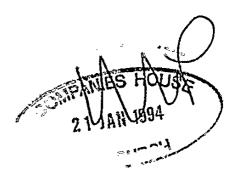
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REPORT AND ACCOUNTS

I & H Brown Limited

29 AUGUST 1993



Registered No. 40891

DIRECTORS

J H Brown (Chairman)

J S Brown (Managing Director)

I Imric

D Ramsay

H Clow

D H Brown

R M Brown

SECRETARY

J S Brown

AUDITORS

Ernst & Young Norham House 12 New Bridge Street West Newezstle upon Tyne NE1 8AD

BANKERS

The Royal Bank of Scotland PLC Perth Chief Office 12 Dunkeld Road Perth

SOLICITORS

J R Stevenson & Marshall 41 East Port Dunfermline Fife KY127LO

REGISTERED OFFICE

Dunkeld Road Perth PH1 3EB

TO THE STATE OF TH

DIRECTORS' REPORT

The directors present their report and accounts for the year ended 29 August 1993.

RESULTS AND DIVIDENDS

The profit for the year attributable to shareholders amounts to £227,868 and is dealt with as shown in the consolidated profit and loss account. The directors do not recommend the payment of a dividend.

PRINCIPAL ACTIVITIES AND REVIEW OF BUSINESS DEVELOPMENTS

The principal activities of the group consist of Civil Tay Steering, Opencast Coal Extraction, Waste Disposal, Plant Hire, Farming and Estate Managem Canada Travel Agency. The directors are pleased with the growth of the business.

FUTURE DEVELOPMENTS

The company aims for modest growth as and when opportunities arise.

FIXED ASSETS

The changes in fixed assets are summarised in note 9 to the accounts.

DIRECTORS AND THEIR INTERESTS

The directors of the company during the year and their interests in the share capital of the company were as follows:

	29 August	1 September
	1993	1992
	Ordinary	Ordinary
	shares	shares
J H Brown	10,000	10,000
J S Brown	32,200	32,200
I Imrie	2,000	2,000
D Ramsay	•	•
H Clow	•	•
D H Brown	20,000	20,000
R M Brown	10,000	10,000

No director held an interest in the shares of the subsidiaries during the year.

AUD" ORS

Ern & Young have expressed their willingness to continue in office as auditors and a resolution proposing their re-appointment will be submitted at the annual general meeting.

By order of the Board

J S Brown Secretary

4 November 1993

1 September

20 August

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

Company law requires the directors to prepare accounts for each financial year which give a true and fair view of the state of affairs of the company and of the group and of the profit or loss of the company for the period. In preparing those accounts, 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 accounts;
- prepare the accounts on the going concern basis unless it is trappropriate 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 accounts comply with the Companies Act. 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.

II ERNST& YOUNG

REPORT OF THE AUDITORS to the members of I & H Brown Limited

We have audited the accounts on pages 6 to 18 which have been prepared under the historical cost convention and on the basis of the accounting policies set out on page 10.

Respective responsibilities of directors and auditors

As described on page 4 the company's directors are responsible for the preparation of the accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts 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 accounts. It also 'acludes an assessment of the significant estimates and judgments made by the directors in the preparation of the accounts, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclose."

We planned and performed our audit so as to obtain all and information and explanations we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the accounts 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 accounts.

Opinion

In our opinion the accounts give a true and fair view of the state of affairs of the company and of the group at 29 August 1993 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Einst & Young

Chartered Accountants
Registered Auditor

Emit , Young

Newcastle upon Tyne

4 November 1993

GROUP PROFIT AND LOSS ACCOUNT for the year ended 29 August 1993

		1993	1992
	Notes	£	£
TURNOVER	2	12,043,197	7,500,427
Cost of sales		10,812,197	6,826,691
Gross profit	•	1,231,000	673,736
Administrative expenses		(863,157)	(375,601)
Other operating income	3(c)	240,343	158,520
OPERATING PROFIT	3	608,186	456,655
Other income		44,150	12,288
Interest payable and similar charges	7	(238,129)	(262,032)
Interest receivable		38,661	4,297
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXA	TION	452,868	211,208
Taxation	8	(225,000)	(58,085)
RETAINED PROFIT FOR THE YEAR	19	£227,868	£153,123

Movements in retained profits are set out in note 19.

