

Three Nations (Northern) Limited

Directors' Report and Abbreviated Accounts for the Year Ended 31 December 2009

Haines Watts (Lancashire) LLP Registered Auditors Chartered Accountants 120-124 Towngate Leyland Lancashire PR25 2LQ

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THREE NATIONS (NORTHERN) LIMITED CONTENTS

Company Information	
Directors' report	2 to 5
Independent auditors' report	6
Abbreviated profit and loss account	7
Abbreviated balance sheet	8 to 9
Cash flow statement	
Notes to the abbreviated accounts	11 to 23



THREE NATIONS (NORTHERN) LIMITED COMPANY INFORMATION

Directors

Mr P D Ellis

Mr P Tither

Mr R E Brown

Mr J Milligan

Mr J A Johnston

Mr W Johnston

Mr P B Ellis

Secretary

Mr P D Ellis

Registered office

120-124 Towngate

Leyland Preston PR25 2LQ

Solicitors

G H Lee & Co The Croft Moss Lane Leyland Preston PR25 4SH

Auditors

Haines Watts (Lancashire) LLP

Registered Auditors Chartered Accountants

120-124 Towngate

Leyland Lancashire PR25 2LQ



The directors present their report and the audited financial statements for the year ended 31 December 2009

Directors' responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice

Directors are required by company law to prepare financial statements which give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for the period ending on that date. In preparing those financial statements, directors are required to

- select suitable accounting policies and apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- prepare the financial statements on a 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 the financial statements comply with Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information. The directors confirm that there is no relevant information that they know of and which they know the auditors are unaware of

Principal activities

The principal activities of the company are that of the installation, servicing, manufacture and repair of beer, cellar and ancillary equipment

Business review

Development and performance of the business

	Year ended 31 December 2009	Year ended 31 December 2008	Year ended 31 December 2007	1 October 2005 to 31 December 2006	Year ended 30 September 2005
Turnover	£5,322,662	£7,990,796	£5,761,570	£5,872,886	£4,373,779
Turnover growth	(33)%	39%	(2)%	34%	10%
Gross profit margin	43%	39%	47%	47%	49%
(Loss)/Profit before tax	(£395,037)	(£220,030)	£398,803	£165,249	£257,847



continued

Position of the business

At the end of the year, the net assets totalled £284,422

Principal risks and uncertainties

The principal risks and uncertainties to which the group is subject are -

People

The resignation of key individuals and the inability to recruit talented people could adversely affect the group's results. This risk is mitigated by succession planning, training of staff and by implementing appropriate pay structures.

Macro economic environment

The brewery industry is largely driven by economic cycles and the levels of business confidence. The company has mitigated this risk by involvement in sectors which are to some extent sheltered from the general economic climate such as the provision of multi dispense units.

Competition

The degree of competition varies by region and by sector. The company's risk is spread by the diversity of the sectors in which it operates

Future developments

As for many businesses of our size, the environment in which the company operates continues to be challenging. The industry is subject to constraints on spending partly brought about by uncertainty in the British economy and partly by other factors. With these risks and uncertainties in mind, the directors are aware that any plans for future development of the company may be subject to unforeseen future events outside of their control. Nevertheless, the directors consider that the company is well placed to sustain the current level of activity in the foreseeable future.



continued

Financial risk

Price risk, credit risk, liquidity risk and cash flow risk

The business' principal financial instruments comprise bank balances, bank overdrafts, trade debtors, trade creditors and finance lease agreements. The main purpose of these instruments is to finance the business' operations.

In respect of bank balances, the liquidity risk is managed by maintaining a balance between the continuity of funding and flexibility through the use of overdrafts at floating rates of interest. All of the business' cash balances are held in such a way that achieves a competitive rate of interest. The business makes use of money market facilities where funds are available.

Trade debtors are managed in respect of credit and cash flow risk by policies concerning the credit offered to customers and the regular monitoring of amounts outstanding for both time and credit limits. The amounts presented in the balance sheet are net of allowances for doubtful debtors.

Trade creditors' liquidity risk is managed by ensuring sufficient funds are available to meet amounts due

The business is a lessee in respect of finance leased assets. The liquidity risk in respect of these is managed by ensuring that there are sufficient funds to meet the payments.

