

Registered Number: 2961529

Usborne Trading Limited

**Annual Report
&
Financial Statements**

30 September 2009



Activities and business review

The principal activity of the company is the trading in agricultural products. The loss before taxation was £132,707 (2008 profit of £1,767,033). Last year's results were enhanced by the sale of the goodwill associated with the company's fertiliser business. Trading conditions were more difficult this year in the wake of the global financial downturn. The prospects for the company are considered satisfactory.

The performance of the company is monitored by reference to the following key performance indicators.

- turnover
- operating profits

The directors do not recommend the payment of a dividend (2008 £nil).

Financial instruments and risks

Details regarding the risks associated with the company's financial instruments are included in note 15. The company is also subject to risks associated with variations in the demand for and market prices of agricultural products. The company seeks to mitigate such risks by monitoring the variations and adjusting its trading activities accordingly.

Directors

The directors of the company have been as follows during the year and up to the date of this report:

R B Copus

D B Thompson (appointed 2 July 2009)

Directors' Statement of Responsibilities

The directors are responsible for preparing the directors' report and the financial statements in accordance with applicable law and regulations. Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they 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 these 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 a going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. 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.

Usborne Trading Limited
Directors' Report
For the year ended 30 September 2009

Statement of disclosure to Auditor

- (a) So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware, and
- (b) The directors have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information

By order of the board



R B Copus
Director

24 June 2010

Usborne Trading Limited

Independent auditors report

To the members of Usborne Trading Limited

We have audited the financial statements of Usborne Trading Limited for the year ended 30 September 2009 set out on pages 5 to 13. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters that we are required to state to them in an auditor's 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 and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Statement of Responsibilities set out on page 1, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 30th September 2009 and of its loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Usborne Trading Limited

Report of the independent auditors

To the shareholders of Usborne Trading Limited (continued)

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit



Richard Limburg, Senior Statutory Auditor
For and on behalf of HLB Vantis Audit plc

66 Wigmore Street
London, W1U 2SB

Chartered Accountants
Statutory Auditor

24 June 2010

Usborne Trading Limited

Profit and Loss Account

For the year ended 30 September 2009

	Notes	2009 £	2008 £
Turnover	1	1,053,190	19,184,111
Cost of sales		(1,147,824)	(17,163,650)
Gross (loss)/profit		<u>(94,634)</u>	<u>2,020,461</u>
Administrative costs	2	(140,551)	(885,169)
Operating (loss)/profit		<u>(235,185)</u>	<u>1,135,292</u>
Sale of goodwill	4	-	600,000
Interest	3	102,478	31,741
(Loss)/profit on ordinary activities before taxation	4	<u>(132,707)</u>	<u>1,767,033</u>
Tax on ordinary activities	6	-	(512,700)
(Loss)/profit on ordinary activities after taxation and retained (loss)/profit for the financial year		<u><u>(132,707)</u></u>	<u><u>1,254,333</u></u>

See note 4 concerning discontinued activities

The company has no recognised gains or losses other than those included in the results above, and therefore no separate statement of total gains and losses has been presented.

There are no movements on reserves other than the retained (loss)/profit stated above (see note 12)

The historical cost profits and losses were the same as those disclosed above and therefore no separate statement of historical cost profits and losses has been presented.

Usborne Trading Limited

Balance Sheet at 30 September 2009

	Notes	2009 £	2008 £
Fixed assets			
Tangible assets	7	322	513
Current assets			
Stocks	8	389,877	-
Debtors	9	2,778,853	5,776,771
Cash at bank and in hand		-	43,565
		<u>3,168,730</u>	<u>5,820,336</u>
Creditors amounts falling due within one year	10	(34,427)	(2,553,517)
Net current assets		<u>3,134,303</u>	<u>3,266,819</u>
Net assets		<u><u>3,134,625</u></u>	<u><u>3,267,332</u></u>
Capital and reserves			
Called up share capital	11	500,001	500,001
Share premium account		500,000	500,000
Profit and loss account	12	2,134,624	2,267,331
Shareholders' funds	13	<u><u>3,134,625</u></u>	<u><u>3,267,332</u></u>

Company Registration No. 2961529

These financial statements were approved by the board of directors on 24 June 2010 and were signed on its behalf by



R B Copus
Director

Usborne Trading Limited

Accounting Policies

Basis of accounting

The financial statements have been prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently (except as otherwise stated)

Under FRS 1 the company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the company in its own published consolidated financial statements. In addition, advantage has been taken of the exemption available under FRS 8 not to disclose details of transactions with Thompson Investments (London) Limited or its subsidiary undertakings as the consolidated financial statements of Thompson Investments (London) Limited, in which the company is included, are publicly available. The company is exempt from producing consolidated accounts under S 400 of the Companies Act 2006 as the parent undertaking includes the company and its subsidiaries within its own consolidated financial statements, which are publicly available. These financial statements therefore present information about Usborne Trading Limited as an individual undertaking only.