RECOGNISED GAINS AND LOSSES

There are no recognised gains or losses other than the retained profit for the year ended 29 August 1993 of £227,868 and for the year ended 30 August 1992 of £153,123.

GROUP BALANCE SHEET at 29 August 1993

		1993	1992
	Notes	£	£
FIXED ASSETS			
Tangible assets	9	7,437,421	7,009,327
Tungiore desert		-	
CURRENT ASSETS			
	11	198,897	218,679
Stocks	12	3,400,818	2,454,131
Debtors Investments		142,545	61,925
Cash at bank and in hand	13	33 ^18	12,7.2
		3,776,078	2,747,457
CREDITORS: amounts falling due within one year	14	5,850,316	4,239,477
NET CURRENT LIABILITIES		(2,074,238)	(1,492,020)
TOTAL ASSETS LESS CURRENT LIABILITIES		5,363,183	5,517,307
		, .	
CREDITORS: amounts failing due after more than one	year	500,000	500,000
Bank loan	15 16	264,300	621,292
Obligations under finance leases	17	419,000	444,000
Deferred taxation	1,	417,000	777,000
		£4,179,883	£3,952,015
Capital and reserves			
Called up share capital	18	74,200	74,200
Share premium account		147,349	147,349
Revaluation reserve		132,149	132,149
Capital reserve on consolidation		33,937	33,937
Profit and loss account	19	3,792,248	3,564,380
		£4,179,883	£3,952,015
and the same of th		-	<u> </u>

J H Brown

Director

4 November 1993

BALANCE SHEET at 29 August 1993

	Notes	1993 £	1992 £
	140163	~	
FIXED ASSETS			
Tangible assets	9	7,419,421	6,991,327
Investment in subsidiaries	10	91,091	65,471
		7,510,512	7,056,798
CURRENT ASSETS			
Stocks	11	198,897	218,679
Debtors	12	3,397,044	2,447,212
Investments		142,545	61,925
Cash at bank and in hand		864	783
		3,739,350	2,728,599
CREDITORS: amounts falling due within one year	14	5,983,843	4,379,080
NET CURRENT LIABILITIES		(2,244,493)	(1,650,481)
TOTAL ASSETS LESS CURRENT LIABILITIES		5,266,019	5,406,317
CREDITORS: amounts falling due after more than one	vear		
Bank loan	15	500,000	500,000
Obligations under finance leases	16	264,300	621,292
Deferred taxation	17	419,000	444,000
		£4,082,719	£3,841,02.5
Capital and reserves)	
Catted up share capital	18	74,200	74,200
Share premium account		147,349	147,349
Revaluation reserve		132,149	132,149
Profit and less account	19	3,729,021	3,487,327
C		£4,082,719	£3,841,025