Results and dividend

The results for the company are set out in the financial statements

The directors do not recommend the payment of a dividend

Directors

The directors who held office during the year were as follows

- Mr P D Ellis
- Mr P Tither
- Mr R E Brown
- Mr J Milligan
- Mr J A Johnston
- Mr W Johnston
- Mr P B Ellis



continued

Approved by the Board and signed on its behalf by

J. Milligan
Director
Date 29/9/10



INDEPENDENT AUDITORS' REPORT TO THREE NATIONS (NORTHERN) LIMITED UNDER SECTION 449 OF THE COMPANIES ACT 2006

We have examined the abbreviated accounts of Three Nations (Northern) Limited, set out on pages 7 to 23, together with the financial statements of the company for the year ended 31 December 2009 prepared under section 396 of the Companies Act 2006

This report is made solely to the company, in accordance with Section 449 of the Companies Act 2006. Our work has been undertaken so that we might state to the company those matters we are required to state to it in a special 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, for our work, for this report, or for the opinions we have formed

Respective responsibilities of directors and auditors

The directors are responsible for preparing the abbreviated accounts in accordance with 445 of the Companies Act 2006. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated accounts to the Registrar of Companies and whether the abbreviated accounts to be delivered are properly prepared in accordance with the regulations made under that section and to report our opinion to you

Basis of opinion

We conducted our work in accordance with Bulletin 2008/4 "The special auditor's report on abbreviated accounts in the United Kingdom" issued by the Auditing Practices Board. In accordance with that Bulletin we have carried out the procedures we consider necessary to confirm, by reference to the financial statements, that the company is entitled to deliver abbreviated accounts and that the abbreviated accounts to be delivered are properly prepared.

Opinion

In our opinion the company is entitled to deliver abbreviated accounts prepared in accordance with section 445(3) of the Companies Act 2006, and the abbreviated accounts on pages 7 to 23 are properly prepared in accordance with the regulations made under that section

Paul Newsham ACA Senior Statutory Auditor

for and on behalf of Haines Watts (Lancashire) LLP, Statutory Auditor

120-124 Towngate Leyland Lancashire PR25 2LQ

Date 29 9 10



ABBREVIATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2009

	Note	20 £	009 £	2008 £
Turnover			5,322,662	7,990,797
Gross profit			2,300,346	3,139,266
Administrative expenses including exceptional items of £0 (2008 £60,000)			(2,674,431)	(3,347,580)
Operating loss:			(274.005)	(4.40.244)
Excluding exceptional items Exceptional revenue costs	3		(374,085)	(148,314) (60,000)
Exocoptional revenue design	Ū			(00,000)
Operating loss	2		(374,085)	(208,314)
Other interest receivable and similar income	•		-	3,076
Interest payable and similar charges	6		(20,952)	(14,791)
Loss on ordinary activities before taxation	on		(395,037)	(220,029)
Tax on loss on ordinary activities	7		-	(3,296)
Loss for the financial year	16		(395,037)	(223,325)

The company has no recognised gains or losses for the year other than the results above



REGISTRATION NUMBER: 2505542

THREE NATIONS (NORTHERN) LIMITED ABBREVIATED BALANCE SHEET AS AT 31 DECEMBER 2009

		200	19	20	08
	Note	£	£	£	£
Fixed assets					
Intangible assets	8		(1)		
Tangible assets	9		773,919		593,754
			773,918		593,754
Current assets					
Stocks	10	409,739		453,711	
Debtors	11	587,151		957,823	
Cash at bank and in hand		1,245		2,173	
		998,135		1,413,707	
Creditors. Amounts falling due within one year	12	(1,446,980)		(1,221,150)	
-				-	
Net current (liabilities)/assets			(448,845)		192,557
Total assets less current liabilities			325,073		786,311
Creditors: Amounts falling					
due after more than one			(40.000)		(400.000)
year	13		(40,630)		(106,832)
Net assets			284,443		679,479
Capital and reserves					
Called up share capital	15		85,001		85,001
Share premium reserve	16		4,119,005		4,119,004
Profit and loss reserve	16		(3,919,563)		(3,524,526)
Shareholders' funds	17		284,443		679,479

The abbreviated accounts have been prepared in accordance with the special provisions of the Companies Act 2006 relating to medium-sized companies

The notes on pages 11 to 23 form an integral part of these financial statements

Page 8



REGISTRATION NUMBER: 2505542

THREE NATIONS (NORTHERN) LIMITED ABBREVIATED BALANCE SHEET AS AT 31 DECEMBER 2009

continued

J. Pulligan

Approved by the Board on 29/9/10 and signed on its behalf by

Mr J Milligan Director



THREE NATIONS (NORTHERN) LIMITED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2009