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Depreciation

Depreciation of tangible fixed assets is calculated by reference to cost at rates calculated to write down the relevant assets to estimated residual value over their expected useful lives, taking into account normal commercial and technical obsolescence. The annual rates are:

Office equipment	20% - 33 33%
------------------	--------------

Stocks

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

Deferred taxation

Deferred tax is provided in full on timing differences which result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

Turnover

Turnover represents the invoiced value, net of Value Added Tax, of goods sold to customers.

Foreign currencies

Currency transactions during the year are converted at actual rates of exchange. Currency balances at the year end have been converted to Sterling at the rates ruling at the balance sheet date. All differences arising on conversion are taken to the profit and loss account.

Pension costs

The company participates in a group defined benefit pension scheme and certain employees are members of the scheme. The method of accounting for such schemes is now governed by FRS 17. FRS 17 lays down rules for the calculation and disclosure of the assets and liabilities of the entire scheme, and further details are provided in the consolidated financial statements of Thompson Investments (London) Limited, which are available from the Registrar of Companies. In view of the fact that the company is only one of a number of participating companies, however, it is not practicable to identify the company's share of the scheme assets and liabilities on a consistent and reasonable basis. In accordance with FRS 17 the company therefore accounts for its membership of the scheme as if it was a defined contribution scheme, and the pension charge for the year is equal to the contributions paid (see note 5). Company contribution rates are based on actuarial advice and were charged at 25.9% (2008 22.9%) of pensionable salary of qualifying employees.

Contracts

In the ordinary course of business the company on occasion enters into contracts for the future delivery of agricultural products. In accordance with accepted practice, contracts in respect of futures commitments in the ordinary course of business are valued, on a contract by contract basis, at the market prices ruling on the balance sheet date. The policy on futures may on occasion represent a departure from normal statutory requirements and cause unrealised gains to be reflected in the financial statements, but the directors consider the policy to be necessary in order for the financial statements to show a true and fair view. This departure had no material effect on the company result after tax in either the current or the previous year.

Usborne Trading Limited

Notes to the Financial Statements

Year ended 30 September 2009

1 Turnover

Turnover comprised sales within the European Union, materially all of which is within the UK.

2 Administrative costs

	2009	2008
	£	£
Employment costs (see note 5)	129,418	553,932
Depreciation	284	105,567
Other operating charges	10,849	225,670
	<u>140,551</u>	<u>885,169</u>

3 Interest

	2009	2008
	£	£
Interest payable to banks and third parties	(3,882)	(1,572)
Interest payable to fellow group undertakings	-	(22,804)
Interest receivable from banks and third parties	10	12,219
Interest receivable from fellow group undertakings	106,350	43,898
	<u>102,478</u>	<u>31,741</u>

4 (Loss)/profit on ordinary activities before taxation

	2009	2008
	£	£
(Loss)/profit on ordinary activities before taxation is stated after Charging/(crediting):		
Auditors' remuneration - audit	1,500	7,000
Depreciation	284	105,567
Loss/(profit) on currency exchange	(8,708)	(15,787)
Sale of goodwill (see note below)	-	(600,000)
Loss/(profit) on sale of fixed assets	-	(132,844)
Operating lease rentals		
Land and buildings	-	210,997
	<u>-</u>	<u>210,997</u>

In September 2008 the company sold the goodwill associated with its fertiliser activities for £600,000 During the year and in the prior year, substantially all of the company's turnover and operating (loss)/profit arose in connection with its agricultural operations

Usborne Trading Limited

Notes to the Financial Statements

Year ended 30 September 2009

5 Employees

	2009 Number	2008 Number
The average number of persons employed was		
Directors	2	2
Trading and distribution	-	7
Administration	1	1
	<u>3</u>	<u>10</u>

Costs incurred in respect of these employees were

	2009 £	2008 £
Wages and salaries	40,210	471,377
Social security costs	2,931	47,020
Pension costs – defined benefit scheme (see page 8)	86,277	35,535
	<u>129,418</u>	<u>553,932</u>

Directors' Remuneration

Emoluments including benefits	-	229,957
Pension contributions – defined benefit scheme	-	19,964
	<u>-</u>	<u>249,921</u>