J H Brown

Director

4 November 1993

STATEMENT OF CASH FLOWS for the year ended 29 August 1993

λ	lotes	1993 L	1992 £
NET CASIL INFLOW FROM OPERATING ACTIVITIES	3(b)	2,491,792	1,620,077
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE			
Interest paid		(124,011)	(137,036)
Interest element of finance lease rental payments		(114,118)	(124,996)
Interest received		38,661	4,297
NET CASH OUTFLOW FROM RETURNS ON INVESTMENTS AND SERVICING OF FINANCE		(199,468)	(257,735)
TAXATION			4460.000
Corporation tax paid		(173,441)	(469,803)
TAX PAID		(173,441)	(469,803)
INVESTING ACTIVITIES			
Payments to acquire tangible fixed assets		(1,511,225)	(2,071,444)
Receipts from sales of tangible fixed assets		609,521	1,443,587
Payments to acquire investments		(134,000)	(19,800)
Receipts from sales of investments		94,000	
NET CASH OUTFLOW FROM INVESTING ACTIVITIES	•	(941,704)	(647,657)
NET CASH INFLOW/OUTFLOW) BEFORE FINANCING	3	£1,177,179	£244,882
		الإسطانية واستخداد المساورة والمساورة والمساورة والمساورة والمساورة والمساورة والمساورة والمساورة والمساورة و المساورة والمساورة و	<u> </u>
FINANCING			
			(500,000)
Bank loan Repayments of capital element of finance lease rentals		1,035,904	1,050,936
net cash outplow from financing		1,035,904	550,936
increase/(decrease) in Cash and Cash equivalents	13	141,275	(306,054)
		£1,177,179	£244,882

NOTES TO THE ACCOUNTS

at 29 August 1993

ACCOUNTING POLICIES

Accounting convention

The accounts are prepared under the historical cost convention modified to include the revaluation of certain land and building.

The accounts are prepared in accordance with applicable accounting standards.

Basis of consolidation

The consolidated accounts incorporate the accounts of the company and its subsidiaries for the year ended 29 August 1993.

Depreciation

Freehold land other than open cast coal sites, are not depreciated. The cost of other fixed assets is depreciated in equal annual instalments over the expected useful lives of the assets as follows:

Freehold buildings

50 years

Plant and machinery

3-5 years

Motor vehicles

5 years

Freehold open cast coal sites are depreciated and the annual depreciation charge is calculated based on the quantity of coal extracted in the year. The calculation is devised to write down the value of the land to agricultural values once the total estimated workable coal reserves are extracted.

Stocks and work in progress

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

Leased assets

Assets acquired under finance leases are capitalised in the accounts and a corresponding creditor recognised. Payments made under the agreements are apportioned between repayment of capital and finance charges on a basis calculated to give a constant cost of finance over the capital repayment period.

Deferred taxation

Provision is made for deferred taxation using the liability method on timing differences to the extent that it is probable that the liability will crystallise.

Restoration provisions

Provision is made for restoration of opencast sites and tips at current price levels.

2.

Turnover comprises the invoice value of goods and services supplied by the group exclusive of VAT and intra-group transactions.

NOTES TO THE ACCOUNTS

at 29 August 1993

TURNOVER (continued)

The amount of group turnover attributable to each of the classes of activity of the group are as

	The amount of Brook serve		
	follows:		Turnover
		1993	1992
		£	£
	ment in a still an aircording and waste disposal	8,818,378	4,580,776
	Plant hire civil engineering and waste disposal	29,456	33,082
	Travel agency commission	2,894,272	2,594,230
	Coal mining Farming and estate management	301,091	292,339
		£12,043,197	£7,500,427
<u>.</u> 3.	OPERATING PROFIT		
•-	(a) This is stated after charging/(crediting):	1003	1992
	\ "	1993	1992 £
		£	L
	and the second of Country areas	(240,343)	(158,520)
	Profit on disposal of fixed assets	•	1,635
	Amortisation of goodwill	371,085	388,807
	Depreciation of owned tangible fixed assets Depreciation of assets held under finance leases		
	and hire purchase contracts	1,030,792	877,724
	Auditors remuneration	12,500	12,000
	(b) Reconciliation of operating profit to net cash inflow for	rom operating activities	
	(b) Reconcination of operating process	1993	1992
		£	£
	د تعور در	608,186	456,655
	Operating profit	44,150	12,288
	Other income	1,401,877	1,266,531
	Depreciation		1,635
	Amortisation of goodwill	(240,343)	(157,990)
	Profit on disposal of tangible fixed assets Profit on disposal of investments	(37,500)	•
	Amounts written off investments	(1,500)	27,375
	Amounts without the measureme	(946,687)	(242,510)
	(Increase) in debtors Decrease/(increase) in stocks	19,782	(19,873)
	Increase in creditors	1,643,827	275,966
		£2,491,792	£1,620,07
	Net eash inflow from operating activities	24,9971,170	
			