		2009	2008
	Note	£	£
Net cash flow from operating activities Returns on investment and servicing of finance Taxation	20 21 21	224,034 (20,952) -	(226,968) (11,715) (1,842)
Capital expenditure and financial investment Purchase of tangible fixed assets Sale of tangible fixed assets		(336,058) 90,001 (246,057)	(180,181) - (180,181)
Cash outflow before management of liquid resources and financing	d	(42,975)	(420,706)
Financing Capital element of hire purchase payments		(62,076) (62,076)	(58,165) (58,165)
Decrease in cash	:	(105,051)	(478,871)

RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET DEBT

		2009	2008
Decrease in cash in the year Cash outflow from decrease in debt and lease financing Change in net funds resulting from cash flows	Note 22	£ (105,051) 62,076 (42,975)	£ (478,871) 58,165 (420,706)
Net debt at the start of the year	22	(549,075)	(128,369)
Net debt at the end of the year	22	(592,050)	(549,075)



NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2009

1 Accounting policies

Basis of preparation

The financial statements have been prepared under the historical cost convention

Going concern

The results show the company realised a loss of £395,037 for the year ended 31 December 2009 and at that date had net assets of £284,422

The directors have gained contracts with new customers in 2010, which will ensure that the company turns a profit in the coming months and continues to show a solvent balance sheet. These new contracts will also ensure that the company meets its financial obligations in the foreseeable future.

The bank has committed to providing financial support to the company and the directors have also pledged their continued support, by way of injecting funds into the company

The company's forecasts and projections, taking account of reasonably possible changes in trading performance, show that the company should be able to operate within the level of its current facility. The company will open renewal negotiations with the bank in due course and has, at this stage, not sought any written commitment that the facility will be renewed. However, the company has held discussion with its bankers about its future borrowing needs and no matters have been drawn to its attention to suggest that renewal may not be forthcoming on acceptable terms.

On this basis, the directors have continued to adopt a going concern basis of preparation in the financial statements

The financial statements do not include any adjustments which would be necessary if the going concern basis of accounting was considered inappropriate

Turnover

Turnover represents amounts chargeable, net of value added tax, in respect of the sale of goods and services to customers

Amortisation

Amortisation is provided on intangible fixed assets so as to write off the cost, less any estimated residual value, over their expected useful economic life as follows

Patent

20 years



NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2009

continued

Depreciation

Depreciation is provided on tangible fixed assets so as to write off the cost or valuation, less any estimated residual value, over their expected useful economic life as follows

Fixtures and fittings

10%, 20%, 25%, 33% and 50% on cost

Other tangibles

1% on cost

Freehold land and buildings

no depreciation charged

The directors consider that freehold properties are maintained in such a state of repair that their residual value is at least equal to their net book value. As a result, the corresponding depreciation would not be material and therefore is not charged in the profit and loss account. The directors perform annual impairment reviews in accordance with the requirements of FRS 15 to ensure that the recoverable amount is not lower than the carrying value.

Stock and work in progress

Stock and work in progress are valued at the lower of cost and net realisable value, after due regard for obsolete and slow moving stocks. Net realisable value is based on selling price less anticipated costs to completion and selling costs. Cost includes all direct costs and an appropriate proportion of fixed and variable overheads.

Deferred taxation

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes, which have arisen but not reversed by the balance sheet date, except as required by FRS19

Deferred tax is measured at the rates that are expected to apply in the periods when the timing differences are expected to reverse, based on the tax rates and law enacted at the balance sheet date

Hire purchase and finance lease contracts

Assets held under finance leases, which are leases where substantially all the risks and rewards of ownership of the asset have passed to the company, are capitalised in the balance sheet as tangible fixed assets and are depreciated over their useful lives. The capital elements of future obligations under the leases are included as liabilities in the balance sheet. The interest element of the rental obligation is charged to the profit and loss account over the period of the lease and represents a constant proportion of the balance of capital repayments outstanding

Assets held under hire purchase agreements are capitalised as tangible fixed assets and are depreciated over their useful lives. The capital element of future finance payments is included within creditors. Finance charges are allocated to accounting periods over the length of the contract.



NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2009

continued

Operating leases

Rentals payable under operating leases are charged in the profit and loss account on a straight line basis over the lease term

Pensions

The company operates a defined contribution pension scheme. Contributions are charged in the profit and loss account as they become payable in accordance with the rules of the scheme.

2 Operating loss

Operating loss is stated after charging

	2009 £	2008 £
Auditors remuneration	11,500	11,000
Loss on sale of fixed assets	25,883	-
Depreciation of owned tangible fixed assets	32,481	29,541
Depreciation of leased tangible fixed assets	7,531	3,714

3 Exceptional items

	2009 £	2008 £
Exceptional administrative expenses	_	60,000

The exceptional item has arisen from redundancies made by the company during the year



NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2009

continued

4 Particulars of employees

The average number of persons employed by the company (including directors) during the year, analysed by category, was as follows

	2009 No.	2008 No.
Area managers	10	10
Administration	32	41
Directors	7	6
Production	100	168
	149	225
The aggregate payroll costs of these persons were as follows		
	2009 £	2008 £
Wages and salaries	2,742,638	4,093,289
Social security costs	218,680	376,826
Other pension costs	53,378	74,115
,	3,014,696	4,544,230



NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2009

continued

5 Directors' remuneration

The directors' remuneration for the year are as follows

	2009	2008
	£	£
Directors' remuneration (including benefits in kind)	452,461	405,997
Directors' money purchase schemes	37,415	32,647
, '	489,876	438,644

During the year the number of directors who were accruing benefits under company pension schemes was as follows

	2009 No.	2008 No.
Money purchase	5	5

The aggregate of remuneration and amounts receivable under long term incentive schemes of the highest paid director was £80,810 (2008 - £84,139), and company pension contributions of £13,524 (2008 - £nil) were made to a money purchase scheme on their behalf

6 Interest payable and similar charges

2009	2008
£	£
15,381	5,269
5,571	9,522
20,952	14,791
	£ 15,381 5,571



NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2009

continued

7 Taxation

Analysis of current period tax charge

	2009 £	2008 £
Deferred tax Deferred tax adjustment relating to previous years	<u>-</u>	3,296

Factors affecting current period tax credit

The tax assessed on the loss on ordinary activities for the year is higher than (2008 - higher than) the standard rate of corporation tax in the UK of 21 00% (2008 - 21 00%)

The differences are reconciled below

	2009 £	2008 £
Loss on ordinary activities before taxation	(395,037)	(220,029)
Standard rate corporation tax credit Expenses not deductible for tax purposes Accelerated capital allowances less depreciation	(82,958) 7,648 (17,320)	(46,206) 6,162 6,635
Loss carried forward	92,630	33,409
Total current tax for the year	-	



THREE NATIONS (NORTHERN) LIMITED NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2009

continued

8 Intangible fixed assets

	Patent £
Cost	
As at 1 January 2009 and 31 December 2009	2,820
Amortisation	
As at 1 January 2009 and 31 December 2009	2,821
Net book value	
As at 31 December 2009	(1)
As at 31 December 2008	(1)



NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2009

continued

9 Tangible fixed assets

	Freehold land and buildings £	Fixtures and fittings	Other tangibles £	Total £
Cost				
As at 1 January 2009	115,593	489,083	436,739	1,041,415
Additions	2	13,109	322,949	336,060
Disposals	(115,593)	(3,321)		(118,914)
As at 31 December 2009	2	498,871	759,688	1,258,561
Depreciation As at 1 January 2009 Eliminated on disposals Charge for the year As at 31 December 2009	- - - -	420,612 (3,035) 32,481 450,058	27,051 - 7,533 34,584	447,663 (3,035) 40,014 484,642
Net book value				
As at 31 December 2009	2	48,813	725,104	773,919
As at 31 December 2008	115,593	68,471	409,688	593,752

Hire purchase agreements

Included within the total net book value of tangible fixed assets is £725,109 (2008 - £409,692) in respect of assets held under finance leases and similar hire purchase contracts. Depreciation for the year on these assets was £7,532 (2008 - £3,714)

10 Stocks and work in progress

	2009	2008
	£	£
Stocks	-	(1)
Raw materials	293,672	308,045
Work in progress	61,035	64,027
Finished goods	55,032	81,640
·	409,739	453,711

Page 18



NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2009

continued

11 Debtors

	2009 £	2008 £
Trade debtors	441,247	865,190
Other debtors	72,547	3,776
Director current accounts	32,226	26,424
Prepayments and accrued income	41,131	62,433
• •	587,151	957,823

