# Grant Thornton &

A & A.K. BUTTERWORTH LIMITED

FINANCIAL STATEMENTS

FOR THE PERIOD ENDED

31 MARCH 2003



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#### FINANCIAL STATEMENTS

### For the period ended 31 March 2003

Company registration number:

4027838

Registered office:

Unit B Weir Lane

Worcestershire WR2 4AY

Directors:

J A Woodward H J Clarke R J Butterworth

Secretary:

HJ Clarke

Bankers:

Barclays Bank PLC 54 High Street Worcester WR1 2QQ

Solicitors:

Schofield Sweeney

Number 1 Valley Court Canal Road Bradford BD1 4SP

Auditors:

Grant Thornton Registered Auditors Chartered Accountants St John's Centre 110 Albion Street

Leeds LS2 8LA

### FINANCIAL STATEMENTS

For the period ended 31 March 2003

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#### REPORT OF THE DIRECTORS

The directors present their report together with financial statements for the period from 1 January 2002 to 31 March 2003. The comparative period covers the period from 6 July 2000 to 31 December 2001.

#### Principal activities

The company operates principally as a processor and merchant of hides, skins and wool.

#### **Business review**

There was a profit for the period after taxation amounting to £124,941 (2001: profit £213,689). The directors do not recommend payment of a dividend (2001: £nil).

#### Directors

The interests of the directors and their families in the shares of the company as at 31 March 2003 and 1 January 2002 were as follows:

	O	rdinary shares
	31 March 2003	l January 2002
J A Woodward	-	-
H J Clarke		-
R J Butterworth	250	250

The interests of J A Woodward, who is also a director of the parent company, is shown in that company's the parent company is shown in that company's financial statements.

#### Directors' responsibilities for the financial statements

United Kingdom 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 maintaining proper accounting records, for safeguarding the assets of the company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

### REPORT OF THE DIRECTORS

#### Auditors

Grant Thornton offer themselves for reappointment as auditors in accordance with section 385 of the Companies Act 1985.

BY ORDER OF THE BOARD

H J Clarke Secretary

29 January 2004

#### REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF

#### A & A.K. BUTTERWORTH LIMITED

We have audited the financial statements of A & A.K. Butterworth Limited for the period ended 31 March 2003 which comprise the principal accounting policies, the profit and loss account, the balance sheet, the cash flow statement, and notes 1 to 22. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an 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 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

The directors' responsibilities for preparing the directors' report and the financial statements in accordance with United Kingdom law and accounting standards are set out in the statement of directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom auditing standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read other information contained in the directors' report, and consider whether it is consistent with the audited financial statements. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

#### Basis of opinion

We conducted our audit in accordance with United Kingdom 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.

# Grant Thornton &

### REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF

### A & A.K. BUTTERWORTH LIMITED

#### Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31 March 2003 and of its profit for the period then ended and have been properly prepared in accordance with the Companies Act 1985.

GRANT THORNTON
REGISTERED AUDITORS
CHARTERED ACCOUNTANTS

**LEEDS** 

30 January 2004

#### PRINCIPAL ACCOUNTING POLICIES

#### BASIS OF PREPARATION

The financial statements have been prepared in accordance with applicable United Kingdom accounting standards and under the historical cost convention.

The principal accounting policies of the company are set out below. The policies have remained unchanged from the prior period.

#### TURNOVER

Turnover is the total amount receivable by the company for goods supplied and services provided, excluding VAT and trade discounts.

#### TANGIBLE FIXED ASSETS AND DEPRECIATION

Tangible fixed assets are shown at cost net of depreciation.

Depreciation is calculated to write down the cost less estimated residual value of all tangible fixed assets by equal annual instalments over their expected useful lives. The rates generally applicable are:

Leasehold buildings

2% straight line

Plant, machinery, fixtures and fittings

20% to 25% straight line

Motor vehicles

25% straight line

Depreciation is charged from the month following purchase up to and including the month of disposal.

#### **STOCKS**

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

#### DEFERRED TAXATION

Deferred tax is recognised on all timing differences where the transactions or events that give the company an obligation to pay more tax in the future, or a right to pay less tax in the future, have occurred by the balance sheet date. Deferred tax assets are recognised when it is more likely than not that they will be recovered. Deferred tax is measured using rates of tax that have been enacted or substantively enacted by the balance sheet date.

#### CONTRIBUTIONS TO PENSION FUNDS

#### **Defined contribution scheme**

The pension costs charged against operating profits represent the amount of the contributions payable to the scheme in respect of the accounting period.