I & H Brown Limited

NOTES TO THE ACCOUNTS at 29 August 1993

3.	O	asi.	A'T'I	NC	1212	OFIT
-74	v	1	/ L	110	1 1	Uraa.

	(c) Other operating income	1993	1992
	Profit on sale of fixed assets	£240,343	£158,520
4.	STAFF COSTS		
		1993 L	1992 L
**************************************	Wages and salaries Social security costs Other pension costs	2,644,0 14 131,291 141,303	1,695,833 106,595 3,512
		£2,916,638	£1,805,940
5.	DIRECTORS' REMUNERATION	1993	1992
	Remuneration, including pension contribution	£813,637	£486,850
	Timoran' amalumente perindine mentian caratibutians. I	ell within the following r	inges:

Directors' emoluments, excluding pension contributions, fell within the following ranges:

		Number of Directo	
		1993	1992
£20,001	- 125,000	1	1
£25,001	- £30,000	i	1
(00,001	- £35,000	u u	1
£50,001	- £55,000	1	•
160,001	- 165,000	•	2
£75,001	- 000,081 -	•	1
180,001	- £85,000	1	•
£130,001	- £135,000	•	1
£140,001	- £145,900	1	•
£145,601	- £150,000	1	•
£200,001	- £205,000	i	•

The empluments, excluding pension contributions, of the chairman were £145,464 (1992 - £79,825) and of the highest paid director were £202,365 (1992 - £130,397).

I & H Brown Limited

NOTES TO THE ACCOUNTS at 29 August 1993

6.	STAFF NUMBERS		•
	The average number of persons employed by the group, including follows:		
		1993	1992
	Management and administration	28	21
	Drivers and operators	102	85
		130	106
7.	Interest payable and Similar Charges		
		1993	1992
		Ľ	Ľ
	Bank interest	76,054	79,850
	Interest on therace lexees	114,118	124,996
	Interest on overdee tax	47,957	57,186
		£238,129	£262,032
5 .	TAXATION ON PROFIT ON ORDINARY ACTIVITIES		
•	The charge for the year comprises:		
	THE CHARGE TOT CHE JOSE COMP. COMP.	1993	1992
		£	£
	Based on profit for the years		
	UK Corporation (22 at 33% (1992 - 33%)	250,000	152,417
	Deferred taxation	(25,000)	(2,000)
	Corporation tax (over) provided in previous years	•	(92,332)

£58,085

£225,000

NOTES TO THE ACCOUNTS at 29 August 1993

9.	TANGIBLE FIXED ASSETS				
		Freehold	Motor	Plant &	
		Property	vehicles	machinery	Total
		£	£	£	£
	Group				
	Cost or valuation			e 101 par	10 427 624
	At 1 September 1992	3,900,429	910,459	5,626,736	10,437,624
	Additions during year	275,063	343,738	1,579,774	2,198,575
	Disposals	(10,000)	(182,903)	(883,453)	(1,076,356)
-4-	At 29 August 1993	4,165,492	1,071,294	6,323,057	11,559,843
	Depreciation		-		
	At 1 September 1992	480,737	470,636	2,476,924	3,428,297
	Charge for year	144,196	183,884	1,073,797	1,401,877
	Relating to disposals	•	(62,338)	(645,414)	(707,752)
	At 29 August 1993	624,933	592,182	2,905,307	4,122,422
	Net book amounts				
	At 29 August 1993	£3,540,559	£479,112	£3,417,750	£7,437,421
	At 1 September 1992	£3,419,692	£439,823	£3,149,812	£7,009,327
	•				
	Company				
	Cost or valuation	3,882,429	910,459	5,625,350	10,418,238
	At 1 September 1992	275,063	343,738	1,579,774	2,198,575
	Additions during year	(10,000)	(182,903)	(883,453)	(1,076,356)
	Relating to disposals	(10,000)			
	At 29 August 1993	4,147,492	1,071,294	6,321,671	11,540,457
	Depreciation				
	At 1 September 1992	480,737	470,636	2,475,538	3,426,911
	Charge for year	144,196	183,884	1,073,797	1,401,877
	Relating to disposals	*	(62,338)	(645,414)	(707,752)
	At 29 August 1993	624,933	592,182	2,903,921	4,121,036
	Net book amounts				
	At 29 August 1993	£3,522,559	£479,112	£3,417,750	£7,419,421
	At I September 1992	£3,401,692	£439,823	£3,149,812	£6,991,327
	an a population and		the second secon		

