

REGISTERED NUMBER: SC160012 (Scotland)

Abbreviated Accounts
for the Year Ended 31 December 2008
for
D F Wishart & Company Limited



D F Wishart & Company Limited

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D F Wishart & Company Limited

**Company Information
for the Year Ended 31 December 2008**

DIRECTORS:

G Gardner
K W Paterson-Brown
K Paterson-Brown Jnr
T Miller
R R Law

SECRETARY:

R Law

REGISTERED OFFICE:

D F Wishart & Co Limited
PO Box No 208
St Clair Street
Edinburgh
EH6 8LJ

REGISTERED NUMBER:

SC160012 (Scotland)

AUDITORS:

Whitelaw Wells
9 Ainslie Place
Edinburgh
EH3 6AT

BANKERS:

Bank of Scotland
6 Picardy Place
Edinburgh
EH1 3JT

SOLICITORS:

Dundas & Wilson
Saltire Court
20 Castle Terrace
Edinburgh
EH1 2EN

D F Wishart & Company Limited

Report of the Directors for the Year Ended 31 December 2008

The directors present their report with the accounts of the company for the year ended 31 December 2008.

PRINCIPAL ACTIVITY

The principal activity of the company in the year was wholesaling of building and engineering supplies and agricultural wire products.

REVIEW OF BUSINESS

Financial Performance

The results of the company from continuing operations, before exceptional income from sale of operations, fell from £275,981 to £214,599. The net assets of the company increased from £3,972,244 to £4,129,863. The directors are pleased with the results for the year given the current and economic climate affecting many of the company's customers.

Principle Risks & Uncertainties

The company's operations in the Far East have significant cost advantages, but expose the company to risk over which it has limited control, including, for example, supply chain disruption, currency fluctuations and regulatory controls.

Financial Risk

The cost of materials is a significant risk and pressure is being placed on our buyers to ensure that the cost of materials remains competitive and sales staff are making efforts to maintain margins.

The company is also at risk from currency fluctuations, so use forward contracts to fix exchange rates and minimise risk where possible.

Operational Risk

The company is highly dependent on IT systems to manage its business. The main operating system is Opal, which is believed to be robust and adequate for our needs with adequate back up and alternative options for operations.

Key Performance Indicators

Operating Profit

The operating profit before exceptional items was £209,434 (2007: £265,793).

Future Developments

The directors plan to continue the current basis of operations whilst seeking to take advantage of any new opportunities.

DIVIDENDS

No dividends will be distributed for the year ended 31 December 2008.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 January 2008 to the date of this report.

G Gardner
K W Paterson-Brown
K Paterson-Brown Jnr
T Miller
R R Law

D F Wishart & Company Limited

Report of the Directors for the Year Ended 31 December 2008

The company is a wholly owned subsidiary and the interests of the group directors are disclosed in the financial statements of the parent company.

EMPLOYMENT POLICIES

The company is committed to the principle of equal opportunity in employment, regardless of a person's race, creed, colour, nationality, gender, age, marital status, sexual orientation, religion or disability. Employment policies are fair, equitable and consistent with the skills and abilities of the employees and the needs of the company's business. Where an employee becomes disabled, it is the company's policy, wherever practical, to provide continuing employment under normal terms and conditions and to provide training, career development and promotion to disabled employees wherever appropriate.

POLICY ON PAYMENT OF SUPPLIERS

The company's policy concerning the payment to suppliers is to agree terms of payment at the start of business with each supplier and to adhere to these, subject to satisfactory performance by the supplier.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing 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). The financial statements are required by law to 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 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.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 234ZA of the Companies Act 1985) of which the company's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

D F Wishart & Company Limited

**Report of the Directors
for the Year Ended 31 December 2008**

AUDITORS

The auditors, Whitelaw Wells, will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:

A handwritten signature in black ink, appearing to read 'Robert Law', is written over the printed name.

R Law - Secretary

19 June 2009

**Report of the Independent Auditors to
D F Wishart & Company Limited
Under Section 247B of the Companies Act 1985**

We have examined the abbreviated accounts set out on pages six to eighteen, together with the financial statements of D F Wishart & Company Limited for the year ended 31 December 2008 prepared under Section 226 of the Companies Act 1985.

