COMPANY REGISTRATION NUMBER 4027838

A & AK BUTTERWORTH LIMITED FINANCIAL STATEMENTS 31 MARCH 2005



HORWATH CLARK WHITEHILL (YORKSHIRE) LLP

Chartered Accountants & Registered Auditors
Pelican House
10 Currer Street
Bradford
BD1 5BA

FINANCIAL STATEMENTS

Year ended 31 March 2005

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OFFICERS AND PROFESSIONAL ADVISERS

The board of directors J A Woodward

H J Clarke R J Butterworth

Company secretary H J Clarke

Registered office Unit B

Wier Lane Worcester Worcestershire WR2 4AY

Auditors Horwath Clark Whitehill (Yorkshire) LLP

Chartered Accountants & Registered Auditors

Pelican House 10 Currer Street

Bradford BD1 5BA

Bankers Barclays Bank plc

54 High Street Worcester WR1 2QQ

Solicitors Schofield Sweeney

Number 1 Valley Court Canal Road Bradford BD1 4SP

DIRECTORS' REPORT

Year ended 31 March 2005

The directors have pleasure in presenting their report and the financial statements of the company for the year ended 31 March 2005.

Principal activities and review of the business

The principal activity of the company during the year was that of processor and merchant of hides, skins, and wool.

Results and dividends

The trading results for the year and the company's financial position at the end of the year are shown in the attached financial statements.

The directors have not recommended a dividend.

The directors and their interests in the shares of the company

The directors who served the company during the year together with their beneficial interests in the shares of the company were as follows:

	Ordinary Shares of £1 each	
	At	
	31 March 2005	1 April 2004
J A Woodward		_
H J Clarke	-	_
R J Butterworth	250	250

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

DIRECTORS' REPORT (continued)

Year ended 31 March 2005

Auditors

A resolution to re-appoint Horwath Clark Whitehill (Yorkshire) LLP as auditors for the ensuing year will be proposed at the annual general meeting in accordance with section 385 of the Companies Act 1985.

Signed by order of the directors

H J Clarke

Company Secretary

27/106

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Year ended 31 March 2005

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 year. In preparing those financial statements, the directors are required to:

select suitable accounting policies, as described on pages 11 to 12, and then apply them consistently;

make judgements and estimates that are reasonable and prudent; and

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. The directors 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.

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF A & AK BUTTERWORTH LIMITED

Year ended 31 March 2005

We have audited the financial statements of A & AK Butterworth Limited for the year ended 31 March 2005 on pages 7 to 18 which have been prepared under the historical cost convention and the accounting policies set out on pages 11 to 12.

This report is made solely to the company's shareholders, 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 shareholders 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 shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards.

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 the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit 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.

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF A & AK BUTTERWORTH LIMITED (continued)

Year ended 31 March 2005

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 2005 and of its profit for the year then ended, and have been properly prepared in accordance with the Companies Act 1985.

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Bradford 27/1/26

HORWATH CLARK WHITEHILL (YORKSHIRE) LLP

Chartered Accountants & Registered Auditors

PROFIT AND LOSS ACCOUNT

Year ended 31 March 2005

	Note	2005 £	2004 £
Turnover	2	3,837,413	6,006,654
Cost of sales		2,871,328	5,090,008
Gross profit		966,085	916,646
Administrative expenses		809,542	913,927
Operating profit	3	156,543	2,719
Interest payable and similar charges	6	-	1,563
Profit on ordinary activities before taxation		156,543	1,156
Tax on profit on ordinary activities	7	39,911	(1,809)
Retained profit for the financial year		116,632	2,965

All of the activities of the company are classed as continuing.

The company has no recognised gains or losses other than the results for the year as set out above.

BALANCE SHEET

31 March 2005

		2009	τ.	2004	
	Note	£	£	£	£
Fixed assets Tangible assets	8		64,096		97,783
Current assets Stocks Debtors Cash in hand	9 10	82,000 705,131 87		180,000 369,940 360	
Creditors: Amounts falling due within one year	12	787,218 392,087		550,300 305,488	
Net current assets			395,131		244,812
Total assets less current liabilities	8		459,227		342,595
Capital and reserves Called-up equity share capital Profit and loss account	15 16		1,000 458,227		1,000 341,595
Shareholders' funds	17		459,227		342,595

These financial statements were approved by the directors on the 27 126 and are signed on their behalf by:

