

A A BRAMALL HOLDINGS LIMITED

DIRECTORS REPORT AND GROUP ACCOUNTS

31ST MARCH 1995

CONTENTS

	Page
Report of the directors	1
Auditors' report	3
Consolidated profit and loss account and statement of total recognised gains and losses	4
Consolidated balance sheet	5
Company balance sheet	6
Consolidated cash flow statement	7
Notes to the accounts	8



DIRECTORS REGISTERED OFFICE

Mrs J Bramall Provident House
M Bramall 51 Wardwick
S Bramall Derby

A Happs DE1 1HN
B Herringshaw

SECRETARY REGISTERED NUMBER

B Herringshaw Registered in England & Wales No. 1850813

REPORT OF THE DIRECTORS

The directors present their report and audited accounts of the group for the year ended 31st March 1995.

Review of activities and future developments

The main activity of the group remains unchanged since last year and consists principally of trading in non-ferrous scrap metals. Other activities include jewellery retailing and the manufacture, repair and retailing of watersports equipment.

Metal trading has been very satisfactory. Significant price rises for both copper and aluminium encouraged larger volumes and enabled trading at improved margins. The new metal yard at Leeds became fully operational during the year, with final disturbance and relocation claims being settled by October 1995, assisting to offset additional costs and loss of trade associated with the relocation. A programme of repairs at the Sheffield yard commenced during the year, continuing into 1995/96.

The watersports business achieved increased turnover at better overall margins, which combined with tight cost controls resulted in further improvements in the profitability of the business. Sales volumes have further improved since the year end.

Jewellery retailing continues to make a positive contribution but competitive pressures are such that trading remains difficult.

The directors consider that both the level of business and the year end financial position were satisfactory.

The group profit for the year after taxation amounted to £231908. The directors do not recommend the payment of a dividend and the profit has therefore been retained.

Fixed assets

The movements in fixed assets during the year are set out in note 10 to the accounts.

In the opinion of the directors the current open market valuation on the existing use basis of the freehold land and buildings exceeds the net book value shown in the accounts. If the freehold land and buildings were realised at their open market value on an existing use basis, it is estimated that no corporation tax would be payable on the surplus arising, after taking expected roll-over relief into account.

Directors

The directors of the company during the year were as stated above.

A A BRAMALL HOLDINGS LIMITED REPORT OF THE DIRECTORS (CONTINUED)

Directors' responsibility for the financial statements

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 the group and of the profit or loss of the group for that year. 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 financial statements on the going concern basis unless it is inappropriate to presume that the group 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 group 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 group and hence for taking reasonable steps for the prevention and detection of fraud or other irregularities.

Auditors

A resolution proposing the reappointment of Lings as auditors will be put to the Annual General Meeting.

Approved by the board on

23.11.95

B Herringshaw

Secretary

AUDITORS REPORT TO THE SHAREHOLDERS OF A A BRAMALL HOLDINGS LIMITED

We have audited the financial statements on pages 4 to 20 which have been prepared under the historical cost convention, as modified by the revaluation of certain fixed assets, and the accounting policies set out on pages 8 and 9.

Respective responsibilities of directors and auditors

As described on page 2 the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those 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 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.

Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the company and the group at 31st March 1995 and of the profit, total recognised gains and losses and cash flows, of the group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Lings

Chartered Accountants and Registered Auditors Provident House, 51 Wardwick, Derby

Date 23rd November 1995

A A BRAMALL HOLDINGS LIMITED CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 1995

	Note	1995 £	1994 £
Turnover	2	18154999	12328545
Cost of sales		(16603095)	(11306976)
Gross profit		1551904	1021569
Net operating expenses	3	(1164875)	(921844)
Operating profit before exceptional item	4	387029	99725
Profit on sale of property	5	-	388511
Operating profit after exceptional item Interest receivable and similar income Interest payable and similar charges	6 7	387029 19858 (90298)	488236 17852 (92799)
Profit on ordinary activities before taxation		316589	413289
Tax on profit on ordinary activities	8	(84681)	(6168)
Retained profit for the financial year	18	231908	407121

All items dealt with in arriving at trading profit for both 1995 and 1994 relate to continuing activities.