This report is made solely to the company, in accordance with Section 247B of the Companies Act 1985. Our work has been undertaken so that we might state to the company those matters we are required to state to it in a special 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, for our work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the abbreviated accounts in accordance with Section 246A of the Companies Act 1985. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated accounts prepared in accordance with Section 246A(3) of the Act to the Registrar of Companies and whether the abbreviated accounts have been properly prepared in accordance with that provision and to report our opinion to you.

Basis of opinion

We conducted our work in accordance with Bulletin 2006/3 "The Special Auditor's Report on Abbreviated Accounts in the United Kingdom" issued by the Auditing Practices Board. In accordance with that Bulletin we have carried out the procedures we consider necessary to confirm, by reference to the financial statements, that the company is entitled to deliver abbreviated accounts and that the abbreviated accounts are properly prepared.

Opinion

In our opinion the company is entitled to deliver abbreviated accounts prepared in accordance with Section 246A(3) of the Companies Act 1985, and the abbreviated accounts have been properly prepared in accordance with that provision.



Whitelaw Wells
9 Ainslie Place
Edinburgh
EH3 6AT

19 June 2009

D F Wishart & Company Limited

**Abbreviated Profit and Loss Account
for the Year Ended 31 December 2008**

	Notes	2008	2007
		£	£
GROSS PROFIT		2,460,994	3,056,581
Distribution costs		54,620	79,283
Administrative expenses		<u>2,196,940</u>	<u>2,711,505</u>
		2,251,560	2,790,788
OPERATING PROFIT	3	209,434	265,793
Profit on sale of operation	4	-	883,301
		209,434	1,149,094
Interest receivable and similar income	5	5,435	10,344
		214,869	1,159,438
Interest payable and similar charges	6	270	156
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		214,599	1,159,282
Tax on profit on ordinary activities	7	56,980	85,648
PROFIT FOR THE FINANCIAL YEAR AFTER TAXATION		<u>157,619</u>	<u>1,073,634</u>

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current year or previous year.

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profits for the current year or previous year.

D F Wishart & Company Limited

Abbreviated Balance Sheet 31 December 2008

	Notes	2008 £	2007 £
FIXED ASSETS			
Tangible assets	8	356,703	392,155
Investments	9	1,000	1,000
		<u>357,703</u>	<u>393,155</u>
CURRENT ASSETS			
Stocks	10	1,426,501	1,191,589
Debtors	11	3,164,717	3,730,226
Cash at bank and in hand		300,824	1,906
		<u>4,892,042</u>	<u>4,923,721</u>
CREDITORS			
Amounts falling due within one year	12	1,097,825	1,323,476
NET CURRENT ASSETS		<u>3,794,217</u>	<u>3,600,245</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		4,151,920	3,993,400
PROVISIONS FOR LIABILITIES	15	22,057	21,156
NET ASSETS		<u><u>4,129,863</u></u>	<u><u>3,972,244</u></u>
CAPITAL AND RESERVES			
Called up share capital	16	2	2
Profit and loss account	17	4,129,861	3,972,242
SHAREHOLDERS' FUNDS	20	<u><u>4,129,863</u></u>	<u><u>3,972,244</u></u>

These abbreviated accounts have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to medium-sized companies.

The financial statements were approved by the Board of Directors on 19 June 2009 and were signed on its behalf by:



G Gardner - Director



K Paterson-Brown Jnr - Director

The notes form part of these abbreviated accounts

D F Wishart & Company Limited

**Cash Flow Statement
for the Year Ended 31 December 2008**

	Notes	2008 £	2007 £
Net cash inflow/(outflow) from operating activities	1	541,545	(925,077)
Returns on investments and servicing of finance	2	5,165	10,188
Taxation		(64,492)	(64,631)
Capital expenditure and financial investment	2	(75,903)	720,566
Increase/(Decrease) in cash in the period		<u>406,315</u>	<u>(258,954)</u>
<hr/>			
Reconciliation of net cash flow to movement in net debt	3		
Increase/(Decrease) in cash in the period		<u>406,315</u>	<u>(258,954)</u>
Change in net debt resulting from cash flows		<u>406,315</u>	<u>(258,954)</u>
Movement in net debt in the period		406,315	(258,954)
Net (debt)/funds at 1 January		<u>(105,491)</u>	<u>153,463</u>
Net funds/(debt) at 31 December		<u><u>300,824</u></u>	<u><u>(105,491)</u></u>

