"AMENDED VERSION"

REGISTERED NUMBER: 2575183 (England and Wales)

ABBREVIATED ACCOUNTS

FOR THE YEAR ENDED 31ST JANUARY 2004

<u>FOR</u>

RENSOW PATISSERIE LIMITED

A50 \*\*AHQJI5NA\*\* 0625
COMPANIES HOUSE 28/05/05

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# COMPANY INFORMATION for the year ended 31st January 2004

**DIRECTORS:** 

M Wosner Mrs Y Nathan

J V Smetana

SECRETARY:

Mrs E Wosner

**REGISTERED OFFICE:** 

88/90 Crawford Street

London W1H 2EJ

**REGISTERED NUMBER:** 

2575183 (England and Wales)

**AUDITORS:** 

Cameron Baum

Chartered Accountants Registered Auditor 88/90 Crawford Street

London W1H 2EJ

# REPORT OF THE DIRECTORS for the year ended 31st January 2004

The directors present their report with the accounts of the company for the year ended 31st January 2004.

# PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of the wholesale of patisseries.

## **REVIEW OF BUSINESS**

The results for the year and financial position of the company are as shown in the annexed accounts.

## **DIVIDENDS**

Interim dividends per share were paid as follows:		
Ordinary £1 shares	242000	_
Ordinary 'B' shares £1 shares	16000	_
Ordinary 'C' shares £1 shares	32500	-

The directors recommend final dividends per share as follows:

Ordinary £1 shares	NIL
Ordinary 'B' shares £1 shares	NIL
Ordinary 'C' shares £1 shares	12000

The total distribution of dividends for the year ended 31st January 2004 will be £302,500.

## **DIRECTORS**

The directors during the year under review were:

M Wosner Mrs Y Nathan J V Smetana

The beneficial interests of the directors holding office on 31st January 2004 in the issued share capital of the company were as follows:

,	31.1.04	1.2.03
Ordinary £1 shares		
M Wosner	2	2
Mrs Y Nathan	-	-
J V Smetana	-	-
Ordinary 'B' shares £1 shares		
M Wosner	-	_
Mrs Y Nathan	10	10
J V Smetana	-	-
Ordinary 'C' shares £1 shares		
M Wosner	10	10
Mrs Y Nathan	-	-
J V Smetana	-	-
	- -	-

# REPORT OF THE DIRECTORS for the year ended 31st January 2004

## CHARITABLE DONATIONS

During the year, the company made payments of £39,750 (2003:£86,500) to charities, via the Gift Aid scheme.

## 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;
- 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. 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, Cameron Baum, will be proposed for re-appointment in accordance with Section 385 of the Companies Act 1985.

## ON BEHALF OF THE BOARD:

M Wosner - Director

Date: 27 January 2005

# REPORT OF THE INDEPENDENT AUDITORS TO RENSOW PATISSERIE LIMITED UNDER SECTION 247B OF THE COMPANIES ACT 1985

We have examined the abbreviated accounts on pages five to eighteen, together with the full financial statements of the company for the year ended 31st January 2004 prepared under Section 226 of the Companies Act 1985.

This report is made solely to the company, in accordance with Section 247B of the Companies Act 1985. 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 Section 246A of the Companies Act 1985. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated accounts prepared in accordance with Section 246A(3) of the Act to the Registrar of Companies and whether the accounts to be delivered are properly prepared in accordance with that provision and to report our opinion to you.

# Basis of opinion

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. The scope of our work for the purpose of this report did not include examining or dealing with events after the date of our report on the full financial statements.

## Opinion

In our opinion the company is entitled to deliver abbreviated accounts prepared in accordance with Section 246A(3) of the Companies Act 1985, and the abbreviated accounts on pages five to eighteen are properly prepared in accordance with that provision.

Cameron Baum Chartered Accountants Registered Auditor

88/90 Crawford Street

London W1H 2EJ

27th January 2005

# ABBREVIATED PROFIT AND LOSS ACCOUNT for the year ended 31st January 2004

	Notes	2004 £	2003 £
GROSS PROFIT		1,402,300	1,484,076
Administrative expenses		1,255,907	1,306,447
OPERATING PROFIT	3	146,393	177,629
Interest receivable and similar income		2,512	7,072
		148,905	184,701
Interest payable and similar charges	4	20,147	40,111
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		128,758	144,590
Tax on profit on ordinary activities	5	24,428	3,932
PROFIT FOR THE FINANCIAL YEAR AFTER TAXATION		104,330	140,658
Dividends (including non-equity shares)	6	302,500	140,500
(DEFICIT)/RETAINED PROFIT FOR TH YEAR	E	(198,170)	158

# **CONTINUING OPERATIONS**

None of the company's activities were acquired or discontinued during the current and previous years.

# TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profits for the current and previous years.

# ABBREVIATED BALANCE SHEET 31st January 2004

		2004		2003	
	Notes	£	£	£	£
FIXED ASSETS					
Tangible assets	7		488,570		485,033
CURRENT ASSETS					
Stocks	8	262,640		211,482	
Debtors	9	707,967		637,921	
Cash at bank and in hand		115,479		76,777	
		1,086,086		926,180	
CREDITORS					
Amounts falling due within one year	10	1,007,072		828,350	
NET CURRENT ASSETS			79,014		97,830
					-
TOTAL ASSETS LESS CURRENT			5.67.504		505.060
LIABILITIES			567,584		582,863
CREDITORS					
Amounts falling due after more than one year	11		(367,877)		(190,224)
,			(= - · , · · · )		(170,==1)
PROVISIONS FOR LIABILITIES					
AND CHARGES	15		(27,540)		(22,302)
			170 167		250.025
			172,167		370,337
					<del></del>
CAPITAL AND RESERVES					
Called up share capital	16		170,022		170,022
Profit and loss account	17		2,145		200,315
SHAREHOLDERS' FUNDS					
(including non-equity interests)	19		172,167		370,337

These abbreviated accounts have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to medium-sized companies.

# ON BEHALF OF THE BOARD:

M Wosner - Director

Approved by the Board on 27 January 2005

The notes form part of these abbreviated accounts

# CASH FLOW STATEMENT for the year ended 31st January 2004

		2004		2003	
Net cash inflow	Notes	£	£	£	£
from operating activities	1		398,300		550,337
Returns on investments and servicing of finance	2		(70.125)		(152,520)
servicing of finance	2		(78,135)		(173,539)
Taxation			(47,338)		(173,934)
Capital expenditure	2		(55,192)		(91,452)
Equity dividends paid			(242,000)		-
			(24,365)		111,412
Financing	2		(32,628)		(158,074)
Decrease in cash in the period			(56,993)		(46,662)
Reconciliation of net cash flow to movement in net debt	3				
D.					
Decrease in cash in the period		(56,993)		(46,662)	
Cash outflow from decrease in debt and lease financing		32,628		88,074	
Change in net debt resulting					
from cash flows			(24,365)		41,412
New finance leases			(70,545)		(30,380)
Movement in net debt in the period			(94,910)		11,032
Net debt at 1st February			(253,379)		(264,411)
Net debt at 31st January			(348,289)		(253,379)

# NOTES TO THE CASH FLOW STATEMENT

for the year ended 31st January 2004

# 1. RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	2004 £	2003 £
Operating profit	146,393	177,629
Depreciation charges	122,200	243,390
Loss on disposal of fixed assets	(51.150)	650
(Increase)/Decrease in stocks (Increase)/Decrease in debtors	(51,158) (70,046)	42,335 46,577
Increase in creditors	250,911	39,756
		·
Net cash inflow from operating activities	398,300	550,337
2. ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FI	LOW STATEMENT 2004	2003
	£	2003 £
Returns on investments and servicing of finance		
Interest received	2,512	7,072
Interest paid	(7,064)	(19,277)
Interest element of hire purchase payments	(13,083)	(20,834)
Dividends paid on non-equity shares	(60,500)	(140,500)
Net cash outflow for returns on investments and servicing of finance	(78,135)	(173,539) =====
Capital expenditure		
Purchase of tangible fixed assets	(55,192)	(91,452)
Net cash outflow for capital expenditure	(55,192)	(91,452) ====
Financing		
Loan repayments in year	(23,153)	(12,909)
Capital repayments in year	(9,475)	(75,165) (70,000)
Net cash outflow from financing	(32,628)	(158,074)