#### LEASED ASSETS

Assets held under finance leases and hire purchase contracts are capitalised in the balance sheet and depreciated over their expected useful lives. The interest element of leasing payments represents a constant proportion of the capital balance outstanding and is charged to the profit and loss account over the period of the lease.

### PROFIT AND LOSS ACCOUNT

For the period ended 31 March 2003

	Note	1 January 2002 to 31 March 2003	6 July 2000 to 31 December 2002
Turnover Cost of sales	1	8,687,830 (7,332,583)	9,455,922 (7,754,090)
Gross profit		1,355,247	1,701,832
Administrative expenses		(1,187,827)	(1,335,994)
Operating profit		167,420	365,838
Net interest	2	(1,569)	(26,874)
Profit on ordinary activities before taxation	1	165,851	338,964
Tax on profit on ordinary activities		(40,910)	(125,275)
Profit transferred to reserves	12	124,941	213,689

There were no recognised gains or losses other than the profit for the financial period.

### BALANCE SHEET AT 31 MARCH 2003

	Note	2003 £	2001 £
Fixed assets		••	
Tangible assets	5	114,291	64,004
Current assets			
Stocks	6	127,412	137,624
Debtors	7	562,682	613,419
Cash at bank and in hand		487	4,448
		690,581	755,491
Creditors: amounts falling due within one year	8	(463,461)	(596,058)
Net current assets		227,120	159,433
Total assets less current liabilities		341,411	223,437
Creditors: amounts falling due after more			
than one year	9	-	(7,748)
Provisions for liabilities and charges	10	(1,781)	(1,000)
		339,630	214,689
Capital and reserves			
Called up share capital	11	1,000	1,000
Profit and loss account	12	338,630	213,689
Shareholders' funds	13	339,630	214,689

The financial statements were approved by the Board of Directors on 29 January 2004

J A Woodward

Director

### CASH FLOW STATEMENT

For the period ended 31 March 2003

			< x 1 0000
	Note	1 January 2002 to	6 July 2000 to 31
		31 March	December
		2003	2002
		£	£
Net cash inflow from operating activities	14	298,278	95,575
Returns on investments and servicing of finance			
Interest paid		(1,569)	(26,874)
Net cash outflow from returns on investments and servicing of			
finance		(1,569)	(26,874)
Taxation		(124,531)	-
Capital expenditure and financial investment			
Purchase of net assets		-	(1)
Purchase of tangible fixed assets		(75,901)	(16,724)
Net cash outflow from capital expenditure and financial			
investment		(75,901)	(16,725)
Acquisitions			(074 205)
Net overdraft from purchase of net assets			(274,295)
70t ·			
Financing Issue of shares		-	1,000
Capital element of finance lease rentals		(11,104)	(6,751)
Increase in cash	15	85,173	(228,070)

## NOTES TO THE FINANCIAL STATEMENTS

For the period ended 31 March 2003

1	TURNOVER AND PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		
	Turnover is attributable to the companys principal activity.		
	An analysis of turnover by geographical market is given below:	2003 £	2001 £
	United Kingdom Rest of Europe	8,552,810 135,020	8,848,597 607,325
		8,687,830	9,455,922
	The profit on ordinary activities is stated after:	2003 £	2001 £
	Auditors' remuneration	5,500	5,000
	Depreciation and amortisation: Goodwill Tangible fixed assets, owned Tangible fixed assets, held under finance leases and hire purchase contracts	23,411 2,203	80,396 16,091 2,754
2	INTEREST PAYABLE AND SIMILAR CHARGES		
		2003 £	2001 £
	Interest payable to group undertakings Other interest payable and similar charges	1,569	25,000 1,874
		1,569	26,874
3	DIRECTORS AND EMPLOYEES		
	Staff costs during the period were as follows:	2003 £	2001 £
	Wages and salaries Social security costs Other pension costs	554,601 47,251 5,649	582,215 52,308 3,782
		607,501	638,305

### NOTES TO THE FINANCIAL STATEMENTS

For the period ended 31 March 2003

The average number of employees of the company during the period were as follows:		
	2003 Number	2001 Number
Management and administrative personnel Yard and transport personnel	3 21	3 21
	24	24
Remuneration in respect of directors was as follows:	2003 £	2001 £
Emoluments Pension contributions to money purchase pension schemes	73,851	91,681 3,782
	78,471	95,463

During the period 1 director (2001: 1) participated in a money purchase pension scheme.