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES FOR THE YEAR ENDED 31ST MARCH 1995

	1995 £	1994 £
Profit for the financial year Revaluation reserve movements:-	231908	407121
Realised revaluation surplus on disposals	-	24151
Total recognised gains relating to the year	231908	431272

NOTE OF HISTORICAL COST PROFITS AND LOSSES FOR THE YEAR ENDED 31ST MARCH 1995

	1995 £	1994 £
Reported profit on ordinary activities before taxation Realisation of property revaluation gains on previous years	316589	413289 24151
Historical cost profit on ordinary activities before taxation	316589	437440
Historical cost profit for the year retained after taxation	231908	431272

A A BRAMALL HOLDINGS LIMITED CONSOLIDATED BALANCE SHEET AT 31ST MARCH 1995

Note	£	1995 £	£	1994 £
9		-		-
10		1871940		1269871
11 12 13	1151838 2819331 110754 4081923		995256 1747223 917487 3659966	
14	(2869857)		(2119994)	
		1212066		1539972
		3084006		2809843
15	(61986)		(20831)	
16	(14700)		(13600)	
	-	(76686)		(34431)
		3007320		2775412
17 18 18 18		800472 52204 595286 1559358		800472 52204 595286 1327450
		3007320		2775412
	9 10 11 12 13 14 15 16	9 10 11 1151838 12 2819331 13 110754 4081923 14 (2869857) 15 (61986) 16 (14700) 17 18 18 18	Note £ £ 9	Note £ £ £ 9 - 10 1871940 11 1151838 995256 12 2819331 1747223 917487 4081923 3659966 14 (2869857) (2119994) 15 (61986) (20831) 16 (14700) (13600) (76686) 3007320 17 800472 18 595286 18 595286 18 1559358

The accounts were approved by the board of directors on

A Happs

B Herringshaw

Directors

A A BRAMALL HOLDINGS LIMITED COMPANY BALANCE SHEET AT 31ST MARCH 1995

	Note	£	1995 £	£	1994 £
Fixed assets			-	_	•
Tangible fixed assets	10		279401		283219
Fixed asset investments	10		808949		808949
_			1088350		1092168
Current assets			•		
Debtors (including £7500 due in more than one year, 1994 £3500)	12	204938		16670	
Creditors - Amounts falling due within one year	14	(212918)		(78917)	
Net current liabilities		· ·	(7980)		(62247)
Total assets less current liabilities			1080370		1029921
Capital and reserves					
Called up share capital	17		800472		800472
Profit and loss account	18		279898		229449
Equity shareholders' funds			1080370		1029921

The accounts were approved by the board of directors on 23rd November (995.

A Happs

B Herringshaw

Directors

A A BRAMALL HOLDINGS LIMITED CONSOLIDATED GROUP CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 1995

N.	ote	£	1995 £	£	994 £
Net cash inflow/(outflow) from operating activities	27	2	(533264)	L	386406
Returns on investments and servicing of finance					
Interest received Interest paid Interest element of finance lease rental payments		24 (85813) (4485)		352 (84735) (8064)	
Net cash outflow from returns on investments and servicing of finance			(90274)		(92447)
Taxation					
UK corporation tax paid		(18354)		(33857)	
Tax paid			(18354)		(33857)
Investing activities					
Purchase of tangible fixed assets Sale of tangible fixed assets		(662230) 42817		(283342) 871406	
Net cash (outflow)/inflow before investing activities		<u>.</u>	(619413)		588064
Net cash (outflow)/inflow before financing			(1261305)	•	848166
Financing					
Capital element of finance lease rental payments		(35171)		(41323)	
Net cash outflow from financing			(35171)		(41323)
(Decrease)/increase in cash and cash equivalents	27		(1296476)		806843

1. Accounting policies

The accounts have been prepared under the historical cost convention, as modified by the revaluation of certain land and buildings, and in accordance with applicable accounting standards and the principal accounting policies listed below.

Basis of consolidation

The group accounts consolidate the accounts of the company and of all its subsidiaries. Intra-group profits have been eliminated on consolidation and all companies within the group have 31st March as their accounting reference date.

Turnover

Turnover, which excludes value added tax, represents the value of goods and services supplied by the group in the ordinary course of business.

Tangible fixed assets

Tangible fixed assets are stated at original cost or valuation less accumulated depreciation.

Depreciation aims to write down the cost or valuation, less estimated residual value, of all tangible fixed assets, other than freehold land, over their expected useful lives.

The rates generally applicable are:-

Plant and machinery		10% - 25%
Motor vehicles		20%
Fixtures and fittings	•	10% - 20%
Office and other equipment		10% - 33%
Freehold buildings		2%

Freehold land is not depreciated.

Stocks and work in progress

Stocks of non-ferrous metals are valued at each individual company's quoted purchase offer price, which is not materially different from the lower of cost and net realisable value.

Other stocks and work in progress are valued at the lower of cost and net realisable value.

