Other recognised gains and losses relating to the year	1,155	1,587
	<hr/>	<hr/>
Net increase in shareholders' funds	17,663	16,836
Opening shareholders' funds	133,769	116,933
Closing shareholders' funds	<hr/> <hr/>	<hr/> <hr/>

14. CONTROL AND RELATED PARTY TRANSACTIONS

M F Waller is considered to be the controlling party of the company.

Included in the accounts is the receipt of a management charge of £1,800 (1996: £1,800) relating to services provided to the F V Waller Trust of which M F Waller is a Trustee.