The notes form part of these abbreviated accounts

D F Wishart & Company Limited

**Notes to the Cash Flow Statement
for the Year Ended 31 December 2008**

**1. RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW/(OUTFLOW)
FROM OPERATING ACTIVITIES**

	2008	2007
	£	£
Operating profit	209,434	265,793
Depreciation charges	113,005	117,397
Profit on disposal of fixed assets	(1,650)	(7,052)
(Increase)/Decrease in stocks	(234,912)	446,489
Decrease/(Increase) in debtors	565,509	(1,255,552)
Decrease in creditors	(109,841)	(492,152)
Net cash inflow/(outflow) from operating activities	541,545	(925,077)

**2. ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW
STATEMENT**

	2008	2007
	£	£
Returns on investments and servicing of finance		
Interest received	5,435	10,344
Interest paid	(270)	(156)
Net cash inflow for returns on investments and servicing of finance	5,165	10,188
Capital expenditure and financial investment		
Purchase of tangible fixed assets	(86,060)	(367,094)
Sale of tangible fixed assets	10,157	204,360
Proceeds on sale of operations	-	820,439
Proceeds of sale of tangible fixed asset	-	62,861
Net cash (outflow)/inflow for capital expenditure and financial investment	(75,903)	720,566

D F Wishart & Company Limited

**Notes to the Cash Flow Statement
for the Year Ended 31 December 2008**

3. ANALYSIS OF CHANGES IN NET DEBT

	At 1.1.08 £	Cash flow £	At 31.12.08 £
Net cash:			
Cash at bank and in hand	1,906	298,918	300,824
Bank overdraft	(107,397)	107,397	-
	<u>(105,491)</u>	<u>406,315</u>	<u>300,824</u>
Total	<u>(105,491)</u>	<u>406,315</u>	<u>300,824</u>

The notes form part of these abbreviated accounts

D F Wishart & Company Limited

Notes to the Abbreviated Accounts for the Year Ended 31 December 2008

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention.

Turnover

Turnover represents net invoiced sales of goods, excluding value added tax.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Plant and machinery	- 10% on cost
Fixtures and fittings	- 20 - 25% on cost
Motor vehicles	- 20 - 25% on cost

All fixed assets are initially recorded at cost.

Stocks

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

Deferred tax

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.

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 of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Hire purchase and leasing commitments

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the period of the lease.

D F Wishart & Company Limited

Notes to the Abbreviated Accounts - continued for the Year Ended 31 December 2008

1. ACCOUNTING POLICIES - continued

Pension costs and other post-retirement benefits

Contributions payable to the company's defined contribution and money purchase pension scheme are charged to the profit and loss account in the period to which they relate.

2. STAFF COSTS

	2008	2007
	£	£
Wages and salaries	1,205,727	1,397,003
Social security costs	118,224	132,655
Other pension costs	36,246	41,064
	<u>1,360,197</u>	<u>1,570,722</u>

The average monthly number of employees during the year was as follows:

	2008	2007
Management staff	3	2
Distribution staff	29	41
Administrative staff	30	35
	<u>62</u>	<u>78</u>

3. OPERATING PROFIT

The operating profit is stated after charging/(crediting):

	2008	2007
	£	£
Other operating leases	6,318	4,228
Depreciation - owned assets	113,005	117,397
Profit on disposal of fixed assets	(1,650)	(7,052)
Auditors' remuneration	13,650	13,860
Foreign exchange costs	4,534	5,923
Staff pension commitments	27,941	33,960
	<u>180,221</u>	<u>159,285</u>
Directors' emoluments	8,305	7,104
Directors' pension contributions to money purchase schemes	<u>8,305</u>	<u>7,104</u>

The number of directors to whom retirement benefits were accruing was as follows:

Money purchase schemes	<u>3</u>	<u>3</u>
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D F Wishart & Company Limited

Notes to the Abbreviated Accounts - continued for the Year Ended 31 December 2008

4. EXCEPTIONAL ITEMS

In June 2007 the company sold part of its wire and gardening businesses. The £883,301 profit on sale of operation comprises £820,440 for the gain on sale of goodwill and £62,861 for the gain on sale of tangible fixed assets.