Deferred taxation

Deferred taxation is the taxation attributable to timing differences between profits computed for taxation purposes and profits as stated in the accounts, to the extent that it is probable that either an asset or a liability will crystallise.

Pensions

Group companies subscribe to a number of pension schemes the assets of which are held separately from those of the individual companies.

Defined contribution schemes

Contributions falling due for the year are charged to the profit and loss account.

Group defined benefit scheme

Pension costs are charged to the profit and loss account in participating group companies so as to apportion the expected costs over the service lives of the employees of the group.

1. Accounting policies continued

Finance lease and hire purchase contracts

Assets held under these agreements are recorded in the balance sheet as tangible fixed assets and as an obligation to pay future instalments in accordance with Statement of Standard Accounting Practice No. 21. Finance charges are allocated to accounting periods using the sum of digits method.

2. Turnover and profit on ordinary activities before taxation

Analysis of turnover and profit before taxation by class of business has not been given. Turnover is analysed by the following geographical markets:-

		1995 £	1994 £
	United Kingdom Other	18076405 78594	12145964 182581
		18154999	12328545
3.	Net operating expenses		
	Net operating expenses comprise:-	1995 £	1994 £
	Distribution costs Administration costs	183339 900892	171558 757022
	Other operating items	1084231 80644	928580 (6736)
		1164875	921844
4.	Operating profit before exceptional items		
	Operating profit before exceptional items is stated after charging:-	1995 £	1994 £
	Auditors' remuneration Depreciation and adjustments on disposals of	20700	20550
	fixed assets	88531	99529
5.	Non-trading exceptional items	1995 £	1994 £
	Profit on sale of property	-	388511

6.	Interest receivable and similar income	1995 £	1994 £
	Rental income Bank and other interest	19834 24	17500 352
		19858	17852
7.	Interest payable and similar charges	1995 £	1994 £
	On borrowings repayable within five years, not by instalments		
	Bank overdrafts Finance lease & hire purchase contracts	85813 4485	84735 8064
		90298	92799
8.	Tax on profit on ordinary activities		
		1995 £	1994 £
	UK corporation tax at 27% (1994 - 25%) Transfer to/(from) deferred taxation	83581 1100	16818 (10650)
		84681	6168
9.	Intangible fixed assets		
		Goodwill £	
	Cost Previously written off to reserves	5000 (5000)	
	At 31st March 1994 and 1995	-	

10. Tangible fixed assets

Group	Freehold Land and Buildings £	Plant and Machinery £	Fixtures and Fittings £	Motor Vehicles £	Office and Other Equipment £	Total £
Cost or valuation	-					
At 1st April 1994 Additions Disposals	939211 585516 -	451650 85782 (20934)	141398 350 (727)	271758 55647 (62268)	59227 6122 -	1863244 733417 (83929)
At 31st March 1995	1524727	516498	141021	265137	65349	2512732
Depreciation						
At 1st April 1994 Charge for year Disposals	29981 13343	334388 29076 (20019)	84306 11462 (409)	111346 32675 (25990)	33352 7281	593373 93837 (46418)
At 31st March 1995	43324	343445	95359	118031	40633	640792
Net book value At 31st March 1995	1481403	173053	45662	147106	24716	1871940
Net book value At 31st March 1994	909230	117262	57092	160412	25875	1269871

Net book value includes assets held under finance lease and hire purchase contracts amounting to £132956 (1994 £107752) and depreciation charged to the profit and loss account for the year on such assets amounted to £13592 (1994 £24795).

Freehold land and buildings		
, and the second	1995	1994
	£	£
Cost - subject to depreciation	965896	363949
Cost - not subject to depreciation	339827	356258
1987 revaluation surplus	166800	166800
1988 revaluation surplus	52204	52204
	1524727	939211
Accumulated depreciation based on cost	43324	29981

The freehold land and buildings were last revalued by the directors on 31st March 1988 on an open market value for existing use basis.

