Company Number: 02702908

JAMES BURDEN LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JANUARY 1999



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DIRECTORS' REPORT FOR THE YEAR ENDED 31 JANUARY 1999

The directors present their report and the financial statements for the year ended 31 January 1999.

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:
- state whether applicable accounting standards have been followed, 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 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.

Results and dividends

The profit for the year after taxation, amounted to £129,923 (1998 - £166,644).

The directors do not recommend payment of a dividend (1998 - £nil).

Principal activities and review of business

The company's principal activity during the year continued to be that of a wholesaler of poultry, game and meat products.

In a difficult trading period the company increased margins, albeit at the loss of some volume. It is anticipated that more stable conditions will prevail in the current year.

Fixed Assets

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

Post Balance Sheet Event

Since the year end the company has acquired the assets and undertakings of Fortescues of Smithfield Limited, a long established trader on Smithfield Market. The acquisition will enable the company to expand its activities in this area.

Directors

The directors who served during the year and their beneficial interests in the company's issued share capital were:

	Ordinary shar	es of £1 each
	1999	1998
Mr J D Burden		
Mr T Hussey	-	-
Mr J E Payne	-	_
Mr R Snelling	-	-
Mr A T Burden	-	-
Mr R Panting	-	-
Mr A T Sharp	-	-
Mr S P Clarke	-	_

DIRECTORS' REPORT FOR THE YEAR ENDED 31 JANUARY 1999

Messrs. Burden, Payne, Snelling, Hussey and Clarke are directors of the holding company and their interests in that company are shown in the consolidated accounts of James Burden (Holdings) Limited. Mr A T Sharp resigned as a director on 31 March 1999. Mr S P Clarke was appointed a director on 14 March 1998.

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.

Year 2000 and Euro

As is well known, many computer and digital storage systems express dates using only the last two digits of the year and will thus require modification or replacement to accommodate the year 2000 and beyond in order to avoid malfunctions and resulting widespread commercial disruption.

The company has considered plans to ensure a smooth transition during this period and the directors' believe that the cost to the company of implementation will amount to approximately £70,000 split as follows:

£

Capital expenditure Revenue expenditure Total 50,000 20,000

<u> 20,000</u> 70,000

The company has also undertaken a review to ensure a smooth transition for the intoduction of the Euro and the cost of preparting for this event is not expected to be significant for the company.

Auditors

The auditors, Morgan Brown & Spofforth, will be proposed for reappointment in accordance with section 385 of the Companies Act 1985.

This report was approved by the board on 19 October 1999 and signed on its behalf.

Trevor Hussey Secretary

Registered Office:

Hillreed House 60 College Road Maidstone Kent ME15 6SJ

AUDITORS' REPORT TO THE SHAREHOLDERS OF JAMES BURDEN LIMITED

We have audited the financial statements on pages 4 to 14 which have been prepared under the historical cost convention and the accounting policies set out on page 8.

Respective responsibilities of directors and auditors

As described on page 1 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 the company's affairs as at 31 January 1999 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Morgan Brown & Spofforth
Chartered Accountants
Registered Auditors

82 St John Street London EC1M 4JN

19 October 1999

PROFIT AND LOSS ACCOUNT For the year ended 31 January 1999

	Note	1999 £		1998 £	
TURNOVER	1,2	23,870,	973	26,202,05	i0
Cost of sales		(22,532,	075)	(24,917,40	4)
GROSS PROFIT		1,338,	898	1,284,64	6
Selling and distribution costs Administrative expenses		(354, (749,	•	(318,11 (682,84	-
OPERATING PROFIT	3	234,	747	283,68	4
Interest receivable	6		876	-	
Interest payable	7	(58,	875)	(41,64	4)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		176,	748	242,04	0
TAXATION ON PROFIT ON ORDINARY ACTIVITIES	8	(46,	825)	(75,39	6)
RETAINED PROFIT FOR THE YEAR		129,	923	166,64	4
RETAINED PROFIT BROUGHT FORWARD		427	,807	261,16	3
RETAINED PROFIT CARRIED FORWARD		£ 557,	730 <i>.</i>	€ 427,80	7

All amounts relate to continuing operations.

There were no recognised gains and losses for 1999 or 1998 other than those included in the profit and loss account.