# NOTES TO THE CASH FLOW STATEMENT for the year ended 31st January 2004

# 3. ANALYSIS OF CHANGES IN NET DEBT

	At 1.2.03	Cash flow £	Other non-cash changes £	At 31.1.04 £
Net cash: Cash at bank and in hand Bank overdraft	76,777 (127,000)	38,702 (95,695)		115,479 (222,695)
	(50,223)	(56,993)		(107,216)
Debt: Hire purchase Debts falling due	(61,050)	9,475	(70,545)	(122,120)
within one year Debts falling due	(23,000)	-	-	(23,000)
after one year	(119,106)	23,153	-	(95,953)
	(203,156)	32,628	(70,545)	(241,073)
Total	(253,379)	(24,365)	(70,545)	(348,289)

# NOTES TO THE ABBREVIATED ACCOUNTS for the year ended 31st January 2004

### ACCOUNTING POLICIES

## Accounting convention

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

### Turnover

1.

Turnover represents invoiced sales to customers, net of rebates and Value Added Tax.

### Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life or, if held under a finance lease, over the lease term, whichever is the shorter.

Small tools - 33% on cost

Plant and machinery - 20% on reducing balance
Fixtures and fittings - 20% on reducing balance
Motor vehicles - 25% on reducing balance
Computer equipment - 33% on reducing balance

#### Stocks

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

Cost includes all direct expenditure and an appropriate proportion of fixed and variable overheads.

### Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

## Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

## Hire purchase and leasing commitments

Assets obtained under hire purchase contracts or finance leases are capitalised in the balance sheet. Those held under hire purchase contracts are depreciated over their estimated useful lives. Those held under finance leases are depreciated over their estimated useful lives or the lease term, whichever is the shorter.

The interest element of these obligations is charged to the profit and loss account over the relevant period. The capital element of the future payments is treated as a liability.

Rentals paid under operating leases are charged to the profit and loss account as incurred.

### Pensions

The company operates a defined contribution pension scheme. Contributions payable for the year are charged in the profit and loss account.

### Government grants

Government grants are recognised in full, in the profit and loss account, in the period in which they are received by the company. A contingent loss, on the possibility of repaying the grant, is only disclosed where there is a strong likelihood of this occuring.

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# NOTES TO THE ABBREVIATED ACCOUNTS - continued for the year ended 31st January 2004

# 1. ACCOUNTING POLICIES - continued

## Invoice discounting

Where trade debts are invoice discounted and neither derecognition nor linked presentation (i.e. where the factor/invoice discounter takes on all or most of the risks of collection) is appropriate, then gross trade debts will be included as an asset and the proceeds from the factor as a liability.

# 2. STAFF COSTS

Wages and salaries Social security costs Other pension costs	2004 £ 1,637,830 126,142 9,085	2003 £ 1,519,620 103,569 8,668
	1,773,057	1,631,857
The average monthly number of employees during the year was as follows:	2004	2003
Directors Administration Production	3 8 112 123	3 8 107 118

# 3. **OPERATING PROFIT**

The operating profit is stated after charging:

	2004	2003
	£	£
Hire of plant and machinery	3,503	5,975
Depreciation - owned assets	65,594	205,893
Depreciation - assets on hire purchase contracts	56,606	37,497
Loss on disposal of fixed assets	<u>-</u>	650
Auditors remuneration	7,000	7,000
Directors' emoluments	22,847	22,849
		======

# NOTES TO THE ABBREVIATED ACCOUNTS - continued for the year ended 31st January 2004

4.	INTEREST PAYABLE AND SIMILAR CHARGES		
		2004	2003
		£	£
	Bank interest	610	293
	Bank loan interest	6,454	18,984
	Hire purchase	13,083	20,834
		20,147	40,111
		H	
5.	TAXATION		
	Analysis of the tax charge		
	The tax charge on the profit on ordinary activities for the year was as follows:		
		2004	2003
		£	£
	Current tax:		
	UK corporation tax	19,190	45,976
		5.000	(12.011)
	Deferred tax	5,238	(42,044)
	Tax on profit on ordinary activities	24,428	3,932
	- wit our pro e-		====
6	DIVIDEMBE		
6.	DIVIDENDS	2004	2002
		2004 £	2003 £
	Equity shares:	₽.	r
	Ordinary shares of £1 each		
	Interim	242,000	_
		<del></del>	<del></del>
	Non-equity shares:		
	Participating dividends		
	Ordinary 'B' shares shares of £1 each		
	Interim	16,000	20,000
	Ordinary 'C' shares shares of £1 each	22.500	100 500
	Interim Final	32,500	120,500
	rinai	12,000	-
		60,500	140,500
		302,500	140,500
			·