NOTES TO THE ACCOUNTS at 29 August 1993

TANGIBLE FIXED ASSETS (continued)

	, ,			
Plant and machinery and	motor vehicles	include assets held	under hire purchase	and capitalised
Titute mile innertance,	***************************************			
finance leases as stated be	elow:			

Illiance reases as stated below	Group and Compan	
	1993	1992
	£	£
Cost	4,626,022	4,825,545
Accumulated depreciation	2,343,765	2,097,589
	£2,282,257	£2,727,956
		*
INVESTMENT IN SUBSIDIARIES		
		Subsidiary undertakings

10.

Cost: At 1 September 1992 and 29 August 1993	£233,281
Amounts provided for/written off: At 1 September 1992 Released during the year	167,810 (25,620)
At 29 August 1993	£142,190
Net book amount: At 29 August 1993	191,091
At 1 September 1992	£65,471
The subsidiary companies at 29 August 1993 were:	

The subsidiary companies at 29 August 1	993 were: Country of incorporation or registration	Nature of business	Proportion of shares held
Gask Contractors Limited	Scotland	Dormant Terrol Agency	100% 100%
1 & H Brown Travel Limited T Duncan (Transport) Limited	Scotland Scotland	Travel Agency Dormant	100%

11. STOCKS

3100110	Group and Company	
	1993	1992
	£	r
Spares and fuels	24,314	15,489
Farm stock	109,520	203,190
Coal stock	65,063	•
	£198,897	£218,679

NOTES TO THE ACCOUNTS at 29 August 1993

12. DEBTORS

		Group		Company
	1993	1992	1993	1992
	£	£	£	£
Trade debtors	2,447,669	1,876,629	2,443,895	1,869,710
Due from related companies	378,038	27,969	378,038	27,969
Other debtors	512,537	498,565	512,537	498,565
Prepayments and accrued income	62,574	50,968	62,574	50,968
	£3,400,818	£2,454,131	£3,397,044	£2,447,212
				

13. CASH AND CASH EQUIVALENTS

Analysis of balances as shown in the group balance sheet and changes during the current and previous year:

			1993	1992	year
			£	£	£
	Cash at bank and in hand		33,818	12,722	21,096
	Bank overdraft		(294,147)	(414,326)	120,179
			£(260,329)	£(401,604)	£141,275
					Change in
			1992	1991	year
			£	£	£
	Cash at bank and in hand		12,722	39,131	(26,409)
	Bank overdraft		(414,326)	(134,681)	(279,645)
			£(401,604)	£(95,550)	£(306,054)
14.	CREDITORS: amounts falling duc	within one year	**************************************		
	_		Group		Company
		1993	1992	1993	1992
		£	£	£	£
	Bank overdrafts	294,147	414,326	294,147	414,326
	Trade creditors	1,937,040	472,733	1,928,037	472,221
	Tax and Social Security	65,298	52,261	61,228	<i>5</i> 0,711
	Accruals	2,375,570	2,208,561	2,369,035	2,194,571
	Other creditors	28,077	26,409	28,077	26,409
	Corporation tax	259,500	182,941	255,568	180,523
	Obligations under finance leases				
	and hire purchase agreements	890,684	882,246	890,684	882,246
	Amounts owed to subsidiaries	•		157,067	158,073
		£5,850,316	£4,239,477	£5,983,843	£4,379,080
		<u> </u>		22700000000	

The bank loans and overdraft are secured on certain of the company's freehold properties, a floating charge and an inter company guarantee by ail members of the group.