#### 4 TAX ON PROFIT ON ORDINARY ACTIVITIES

The tax charge represents:		
	2003	2001
	£	£
United Kingdom corporation tax charge at 30% (2001: 30%)	39,860	124,275
Adjustment in respect of prior periods	269	-
Current tax	40,129	124,275
Deferred tax charge for the period	781	1,000
	40,910	125,275

Factors afftecting tax charge for period

The tax assessed for the period is lower than the standard rate of corporation tax in the UK of 30% (2001: 30%). The differences are explained as follows.

### NOTES TO THE FINANCIAL STATEMENTS

# For the period ended 31 March 2003

	2003 £	2001 £
Profit on ordinary activities before tax	165,851	336,985
Profit on ordinary activities multiplied by the standard rate of tax in the UK of 30% (2001: 30%)  Effects of:	49,756	101,096
Expenses not deductible for tax purposes	(801)	25,129
Capital allowances for the period in excess of depreciation	(881)	(888)
Other timing differences	100	-
Adjustments to tax charge in respect of previous periods	269	-
Adjustments in respect of lower rate of corporation tax applying	(8,314)	(1,062)
Current tax charge	40,129	124,275

### 5 TANGIBLE FIXED ASSETS

	Leasehold land and buildings	Plant and machinery, fixtures and	Motor vehicles	Total
	Ü	fittings		
	£	£	£	£
Cost	0.510	65 40 <b>5</b>	0.013	90.940
At 1 January 2002 Additions	8,549	65,487	8,813	82,849
Additions		75,901	<del>-</del> -	75,901
At 31 March 2003	8,549	141,388	8,813	158,750
Depreciation				
At 1 January 2002	214	15,877	2,754	18,845
Provided in the period	171	23,240	2,203	25,614
At 31 March 2003	385	39,117	4,957	44,459
Net book amount at 31 March 2003	8,164	102,271	3,856	114,291
Net book amount at 31 December 2001	8,335	49,610	6,059	64,004

### NOTES TO THE FINANCIAL STATEMENTS

For the period ended 31 March 2003

The figures stated above include assets held under finance leases and similar hire purchase contracts, as follows:

		Motor vehicles £
Net book amount at 31 March 2003	=	3,856
Net book amount at 31 December 2001	±	6,059
Depreciation provided during period	=	2,203
6 STOCKS		
	2003 £	2001 £
Finished goods and goods for resale	127,412	137,624
7 DEBTORS		
	2003 £	2001 £
Trade debtors Amounts owed by group undertakings Prepayments and accrued income	5,934 556,748	1,807 607,724 3,888
	562,682	613,419

#### NOTES TO THE FINANCIAL STATEMENTS

For the period ended 31 March 2003

### 8 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2003	2001
	£	£
Bank overdrafts	143,384	232,518
Trade creditors	159,780	54,737
Amounts owed to group undertakings	•	42,466
Corporation tax	39,873	124,275
Social security and other taxes	28,498	40,870
Other creditors	15,122	19,239
Accruals	73,409	75,202
Amounts due under finance leases	3,395	6,751
	463,461	596,058

Amounts due under finance leases and hire purchase contracts are secured on the assets to which they relate. The bank overdraft is secured by a guarantee from the parent company.

### 9 CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2003	2001
	2	£
Amounts due under finance leases		7,748
		7,748
Borrowings are repayable as follows:	2003 £	2001 £
Within one year Bank overdraft Finance leases	143,384 3,395	232,518 6,751
After one and within two years Finance leases	•	7,748
	146,779	247,017

#### 10 PROVISIONS FOR LIABILITIES AND CHARGES

	Deferred taxation £
At 1 January 2002 Provided during the period	1,000 781
At 31 March 2003	1,781

### NOTES TO THE FINANCIAL STATEMENTS

For the period ended 31 March 2003

There is no unprovided deferred taxation. The entire deferred tax provision relates to accelerated capital allowances.