# NOTES TO THE ABBREVIATED ACCOUNTS - continued for the year ended 31st January 2004

# 7. TANGIBLE FIXED ASSETS

	Small tools £	Plant and machinery £	Fixtures and fittings £
COST			
At 1st February 2003 Additions	129,587 25,631	1,498,948 85,365	21,593 4,343
At 31st January 2004	155,218	1,584,313	25,936
DEPRECIATION			
At 1st February 2003	123,059	1,035,263	15,489
Charge for year	6,000	109,000	1,800
At 31st January 2004	129,059	1,144,263	17,289
NET BOOK VALUE			
At 31st January 2004	26,159	440,050	8,647
At 31st January 2003	6,528	463,685	6,104
	Motor	Computer	T-4-l-
	vehicles £	equipment £	Totals £
COST	£	2	L
At 1st February 2003	14,800	18,817	1,683,745
Additions	· -	10,398	125,737
Disposals		(5,000)	(5,000)
At 31st January 2004	14,800	24,215	1,804,482
DEPRECIATION		<u></u>	
At 1st February 2003	9,152	15,749	1,198,712
Charge for year	2,400	3,000	122,200
Eliminated on disposal		(5,000)	(5,000)
At 31st January 2004	11,552	13,749	1,315,912
NET BOOK VALUE	2 249	10.466	400.572
At 31st January 2004	3,248	10,466	488,570
At 31st January 2003	5,648	3,068	485,033

# NOTES TO THE ABBREVIATED ACCOUNTS - continued for the year ended 31st January 2004

# 7. TANGIBLE FIXED ASSETS - continued

	Fixed assets, included in the above, which are held under hire purchase contracts are as	s follows:	Plant and machinery £
	COST		£
	At 1st February 2003		476,964
	Additions		70,545
	At 31st January 2004		547,509
	· · · · · · · · · · · · · · · · · · ·		
	DEPRECIATION		
	At 1st February 2003		264,481
	Charge for year		56,606
	At 31st January 2004		321,087
	•		
	NET BOOK VALUE		
	At 31st January 2004		226,422
	•		=
	At 31st January 2003		212,483
			=
_			
8.	STOCKS		
		2004	2003
		£	£
	Stocks	104,393	75,672
	Work-in-progress	17,000	14,333
	Finished goods	141,247	121,477
		<del></del>	-
		262,640	211,482
		<del></del> -	
9.	DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
٧.	DEDICAS, AMOUNTO PARRIMO DOE WITHIN ONE PEAR	2004	2003
		£	£
	Trade debtors	596,538	506,028
	Other debtors	67,000	51,731
	VAT	26,229	31,731
	Prepayments and accrued income		
	ropayments and accrucu mounte	18,200	45,908
		707,967	637,921
		707,967 =======	637,921

# NOTES TO THE ABBREVIATED ACCOUNTS - continued for the year ended 31st January 2004

10. CREDITORS: AMOUNTS FALLING DUE WITH
---

		2004	2003
		£	£
	Bank loans and overdrafts (see note 12)	245,695	150,000
	Hire purchase contracts (see note 13)	48,971	39,932
	Trade creditors	473,785	495,341
	Tax	16,493	44,641
	Social security and other taxes	29,776	34,678
	Other creditors	102,159	41,498
	Directors loan account	64,389	-
	Accrued expenses	25,804	22,260
		1,007,072	828,350
11.	CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR		
		2004	2003
		£	£
	Bank loans (see note 12)	95,953	119,106
	Hire purchase contracts (see note 13)	73,149	21,118
	Trade creditors	148,775	-
	Directors loan	50,000	50,000
		367,877	190,224
12.	LOANS		
	An analysis of the maturity of loans is given below:		
		2004	2003
		£	£
	Amounts falling due within one year or on demand:		
	Bank overdrafts	222,695	127,000
	Bank loans	23,000	23,000
		245,695	150,000
	Amounts falling due between one and two years:		
	Bank loans - 1-2 years	23,000	23,000
	Amounts falling due between two and five years:		
	Bank loans - 2-5 years	69,000	57,000
	Amounts falling due in more than five years:		
	Repayable by instalments		
	Loans due >5yrs	3,953	39,106
	Dage 15		