The notes on pages 8 to 14 form part of these financial statements.

BALANCE SHEET As at 31 January 1999

				1999			1998
	Note	£		£	£		£
FIXED ASSETS							
Tangible fixed assets	9			150,476			86,741
CURRENT ASSETS							
Stocks	10	168,906			142,737		
Debtors	11	2,754,054			2.323.408		
Cash at bank and in hand		340,287			203,010		
		3,263,247			2,669,155		
CREDITORS: amounts falling due within one year	12	(2,847,819)			(2,305,008)		
NET CURRENT ASSETS				415,428			364,147
TOTAL ASSETS LESS CURRENT LIABILITIES			-	565,904			450,888
CREDITORS: amounts falling due							
after more than one year	13			(7,174)			(22,081)
NET ASSETS			£	558,730		£	428,807
CAPITAL AND RESERVES							
Called up share capital	14			1,000			1,000
Profit and loss account				557,730			427,807
SHAREHOLDERS' FUNDS - All equity	15		£	558,730		£	428,807

The financial statements were approved by the board on 19 October 1999 and signed on its behalf.

J D Burden

Director

The notes on pages 8 to 14 form part of these financial statements.

CASH FLOW STATEMENT For the year ended 31 January 1999

			1999 _	1998	
	Note	£	£	£	£
Net cash (outflow)/inflow from operating activit	ies (Page	∍ 7)	(432,813)		1,022,040
Returns on investments and servicing of finance	16		(57,999)		(41,644)
Taxation			(74,327)		(86,446)
Capital expenditure and financial investment	16		(125,024)		(49,362)
				-	
Cash (outflow)/inflow before use of liquid resources and financing	3		(690,163)		844,588
Financing: (Decrease)/increase in debt	16		(23,652)		9,175
(Decrease)/increase in cash in the period			£ (713,815)	£	853,763

The notes on pages 8 to 14 form part of these financial statements.

CASH FLOW STATEMENT INFORMATION For the year ended 31 January 1999

		199	99	1998	}
	Note #	£	£	£	£
RECONCILIATION OF OPERATING PROFIT TO NET CASH (OUTFLOW)/INFLOW FROM OPERATING ACTIVITIES					
Operating profit Depreciation of tangible fixed assets Profit on disposal of tangible fixed assets Increase in debtors (Increase)/decrease in stocks (Decrease)/increase in creditors		_	234,747 67,264 (5,975) (430,646) (26,169) (272,034)		283,684 47,179 (6,020) (44,779) 22,194 719,782
Net cash (outflow)/inflow from operating activitie	es	£	(432,813)	£	1,022,040
				_	
RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET DEBT	17				
		13,815)		853,763	
IN NET DEBT	(71	13,815) 23,652		853,763 (9,175)	
IN NET DEBT (Decrease)/increase in cash in the period Cash outflow/(inflow) from decrease/(increase) in lease financing	(71		(690,163)	- ,	844,588
IN NET DEBT (Decrease)/increase in cash in the period Cash outflow/(inflow) from decrease/(increase)	(71		(690,163) 62,544	- ,	844,588 (782,044)

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 January 1999

1. ACCOUNTING POLICIES

The financial statements have been prepared in accordance with applicable accounting standards in the United Kingdom.

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and include the results of the company's operations which are described in the Directors' Report and all of which are continuing.

1.2 Turnover

Turnover comprises the invoiced value of goods and services supplied by the company, exclusive of Value Added Tax and trade discounts.

1.3 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Plant & machinery	-	20%	Straight line
Motor vehicles	-	25%	Straight line
Fixtures & fittings	_	20% - 50%	Straight line

1.4 Leasing and hire purchase

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible fixed assets. Assets acquired by finance lease are depreciated over the shorter of the lease term and their useful lives. Assets acquired by hire purchase are depreciated over their useful lives. Finance leases are those where substantially all of the benefits and risks of ownership are assumed by the company. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

1.5 Operating leases

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged to profit and loss account as incurred.

1.6 Stocks

Stocks are valued at the lower of cost and net realisable value.

1.7 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 ruling on the date of the transaction. Exchange differences are taken into account in arriving at the operating profit.