Change in

I & H Brown Limited

Ordinary shares L1 each

NOTES TO THE ACCOUNTS at 29 August 1993

15.	BANK LOAN				
	Bank loan wholly repayable within five yes	ars:			
				Group a	nd Company
				1993	1992
				£	£
	Bank loan			500,000	500,000
	Amounts due within one year			-	•
	Pandana dad wiinin one year				
				£500,000	£500,000
-4-		~~~ () [THUR BUILDING	CE LCDEENIEN	TTC
16.	OBLIGATIONS UNDER FINANCE LEAS				
	The capital amounts due under finance le	asc and n	ire purchase oni	gations are as to	nows:
				Group a	md Company
				1993	1992
				£	£
	Obligations under finance leases and hire	:			
	purchase agreements due:			890,684	882,246
	Within one year (note 14) After one year			264,300	621,292
	Atter one year				
				£1,154,984	£1,503,538
17.		_			
	Deferred taxation is provided in respect of	of:		Carrie	and Company
				1993	ina Company 1992
				ſ	£
	Accelerated capital allowances			294,000	180,000
	Leased assets			214,000	382,000
	Short term timing differences			(89,000)	(118,000)
				£419,000	£444,000
18.	Called-up Sharl-Capital				
10,	Olymphical Characteristics			Allo	tteđ, called up
			Authorised		and fully paid
		1993	1992	1993	1992

£250,000

£250,000

£74,200

£74,200

NOTES TO THE ACCOUNTS

at 29 August 1993

19. PROFIT AND LOSS ACCOUNT

In accordance with the exemption allowed by section 230 of the Companies Act 1985 the company has not presented its own profit and loss account. The profit for the financial year dealt with in the accounts of the company was £241,694 (1992 £131,543).

Movements in retained profits are as follows:

		Group L	Company £
	At 30 August 1992	3,564,380	3,487,327
**	Profit for the year	227,868	241,694
	At 30 August 1993	£3,792,248	£3,729,021

20. FINANCIAL COMMITMENTS

At 30 August 1993 the directors had authorised future capital expenditure of £200,000 (1992 £Nil).

21. CONTINGENT LIABILITIES

- The group bankers hold a bond and floating charge for all monies of the group as security over the group overdraft facilities in support of a cross-guarantee between group companies.
- The company has agreed to provide adequate funds to enable its subsidiary I & H Brown Travel Limited and a related company, Fordoun Estates Limited, to meet their liabilities as they fall duc.
- The company has pledged guarantees to Fife Regional Council and Dunfermline District Council in respect of costs which may be incurred while extracting coal amounting to £278,200.
- The company has also pledged guarantees to Lanarkshire Development Agency and Motherwell District Council in respect of costs which may be incurred during construction and maintenance works amounting to £212,982.
- The bank also holds a bond for £15,000 in favour of ABTA.
- The bank also holds a bond for £250,000 in favour of British Coal Corporation.

22. TRANSACTIONS INVOLVING DIRECTORS

During the year a loan of £250,000 was made to Fordoun Estates Limited. This company is connected to JS Brown and JH Brown by virtue of the fact that they are shareholders and directors. The loan bears interest at 6% per annum and is unsecured. At 29 August 1993 the loan balance was £175,000.

During the year a loan of £250,000 was made to lan Brown & Sons. This partnership is connected to D H Brown and R M Brown by virtue of the fact that they are partners. The loan bears interest at 6% per annum and is unsecured. At 29 August 1993 the loan balance was £175,000.