	2009 Number	2008 Number
The number of directors accruing pension benefits under a defined benefit scheme in respect of qualifying services	-	1

6 Taxation

	2009 £	2008 £
Current taxation - UK corporation tax (credit)/charge for the year	-	515,200
Deferred taxation – origination and reversal of timing differences	-	(2,500)
Tax on ordinary activities	<u>-</u>	<u>512,700</u>

The standard rate of tax for the year, based on the UK average rate of corporation tax, is 28% (2008 29%). The actual tax charge for the current and the previous year differs from the standard rate for the reasons set out in the following reconciliation:

Usborne Trading Limited

Notes to the Financial Statements

Year ended 30 September 2009

6 Taxation (continued)

	2009	2008
	£	£
(Loss)/profit on ordinary activities before tax	(132,707)	1,767,033
Tax on ordinary activities at standard rate	(37,158)	512,440
<i>Factors affecting the charge for the period</i>		
Depreciation in excess of capital allowances	32	2,382
Expenses not deductible for tax purposes	-	378
Group relief for nil consideration	37,126	-
Total actual amount of current tax	-	515,200

7 Tangible fixed assets

	Office Equipment £
Cost	
At 1 October 2008	767
Additions	93
Disposals	-
At 30 September 2009	860
Depreciation	
At 1 October 2008	254
Charge for the year	284
Disposals	-
At 30 September 2009	538
Net book value	
30 September 2009	322
30 September 2008	513

8 Stocks

	2009	2008
	£	£
Agricultural products	389,877	-

Usborne Trading Limited

Notes to the Financial Statements

Year ended 30 September 2009

9 Debtors

	2009 £	2008 £
Due within one year		
Trade debtors	38,668	2,119,601
Prepayments and accrued income	1,491	37,409
Amounts due from fellow group undertakings	2,738,694	3,619,761
	<u>2,778,853</u>	<u>5,776,771</u>

10 Creditors: amounts falling due within one year

	2009 £	2008 £
Trade creditors	16,691	1,237,070
Corporation tax	-	-
Other creditors including VAT and social security	-	598,888
Accruals and deferred income	17,736	202,359
Amounts due to fellow group undertakings	-	515,200
	<u>34,427</u>	<u>2,553,517</u>

11 Share Capital

	2009 £	2008 £
Authorised 5,000,000 Ordinary shares of £1 each	<u>5,000,000</u>	<u>5,000,000</u>
Called up, allotted and fully paid 500,001 Ordinary shares of £1 each	<u>500,001</u>	<u>500,001</u>

12 Profit and Loss Account

	2009 £	2008 £
Opening balance	2,267,331	1,012,998
Retained (loss)/profit for the year	(132,707)	1,254,333
Closing balance	<u>2,134,624</u>	<u>2,267,331</u>

Notes to the Financial Statements

Year ended 30 September 2009

13 Reconciliation of movements in shareholders' funds

	2009 £	2008 £
Retained (loss)/profit for the financial year	(132,707)	1,254,333
Opening shareholders' funds	3,267,332	2,012,999
Closing shareholders' funds	<u>3,134,625</u>	<u>3,267,332</u>

14 Contingent liability

Under a group banking arrangement the company has given cross-guarantees to certain group companies. At 30 September 2009 the net borrowing under these bank facilities was £nil (2008 £nil)

15 Financial instruments

The company's principal financial instruments comprise bank balances, balances with group companies, trade debtors and trade creditors. The main purpose of these instruments is to finance the company's operations and to provide investment income.

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 loan accounts with group companies at floating rates of interest. The company is exposed to interest rate risk in that fluctuations in market rates of interest impact upon the level of interest income and expense. 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. Trade creditor liquidity risk is managed by ensuring that sufficient funds are available to meet amounts due.

16 Parent company and controlling parties

Usborne Trading Limited is a wholly owned subsidiary of Usborne plc, a company incorporated in England and Wales. The ultimate parent company is Thompson Investments (London) Limited which is registered in England and Wales. Thompson Investments (London) Limited is ultimately controlled by Mr and Mrs D B Thompson, and was so in the previous period. The only group in which the results of the company are consolidated is that headed by Thompson Investments (London) Limited, and the consolidated financial statements of this company are available to the public and may be obtained from the Registrar of Companies.

17 Related party transactions

During the year the company sold agricultural products with a value of £nil (2008:£22,315) on normal commercial terms to Cheveley Park Stud Limited, a company controlled by Mr & Mrs D B. Thompson. At 30 September 2009 the balance outstanding was £nil (2008 £nil).