12 Creditors: Amounts falling due within one year

	2009	2008
	£	£
Bank loans and overdrafts	486,464	382,341
Obligations under finance leases and hire purchase contracts	66,200	62,075
Trade creditors	317,734	378,136
Amounts owed to group undertakings	77,163	77,163
Social security and other taxes	448,136	247,351
Other creditors	31,025	7,849
Accruals and deferred income	20,258	66,235
	1,446,980	1,221,150

13 Creditors: Amounts falling due after more than one year

	2009	2008
	£	£
Obligations under finance leases and hire purchase contracts	40,630	106,832

14 Security of borrowings

The following secured debts are included within creditors	2009 £	2008 £
Bank overdraft	486,464	382,341
Obligations under finance leases and hire purchase contracts	106,831	168,907
·	593,295	551,248

Page 19



NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2009

continued

15 Share capital

			2009 £	2008 £
	Allotted, called up and fully paid			
	Equity 85,000 Ordinary shares of £1 each		85,000	85,000
16	Reserves			
	Balance at 1 January 2009 Transfer from profit and loss account for the year	Share premium reserve £ 4,119,005	Profit and loss reserve £ (3,524,526) (395,037)	Total £ 594,479 (395,037)
	Balance at 31 December 2009	4,119,005	(3,919,563)	199,442
17	Reconciliation of movements in shareholders	s' funds		
			2009 £	2008 £
	Loss attributable to members of the company	O before	(395,037)	(223,326)
	Opening shareholders' funds (originally £679,45) deducting prior year adjustment of £0)	a pelote	679,459	902,785
	Closing shareholders' funds		284,422	679,459



NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2009

continued

18 Operating lease commitments

As at 31 December 2009 the company had annual commitments under non-cancellable operating leases as follows

Operating leases which expire

	Land and Buildings		Other	
	2009 £	2008 £	2009 £	2008 £
Within one year Within two and five years	-	-	- 44,906	28,906 -
Over five years	79,899 79,899		44,906	28,906

19 Pension scheme

Defined contribution pension scheme

The company operates a defined contribution pension scheme. The pension cost charge for the period represents contributions payable by the company to the scheme and amounted to £53,378 (2008 - £74,115)

There were no outstanding or prepaid contributions at either the beginning or end of the financial year



NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2009

continued

20 Reconciliation of operating loss to operating cash flows

	2009	2008
	£	£
Operating loss	(374,086)	(208,315)
Depreciation, amortisation and impairment charges	40,012	33,255
Loss on disposal of fixed assets	25,882	-
Decrease/(increase) in stocks	43,973	(453,712)
Decrease/(increase) in debtors	370,671	(26,012)
Increase in creditors	117,582	427,816
Net cash inflow/(outflow) from operating activities	224,034	(226,968)

21 Analysis of cash flows

	2009 £	2008 £
Returns on investment and servicing of finance HP interest paid Other interest paid Interest received	(5,570) (15,382) - (20,952)	(9,522) (5,269) 3,076 (11,715)
Taxation Taxation paid		(1,842)

22 Analysis of net debt

	At start of period £	Cash flow £	At end of period
Cash at bank and in hand	2,173	(928)	1,245
Bank overdraft	(382,341)	(104,123)	(486,464)
Cash and bank net funds	(380,168)	(105,051)	(485,219)



NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2009

continued

Finance leases and hire purchase contracts	(168,907)	62,076	(106,831)
Change in debt	(168,907)	62,076	(106,831)
-			
Net debt	(549,075)	(42,975)	(592,050)

23 Related parties

Directors' loan accounts

The following balances owed by the directors were outstanding at the year end

	Maxımum Balance £	2009 £	2008 £
R E Brown	6,606	6,606	6,606
P D Ellis	8,601	8,601	6,606
P Tither	7,600	7,489	6,606
J Milligan	7,468	7,373	6,606
J A Johnston	2,157	2,157	-
P B Ellis	2,000	-	-
	34,432	32,226	26,424

No interest is charged in respect of these balances

The directors have given personal guarantees to Handelsbanken, to a maximum of £252,000

During the year, the property at 18 Abbotts Close was sold to P B Ellis, a director, for £90,000

24 Ultimate controlling party

The ultimate controlling party is Total Holdings Europe Limited, a company incorporated in England & Wales