10. Tangible fixed assets continued

Parent company

Tangible fixed assets	Freehold Land and Buildings £	
Cost	_	
At 1st April 1994	292740	
At 31st March 1995	292740	
Depreciation		
At 1st April 1994 Charge for year	9521 3818	
At 31st March 1995	13339	
Net book value At 31st March 1995	279401	
Net book value At 31st March 1994	283219	
Investments - shares in group companies		
As at 31st March 1994 and 1995	808949	
11. Stocks	1995 £	1994 £
Goods for resale Fuel	1144801 7037	989713 5543
	1151838	995256

12. Debtors		1995		1994	
	Amounts falling due within one year:-	Group £	Parent Company £	Group £	Parent Company £
	Trade debtors Amounts owed by group undertakings Other debtors Prepayments and accrued income	2723366 77095 18870 2819331	192945 1031 3462 197438	1687997 23434 35792 1747223	9527 543 3100 —————————————————————————————————
	Amounts falling due after more than one year:-				
	Other debtors		7500		3500
			204938		16670

13. Cash at bank and in hand

At 31st March 1994, £850000 received on completion of the sale of freehold property was being held in a separate bank account for the purposes of financing the purchase and development of new premises. During the year, these monies were fully reinvested in the development of a new metal yard.

14. Creditors - Amounts falling due within one year

Citations immediately and installed	1995		1994		
		Parent		Parent	
	Group £	Company £	Group £	Company £	
Obligations under finance lease					
and hire purchase contracts	21965	-	27104	-	
Bank overdrafts (see below)	1692459	3303	1202716	7746	
Trade creditors	431098	_	339819	-	
Amounts owed to group undertakings	-	102	-	2955	
Other creditors	151900	130178	273280	37663	
Corporation tax	83060	22120	19333	5420	
Other taxes and social security	345532	14965	185448	3500	
Accruals and deferred income	143843	42250	72294	21633	
	2869857	212918	2119994	78917	
				=====	

Group

Group bank facilities are secured by fixed and floating charges over all the assets of the companies within the trading group as at 31st March 1995.

Parent company

Maximum exposure in respect of cross guarantees of bank facilities as at 31st March 1995 amounted to £1628086 (1994 - £1194970).

15.	Creditors - Amounts falling due after more than one year	1995	1994
	Obligations under finance leases and hire purchase contracts	£ 61986	£ 20831
	All amounts are repayable within five years.		
16.	Provisions for liabilities and charges	Deferred Taxation £	
	Balance at 1st April 1994 Provided during the year	13600 1100	
	Balance at 31st March 1995	14700	

The amount provided for and the potential deferred taxation (assets)/liabilities are as follows:-

	1995		1994	
	Potential	Provided	Potential	Provided
	£	£	£	£
Accelerated capital allowances Other timing differences	58850	34200	42300	23100
	(19500)	(19500)	(9500)	(9500)
	39350	14700	32800	13600

Gains previously realised on the disposal of property did not crystallise a corporation tax charge due to the availability of roll-over relief. It is anticipated that any future disposal of replacement assets will qualify for similar relief such that a permanent deferment is expected and accordingly the potential corporation tax liability has not been quantified.

17.	Share capital	1995 £	1994 £
	Authorised		
	1000000 Ordinary shares of £1 each	1000000	1000000
	Allotted and fully paid		
	800472 Ordinary shares of £1 each	800472	800472

18.	Reserves	Revaluation Reserve £	Consolidation Reserve £	Profit and Loss Account £
	As at 1st April 1994 Retained profit for the financial year	52204	595286	1327450 231908
	As at 31st March 1995	52204	595286	1559358
	Profit and loss account		1995 £	1994 £
	Retained by parent company Retained by subsidiaries		279898 1279460	229449 1098001
			1559358	1327450

Revaluation and consolidation reserves

The amounts credited in respect of property revaluations are gross of corporation tax as it is estimated that no corporation tax liability would become payable if the assets were realised at these values.

19. Reconciliation of movement in equity shareholders' funds

Group	1995 £	1994 £
Profit for the financial year Opening shareholders' funds	231908 2775412	407121 2368291
Closing shareholders' funds	3007320	2775412
Parent company		
Profit for the financial year Opening shareholders' funds	50449 1029921	110271 919650
Closing shareholders' funds	1080370	1029921

20. Capital commitments

21.

Subsidiary companies

Commitments for capital expenditure at the end of the year were as follows:-

	1995 £	1994 £
Authorised and contracted for Authorised but not contracted for	5206 46509	17000 630000
	51715	647000
Leasing commitments	 -	
Annual commitments under operating leases comprise:-		
	1995 £	1994 £
Plant and equipment - leases which expire:-		
Between two and five years After more than five years	1000 5577	6383
	6577	6383

22. Information regarding directors

Share interests

The interests of the directors in the £1 ordinary shares of the company at the balance sheet dates were as stated below. The interests are beneficial unless otherwise stated.

	Number
M Bramall	175477
S Bramall	175741
A Happs	80572
B Herringshaw	48171

In addition, all the directors are beneficially interested in 246012 £1 ordinary shares held by the executors and trustees of A A Bramall deceased.