J A Woodward

CASH FLOW STATEMENT

Year ended 31 March 2005

	2005 £	£	2004 £	£
Net cash (outflow)/inflow from operating activities		(20,443)		191,955
Returns on investments and Servicing of finance Interest paid	_		(1,563)	
Net cash outflow from returns on investments and servicing of finance		-		(1,563)
Taxation		(4,143)		(39,873)
Capital expenditure Payments to acquire tangible fixed assets Receipts from sale of fixed assets	(10,025) 1,100		(34,940) 12,300	
Net cash outflow from capital expenditure		(8,925)		(22,640)
Cash (outflow)/inflow before financing		(33,511)		127,879
Financing Capital element of hire purchase and finance lease	_		(3,395)	
Net cash outflow from financing		-		(3,395)
(Decrease)/increase in cash		(33,511)		124,484
Reconciliation of operating profit to net ca from operating activities	ash (outflow)	/inflow		
		2005 £		2004 £
Operating profit Depreciation Profit on disposal of fixed assets Decrease/(increase) in stocks (Increase)/decrease in debtors Increase in creditors		156,543 43,712 (1,100) 98,000 (329,857) 12,259		2,719 41,592 (2,444) (52,588) 198,570 4,106
Net cash (outflow)/inflow from operating a	ctivities	(20,443)		191,955

CASH FLOW STATEMENT (continued)

Year ended 31 March 2005

Reconciliation of net cash flow to movement in net debt				
	2005		2004	
	£	£	£	£
(Decrease)/increase in cash in the period	(33,511)		124,484	
Cash outflow in respect of hire purchase and finance lease	_		3,395	
		(33,511)		127,879
Change in net debt		(33,511)		127,879
Net debt at 1 April 2004		(18,413)		(146,292)
Net debt at 31 March 2005		(51,924)		(18,413)
Analysis of changes in net debt				
		At 1 Apr 2004 £	Cash flows 3	At 1 Mar 2005 £
Net cash:				
Cash in hand and at bank		360	(273)	87
Overdrafts		(18,773)	(33,238)	(52,011)
		(18,413)	(33,511)	(51,924)
Net debt		(18,413)	(33,511)	(51,924)

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 March 2005

1. Accounting policies

Basis of accounting

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

Turnover

The turnover shown in the profit and loss account represents amounts invoiced during the year, exclusive of Value Added Tax.

Fixed assets

All fixed assets are initially recorded at cost.

Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Leasehold Property

2% staright line

Plant & Machinery Motor Vehicles 20-25% reducing balance

25% reducing balance

Stocks

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

Operating lease agreements

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease.

Pension costs

The company operates a defined contribution pension scheme for employees. The assets of the scheme are held separately from those of the company. The annual contributions payable are charged to the profit and loss account.

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 March 2005

1. Accounting policies (continued)

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax, with the following exceptions:

Provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold;

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

2. Turnover

The turnover and profit before tax are attributable to the one principal activity of the company.

An analysis of turnover is given below:

		2005 £	2004 £
	United Kingdom	3,837,413	6,006,654
3.	Operating profit		
	Operating profit is stated after charging/(cred	iting):	
		2005 £	2004 £
	Depreciation of owned fixed assets Profit on disposal of fixed assets Auditors' remuneration	43,712 (1,100)	41,592 (2,444)
	- as auditors	4,000	5,500

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 March 2005

4. Particulars of employees

The average number of staff employed by the company during the financial year amounted to:

	2005 No	2004 No
Yard and Transport Personnel Management and administrative personnel	19 4 23	21 4 25
The aggregate payroll costs of the above were:		
	2005 £	2004 £
Wages and salaries Social security costs Pension costs	369,255 32,608 4,145 406,008	407,406 37,754 4,520 449,680

5. Directors' emoluments

The directors' aggregate emoluments in respect of qualifying services were:

	2005 £	2004 £
Emoluments receivable Value of company pension contributions to money	62,000	46,000
purchase schemes	4,145	4,520
	66,145	50,520

The number of directors who accrued benefits under company pension schemes was as follows:

	2005 No	2004 No
Money purchase schemes	1	1

6. Interest payable and similar charges

	2005 £	2004 £
Interest payable on bank borrowing	and the spinops	1,563

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 March 2005

7. Taxation on ordinary activities

(a) Analysis of charge in the year

	2005 £	2004 £
Current tax:		
In respect of the year:		
UK Corporation tax based on the results for the year at 30% (2004 - 30%) Over/under provision in prior year	46,902 (1,657)	5,800
Total current tax	45,245	5,800
Deferred tax:		
Origination and reversal of timing differences	(5,334)	(7,609)
Tax on profit on ordinary activities	39,911	(1,809)

(b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 30% (2004 - 30%).