1.8 Deferred taxation

Provision is made for taxation deferred as a result of material timing differences between the incidence of income and expenditure for taxation and accounts purposes, using the liability method, only to the extent that, in the opinion of the directors, there is a reasonable probability that a liability or asset will crystallise in the near future.

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 January 1999

1.9 Pensions

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.

2. TURNOVER

Turnover represents amounts receivable for goods and services provided, net of VAT and trade discounts.

	A geographical analysis of turnover is as follows:		1999 £		1998 £
	United Kingdom Europe		9,085,265 4,785,708		9,600,922 6,601,128
		£2 =	3,870,973	£2 =	6,202,050
3.	OPERATING PROFIT				
	The operating profit is stated after charging/(crediting): Directors emoluments Depreciation of tangible fixed assets - owned by the company - held under finance leases and hire purchase contracts Audit fees Profit on sale of tangible fixed assets Operating lease rentals - hire of plant & machinery - land and buildings Hire of plant and machinery Foreign exchange gains	_	1999 £ 67,772 47,659 19,605 12,000 (5,975) 7,926 117,839 1,306 (13,490)	===	1998 £ 96,412 27,574 19,605 12,000 (6,020) 4,056 95,859 4,056 (3,159)
4.	STAFF COSTS Staff costs, including directors' remuneration, were as follows:		1999 £		1998 £
	Wages and salaries Social security costs Other pension costs		799,725 64,561 40,958		641,527 57,771 32,239
		£	905,244	£	731,537

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 January 1999

	The average monthly number of employees, including directors, during	1999		1998
	Office and administration Sales and distribution	10 25		8 17
		35	_	25
5.	DIRECTORS' EMOLUMENTS	1999		1998
		£		£
	Aggregate emoluments Pension contributions	65,000 2,772		91,775 4,637
	£	67,772	£	96,412
6.	INTEREST RECEIVABLE	1999		1998
		£		£
	Other interest receivable £	876 	£	-
7.	INTEREST PAYABLE			
		1999 £		1998 £
	On bank loans and overdrafts	54,991		37,387
	On finance leases and hire purchase contracts	3,884		4,257
	£	58,875	£	41,644
8.	TAXATION			
		1999 £		1998 £
	Current year taxation UK Corporation Tax at 31% (1998 - 31%)	47,000		74,500
	Prior years UK corporation tax - (overprovision)/underprovision	(175)		896
	£	46,825	£	75,396

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 January 1999

9.	TANGIBLE FIXED ASSETS		Plant & lachinery £		ctures & uipment £	Veh	otor licles £		Total £
	Cost At 1 February 1998 Additions Disposals		10,473 2,199 (6,873)		16,992 58,976 (15,838)	7	42,396 73,199 24,750)		169,861 134,374 (47,461)
	At 31 January 1999	_	5,799		60,130	19	90,845	-	256,774
	Depreciation At 1 February 1998 Charge for year On disposals		6,266 4,207 (6,873)		15,080 16,657 (15,838)	4	61,774 46,400 21,375)	_	83,120 67,264 (44,086)
	At 31 January 1999	_	3,600		15,899	8	86,799	_	106,298
	Net Book Value At 31 January 1999	£	2,199	£	44,231 £	10	04,046	£	150,476
	At 31 January 1998	£	4,207	£	1,912 £		80,622	£	86,741
	Included in the above net book valuas follows: Motor Vehicles	ies :	are assets	hek	d under fina	ance £	1999 £	-	e contracts 1998 £ 47,829
10.	STOCKS					:	1999		1998
	Goods for resale					£	£ 168,906	£	£ 142,737
11.	DEBTORS						1999 £		1998 £
	Due within one year Trade debtors Amounts owed by group undertakin Other debtors Prepayments and accrued income	gs				_	2,287,002 375,416 76,960 14,676		947,713 321,048 47,573 7,074
						£	2,754,054	£ 2,	323,408