The interests of the directors in the £1 ordinary shares of the wholly owned subsidiaries at the balance sheet dates were as stated below. The interests are all non-beneficial.

	Number	Company
A Happs	1 1 1 1	A A Bramall Limited A A Bramall (Leeds) Limited A A Bramall (Nickel Alloys) Limited SDS Watersports Limited

Remuneration

The emoluments of the directors, including pension contributions, were as follows:-

	1995 £	1994 £
Management remuneration	369972	266748
The emoluments of the directors, excluding pension contributions, were as	follows:-	
	1995 £	1994 £
Chairman	74110	46858
Highest paid director	76052	51564

Number of directors (excluding those above) whose emoluments were within:-

	1995 Number	1994 Number
£350001 - £40000 £400001 - £45000	- 1	1 - 2
£450001 - £50000 £700001 - £75000 £750001 - £80000	1 1	-

23. Particulars of employees

The average number of employees of the group (including directors) during the year was as follows:-

		1995 Number	1994 Number
	Directors and office staff Others	15 39	15 35
	Cultura	54	50
	Their total remuneration was:-		1004
		1995 £	1994 £
	Wages and salaries Social security costs	889847 76882	695184 62454
	Other pension costs	52051 1018780	50858
24.	Pension costs	1018760	======
		1995 £	1994 £
	Defined contribution schemes		
	Pension cost charged to profit and loss account	18702	22907
	Group defined benefit scheme		
	Pension cost charged to profit and loss account	33349	27951
	Contributions outstanding, including under creditors falling due within one year	66730	33381

Actuarial information

The most recent actuarial report was carried out on 6th April 1994. This valuation was performed using the 'Projected Unit Method' incorporating a control period of 20 years and the main actuarial assumptions made were as follows:-

Increase in earnings	8% p.a.
Investment returns	9% p.a.
Members leaving aged under 40	5% p.a.
Scheme expenses	6% of contributions

The valuation showed that the ongoing value of the scheme assets amounted to £948000 which after allowing for projected final pensionable salaries, represented 135% of all benefits accrued to date. This surplus is being recognised over the average expected remaining service lives of existing members.

The pension charge for the year is after crediting £28700 (1994 £16952) in respect of past surpluses being amortised over 15 years.

25. Particulars of wholly owned subsidiary undertakings (all are companies incorporated in England and Wales)

Number of £1 ordinary shares held

Name

A A Bramall Limited	147000
A A Bramall (Leeds) Limited	89540
A A Bramall (Nickel Alloys) Limited	100
SDS Watersports Limited	100

The principal activity of all subsidiaries, excluding SDS Watersports Limited, is that of trading in non-ferrous scrap metal. In addition to this principal activity, A A Bramall Limited also retails jewellery.

The principal activity of SDS Watersports Limited is that of manufacturing, repairing and retailing watersports equipment.

A A Bramall (Nickel Alloys) Limited remained dormant throughout the year.

26. A A Bramall Holdings Limited

As permitted by Section 230 of the Companies Act 1985, the company has not presented its own profit and loss account. The consolidated profit for the year ended 31st March 1995 includes profit of £50449 (1994 £110271) dealt with in the accounts of A A Bramall Holdings Limited.

27. Consolidated cash flow statement

Reconciliation of operating profit to net cash (outflow)/inflow from operating activities

operating activities	1995 £	1994 £
Trading profit before exceptional items	387029	99725
Rents	19834	17500
Depreciation charges	93837	99529
(Profit)/loss on sale of tangible fixed assets	(5306)	1759
(Increase)/decrease in stocks	(156582)	(224077)
(Increase)/decrease in debtors	(1073608)	`126046
Increase/(decrease) in creditors	201532	265924
Net cash inflow/(outflow) from operating activities	(533264)	386406
Analysis of changes in cash and cash equivalents during the year	1995 £	1994 £
Balance at 1st April 1994 Net cash inflow/(outflow)	(285229) (1296476)	(1092072) 806843
Balance at 31st March 1995	(1581705)	(285229)

27. Consolidated cash flow statement continued

Analysis of changes in cash and cash equivalents during the year:-

	1995 £	1994 £	Change in year £
Cash at bank and in hand Bank overdrafts	110754 (1692459)	917487 (1202716)	(806733) (489743)
	(1581705)	(285229)	(1296476)
Analysis of changes in financing du Balance at 1st April 1994 Cash (outflow) from financing	ıring the year		Loans and finance leases obligations £ 47935 (35171)
Inception of finance lease contracts			71187
Balance at 31st March 1995			83951