# NOTES TO THE ABBREVIATED ACCOUNTS - continued for the year ended 31st January 2004

#### 13. **OBLIGATIONS UNDER HIRE PURCHASE CONTRACTS**

ODLIGATIONS UNDER MIKE FUNCHASE CONTRACTS	2004	2003
	£	£
Gross obligations repayable:		
Within one year	55,366	48,878
Between one and five years	82,819	24,938
	138,185	73,816
Finance charges repayable:		
Within one year	6,395	8,946
Between one and five years	9,670	3,820
	16,065	12,766
Net obligations repayable:		
Within one year	48,971	39,932
Between one and five years	73,149	21,118
	122,120	61,050
SECURED DEBTS		
The following secured debts are included within creditors:		
	2004	2003
Bank overdraft	£ 222,695	£
Bank loans	222,693 118,953	127,000 142,106
Dank roans	110,933	142,100

The company's UK trade debtors are secured by its Invoice Discounter. At the year end the amount of factored debts outstanding totalled £416,710 (2003: £353,268), against which £222,695 (2003: £nil) had been drawn down.

The bank loans are secured by a fixed and floating charge over the company's assets. In addition, the bank hold a deed of postponement over the director's loan of £50,000, included in Creditors: due after more than one year.

#### 15. PROVISION FOR LIABILITIES AND CHARGES

14.

	2004	2003
	£	£
Deferred tax	27,540	22,302

269,106

341,648

# NOTES TO THE ABBREVIATED ACCOUNTS - continued for the year ended 31st January 2004

#### PROVISION FOR LIABILITIES AND CHARGES - continued 15.

	Balance at 1s Deferred tax	ot February 2003 charge		Deferred tax £ 22,302 5,238	Other provisions £ 64,346 (42,044)
	Balance at 31	st January 2004		27,540	22,302
16.	CALLED U	P SHARE CAPITAL			
	Authorised, a	illotted, issued and fully paid:			
	Number:	Class:	Nominal value:	2004 £	2003 £
	170,002	Ordinary	value: £1	170,002	170,002
	10	Ordinary 'B' shares	£1	10,002	170,002
	10	Ordinary 'C' shares	£1	10	10
					<del>_</del>
				170,022 =====	170,022
17.	RESERVES				
					Profit and loss account £
	At 1st Februa	ary 2003	•		200,315
	Deficit for the	e year			(198,170)
	At 31st Janua	ry 2004			2,145
18.	TRANSACT	TIONS WITH DIRECTORS			

The following loan to a director subsisted during the year ended 31st January 2004:

	£
M Wosner	
Balance outstanding at start of year	-
Balance outstanding at end of year	-
Maximum balance outstanding during year	218,278

# NOTES TO THE ABBREVIATED ACCOUNTS - continued for the year ended 31st January 2004

## 18. TRANSACTIONS WITH DIRECTORS - continued

Included in Creditors:amounts falling due after more than one year, is an amount of £50,000, owed to the director, Mr M Wosner, which forms part of the bank funding agreements. This amount will not be withdrawn for the foreseeable future, but can and has been offset against director's loans and drawings.

An amount of £3,925 (2003:£11,149) was paid to Matchdeal Limited, a company owned by the non-executive director, Mr J Smetana, being consultancy fees in respect of his time spent advising Rensow Patisserie Limited.

## 19. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2004 £	2003 £
Profit for the financial year	104,330	140,658
Dividends	(302,500)	(140,500)
Issue of Ordinary shares	, , ,	, , ,
Issue of 'B' shares		
Issue of 'C' shares		
Net (reduction)/addition to shareholders' funds	(198,170)	158
Opening shareholders' funds	370,337	370,179
Closing shareholders' funds	172,167	370,337
Equity interests	172,147	370,317
Non-equity interests	20	20
	172,167	370,337

# 20. CONTROLLING ENTITY

In accordance with Financial Reporting Standard 8 ('FRS8'), Related Party Disclosures, the ultimate controlling party is Profile Trading Corporation, a company incorporated in the Bahamas.

There was no balance outstanding at the beginning or end of the year, nor any trade, between this company and its ultimate holding company, at any time during the year.