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 January 1999

12.	CREDITORS: Amounts falling due within one year				
	-		1999 £		1998 £
	Bank loans and overdrafts		945,284		94,191
	Net obligations under finance lease and hire purchase contracts Trade creditors Amounts owed to group undertakings Corporation tax Social security and other taxes Accruals and deferred income	£	15,447 1,711,350 - 47,000 19,630 109,108 - 2,847,819	_	24,194 1,880,637 104,877 74,500 16,865 109,744 2,305,008
	Included within bank overdrafts is an amount of £927,693 (1998 - £ charge on the assets of the company. Finance leases are secured	= (lini	secured by a	fixed a	nd floating
13.	CREDITORS: Amounts falling due after more than one year		1999 £		1998 £
	Net obligations under finance lease and hire purchase contracts	_	7,174	_	22,081
		£	7,174	£	22,081
	Included within the above are amounts falling due as follows:				
	In 1 - 2 years: Finance lease and hire purchase obligations	_	7,174		22,081
14.	CALLED UP SHARE CAPITAL		1999 £		1998 £
	Authorised 3,000 ordinary shares of £1 each	£	2 000		2 000
	·	_	3,000	£ —	3,000
	Allotted, called up and fully paid 1,000 ordinary shares of £1 each	£	1,000	£	1,000
15.	SHAREHOLDERS' FUNDS				
	Reconciliation of movements on shareholders' funds		1999 £		1998 £
	Profit for the year		129,923		166,644
	Opening shareholders' funds		428,807		262,163
	Closing shareholders' funds	£	558,730	£	428,807

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 January 1999

16.	ANALYSIS OF CASH FLOWS FOR NETTED IN THE CASH FLOWS		·		1999 £		1998 £
	Returns on investments a	nd servicing of fi	nance				
	Interest received Interest paid Interest element of finance			_	876 (54,991) (3,884)	_	- (37,387) (4,257)
	Net cash outflow for retur servicing of finance	ns on investmen	ts and	£	(57,999)	£	(41,644)
					1999 £		1998 £
	Capital expenditure and fi	nancial investme	nt				
	Purchase of tangible fixed a Sale of tangible fixed assets	ssets		_	(134,374) 9,350		(95,489) 46,127
	Net cash outflow for capit	al expenditure		£	(125,024)	£	(49,362)
	Financing						
	Capital element of finance l	eases			(23,652)		9,175
	(Decrease)/Increase in del	bt		=	(23,652)	_	9,175
17.	ANALYSIS OF NET DEBT						
		At 4000	Comb flour		Other	04	At
		1 Feb 1998 £	Cash flow £		changes £	37	Jan 1999 £
	Cash at bank and in hand	203,010	137,277		~		340,287
	Bank overdrafts	(94,191)	(851,093)		-		(945,284)
	Finance leases	(46,275)	23,653	_	_		(22,622)
		62,544	(690,163)	_			(627,619)

18. CONTINGENT LIABILITIES

The company is party to cross guarantees given in respect of overdraft and loan facilities accorded to the group. At 31 January 1998 amounts of £396,329 (1998 - £342,760) were outstanding under these arrangements, which are not otherwise dealt with in these financial statements.

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 January 1999

19. CAPITAL COMMITMENTS

At 31 January 1999 the company had capital commitments as follows:

	1999 £	1998 £
Authorised and contracted for	£ 130,000	£ -
Authorised but not contracted for	£ 67,000	£ 150,000

20. OTHER COMMITMENTS

At 31 January 1999 the company had annual commitments under non-cancellable operating leases as follows:

	Land and buildings	
	1999	1998
	£	£
Expiry date:		
Within 1 year	60,000	63,000
Between 2 and 5 years	88,000	32,000

21. PARENT COMPANY

The ultimate parent company is James Burden (Holdings) Limited, who own 100% (1998 - 100%) of the issued share capital. James Burden 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. James Burden Limited has taken advantage of the exemptions available to it as a 100% subsidiary and inter group transactions have not been disclosed in these financial statements.

22. POST BALANCE SHEET EVENT

Since the year end the company has acquired the assets and undertakings of Fortescues of Smithfield Limited. The overall financial effect of this acquisition is not practicable to estimate although it is considered that the acquisition will enable the company to expand its activities considerably.

23. RELATED PARTY TRANSACTIONS

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

The following amounts were due to the company from:

The following amounts were due to the company from.	1999	1998
Non trading balances James Burden (Holdings) Limited	375,416	321,048
The following amounts were due from the company to:-		
Trading balance Dover Ships Stores Limited	-	104,877