### 11 SHARE CAPITAL

	2003 £	2001 £
Authorised 1,000 Ordinary shares of £1 each	1,000	1,000
Allotted, called up and unpaid 1,000 Ordinary shares of £1 each	1,000	1,000

### 12 RESERVES

	Profit and loss account £
At 1 January 2002 Retained profit for the period	213,689 124,941
At 31 March 2003	338,630

### 13 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2003 £	2001 £
Profit for the financial period Issue of shares	124,941	213,689 1,000
Net increase in shareholders' funds Shareholders' funds at 1 January 2002	124,941 214,689	214,689
Shareholders' funds at 31 March 2003	339,630	214,689

### NOTES TO THE FINANCIAL STATEMENTS

For the period ended 31 March 2003

14	NET CASH OUTFI	OW FROM OPERATING.	ACTIVITIES
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Operating profit Depreciation and amortisation Decrease in stocks Decrease in debtors Increase in creditors	167,420 25,614 10,212 50,737 44,295	365,838 99,241 (15,409) (167,286) (186,809)
Net cash inflow from continuing operating activities	298,278	95,575
RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET DEBT	2003 £	2001 £
Increase in cash in the period	85,173	(228,070)
Cash outflow from finance leases in the period	11,104	6,751
Change in net debt resulting from cashflows	96,277	(221,319)
Finance leases acquired with acquisition of net assets	• -	(21,250)

#### ANALYSIS OF CHANGES IN NET DEBT 16

Net debt at 1 January 2002

Net debt at 31 March 2003

15

	At 1 January 2002 £	Cash flow	At 31 March 2003 £
Cash in hand and at bank	4,448	(3,961)	487
Overdrafts	(232,518)	89,134	(143,384)
Finance leases	(14,499)	11,104	(3,395)
	(242,569)	96,277	(146,292)

#### 17 CAPITAL COMMITMENTS

The company had no capital commitments at 31 March 2003 or 31 December 2001.

#### **CONTINGENT LIABILITIES** 18

There were no contingent liabilities at 31 March 2003 or 31 December 2001.

2001

(242,569)

£

2003

(242,569)

(146,292)

#### NOTES TO THE FINANCIAL STATEMENTS

For the period ended 31 March 2003

#### 19 RETIREMENT BENEFIT

Defined Contribution Pension Scheme

The company operates a defined contribution pension scheme for the benefit of the employees and directors. The assets of the scheme are administered by trustees in a fund independent from those of the company.

#### 20 LEASING COMMITMENTS

Operating lease payments amounting to £25,000 (2001: £25,000) are due within one year. The leases to which these amounts relate expire as follows:

2003 2001

Land and buildings

£

£

In five years or more

**25,000** 25,000

#### 21 RELATED PARTY TRANSACTIONS

During the year J A Woodward was also a director and shareholder of Bradford Hide Company Limited, the company's ultimate parent. The company purchased goods from Bradford Hide Company Limited with a value of £393,492 (2001: £314,773) and made sales to Bradford Hide Company Limited of £2,071,532 (2001: £1,920,937). Interest of £nil (2001: £25,000) is accrued, which was payable in 2001 to Bradford Hide Company Limited for short term borrowings. A management fee of £20,000 (2001: £20,000) was also charged to A & A K Butterworth Limited from Bradford Hide Company Limited. The balance due from Bradford Hide Company Limited at 31 March 2003 was £393,577 (31 December 2001: £389,970).

A & A.K. Butterworth Limited also trades with McConomy & Co Limited, a fellow subsidiary of Bradford Hide Company Limited. The company sold goods to McConomy & Co Limited with a value of £1,315,583 (2001: £1,846,935). The company bought goods from McConomy & Co with a value of £98 (2001: £nil). The balance due from McConomy & Co Limited at 31 March 2003 was £15,758 (31 December 2001: £51,646).

A & A.K. Butterworth Limited also trades with Dee Baylis Limited, a fellow subsidiary of Bradford Hide Company Limited. The company purchased goods from Dee Baylis Limited with a value of £4,991 (2001: £41,363) and made sales to Dee Baylis Limited of £3,426,623 (2001: £4,674,975). The balance outstanding due from Dee Baylis Limited at 31 March 2003 was £147,412 (31 December 2001: £123,642).

#### 22 ULTIMATE PARENT UNDERTAKING AND CONTROLLING RELATED PARTY

The directors consider that the immediate ultimate parent undertaking of this company is its parent company Bradford Hide Company Limited by virtue of its 75% ownership.

The ultimate controlling related party is J A Woodward as a result of his majority share holding in Bradford Hide Company Limited.

The largest group of undertakings for which group accounts have been drawn up is that headed by Bradford Hide Company Limited which is registered in England and Wales.

The consolidated accounts of that group are available to the public and may be obtained from Companies House, Crown Way, Maindy, Cardiff, CF4 3UZ.