	2005 £	2004 £
Profit on ordinary activities before taxation	156,543	1,156
Profit/(loss)on ordinary activities by rate of tax Expenses not deductible for tax purposes Capial allowances in excess of depreciation Tax chargeable at lower rates Adjustment to tax in respect of previous period	46,963 (38) 5,485 (5,508) (1,657)	347 120 7,928 (2,595)
Total current tax (note 7(a))	45,245	5,800

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 March 2005

8.	Tangible fixed assets				
		Leasehold Property £	Plant & Machinery £	Motor Vehicles £	Total £
	Cost At 1 April 2004 Additions	8,549 —	148,613 10,025	17,715 -	174,877 10,025
	At 31 March 2005	8,549	158,638	17,715	184,902
	Depreciation At 1 April 2004 Charge for the year	556 171	72,109 39,112	4,429 4,429	77,094 43,712
	At 31 March 2005	727	111,221	8,858	120,806
	Net book value At 31 March 2005	7,822	47,417	8,857	64,096
	At 31 March 2004	7,993	76,504	13,286	97,783
9.	Stocks				
			2005 £		2004 £
	Stock Finished goods		82,000		180,000
			82,000		180,000
10.	Debtors				
			2005 £		2004 £
	Trade debtors Amounts owed by group undertakings Other debtors Prepayments and accrued income	:	4,146 679,624 3,699 6,500		3,192 360,920 -
	Deferred taxation (note 11)		11,162 705,131		5,828 369,940

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 March 2005

11. Deferred taxation	
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11.	Deferred taxation					
	The deferred tax included in the Balance sheet is a	s follows: 2005 £	2004 £			
	Included in debtors (note 10)	11,162	5,828			
	The movement in the deferred taxation account during the year was:					
		2005 £	2004 £			
	Balance brought forward Profit and loss account movement arising during the year	5,828 5,334	(1,781)			
	Balance carried forward	11,162	7,609 5,828			
	The balance of the deferred taxation account consists of the tax effect of timing differences in respect of:					
		2005 £	2004 £			
	Excess of taxation allowances over depreciation on fixed assets	11,162	5,828			
		11,162	5,828			
12.	Creditors: Amounts falling due within one year					
		2005 £	2004 £			
	Bank loans and overdrafts Trade creditors Amounts owed to group	52,011 92,533	18,773 107,294			
	undertakings Corporation tax Other taxation and social security	- 46,902 39,836	43,993 5,800 27,769			
	Other creditors Accruals and deferred income	35,295 125,510	28,859 73,000			
		392,087	305,488			

The bank overdraft is secured by a guarantee from the parent company.

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 March 2005

13. Commitments under operating leases

At 31 March 2005 the company had annual commitments under non-cancellable operating leases as set out below.

	2005		2004	
	Land & Buildings £	Other Items £	Land & Buildings £	Other Items £
Operating leases which expire: Within 2 to 5 years After more than 5 years	_ 25,000	9,796 —	 25,000	<u>-</u>
	25,000	9,796	25,000	

14. 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 undertaking. The company purchased goods from Bradford Hide Company Limited with a value of £659,986 (2004: £547,989) and made sales to Bradford Hide Company Limited of £656,227 (2004: £2,464,231). A management fee of £16,000 (2004: £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 2005 was £522,024 (2004: £393,577).

A & A K Butterworth Limited also trade with McConomy & Co Limited, a fellow subsidiary of Bradford Hide Company Limited. The company sold goods to McConomy & Co Limited with a value of £619,390 (2004: £638,096). The company bought goods from McConomy & Co Limited with a value of £157 (2004: £49,413). The balance due from McConomy & Co Limited at 31 March 2005 was £75,123 (2004: £43,993 owing to McConomy & Co Limited).

A & A K Butterworth Limited also trade with Dee Baylis Limited, a fellow subsidiary of Bradford Hide Company Limited. The company purchased goods from Dee Baylis Limited with a value of £42,209 (2004: £15,317) and made sales to Dee Baylis Limited of £2,037,360 (2004: £2,834,329). The balance outstanding due from Dee Baylis Limited at 31 March 2005 was £82,477 (2004: £31,110).

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 March 2005

15.	Share capital					
	Authorised share capital:					
			2005 £		2004 £	
	4000 0 15 1 504 1					
	1,000 Ordinary shares of £1 each		1,000		1,000	
	Allotted, called up and fully paid:					
		2005 200		2004)4	
		No	£	No	£	
	Ordinary shares of £1 each	1,000	1,000	1,000	1,000	
16.	Profit and loss account					
			2005 £		2004 £	
	Balance brought forward Retained profit for the financial year		341,595 116,632		338,630 2,965	
	Balance carried forward		458,227		341,595	
17.	Reconciliation of movements in share	holders' fund	ds			
			2005 £		2004 £	
	Profit for the financial year Opening shareholders' equity funds		116,632 342,595		2,965 339,630	
	Closing shareholders' equity funds		459,227		342,595	

18. Ultimate parent company

The directors consider the immediate 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, Cardiff, CF14 3UZ.