5. INTEREST RECEIVABLE AND SIMILAR INCOME

	2008	2007
	£	£
Bank interest receivable	5,435	10,344
	<u>5,435</u>	<u>10,344</u>

6. INTEREST PAYABLE AND SIMILAR CHARGES

	2008	2007
	£	£
Bank interest	270	156
	<u>270</u>	<u>156</u>

7. TAXATION

Analysis of the tax charge

The tax charge on the profit on ordinary activities for the year was as follows:

	2008	2007
	£	£
Current tax:		
UK corporation tax	56,079	64,492
Deferred tax	901	21,156
Tax on profit on ordinary activities	<u>56,980</u>	<u>85,648</u>

UK corporation tax has been charged at 25.95% (2007 - 25.09%).

D F Wishart & Company Limited

Notes to the Abbreviated Accounts - continued for the Year Ended 31 December 2008

7. TAXATION - continued

Factors affecting the tax charge

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below:

	2008 £	2007 £
Profit on ordinary activities before tax	<u>214,599</u>	<u>1,159,282</u>
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 28% (2007 - 30%)	60,088	347,785
Effects of:		
Expenses not deductible for tax purposes	398	1,321
Capital allowances in excess of depreciation	17	(25,855)
Capital gains rolled over	-	(246,132)
Change in corporation tax rate in the year	1,074	-
Marginal relief	<u>(5,498)</u>	<u>(12,627)</u>
Current tax charge	<u>56,079</u>	<u>64,492</u>

Factors that may affect future tax charges

In June 2007 the company sold part of its wire and gardening businesses resulting in a gain on sale of goodwill of £820,440. The deferred taxation liability on this gain has not been recognised as the gain is to be rolled over into replacement assets. In order for the gain to be rolled over the company must reinvest the proceeds of the disposal of the goodwill in qualifying assets by 29 June 2010. Should these conditions not be met, a deferred tax liability of £246,000 would arise.

D F Wishart & Company Limited

**Notes to the Abbreviated Accounts - continued
for the Year Ended 31 December 2008**

8. TANGIBLE FIXED ASSETS

	Plant and machinery £	Fixtures and fittings £	Motor vehicles £	Totals £
COST				
At 1 January 2008	202,110	173,668	390,570	766,348
Additions	1,118	14,043	70,899	86,060
Disposals	(9,718)	(1,927)	(32,789)	(44,434)
	<hr/>	<hr/>	<hr/>	<hr/>
At 31 December 2008	193,510	185,784	428,680	807,974
	<hr/>	<hr/>	<hr/>	<hr/>
DEPRECIATION				
At 1 January 2008	106,682	60,003	207,508	374,193
Charge for year	12,183	34,094	66,728	113,005
Eliminated on disposal	(9,710)	(1,775)	(24,442)	(35,927)
	<hr/>	<hr/>	<hr/>	<hr/>
At 31 December 2008	109,155	92,322	249,794	451,271
	<hr/>	<hr/>	<hr/>	<hr/>
NET BOOK VALUE				
At 31 December 2008	84,355	93,462	178,886	356,703
	<hr/>	<hr/>	<hr/>	<hr/>
At 31 December 2007	95,428	113,665	183,062	392,155
	<hr/>	<hr/>	<hr/>	<hr/>

9. FIXED ASSET INVESTMENTS

	Shares in group undertakings £
COST	
At 1 January 2008 and 31 December 2008	1,000
	<hr/>
NET BOOK VALUE	
At 31 December 2008	1,000
	<hr/>
At 31 December 2007	1,000
	<hr/>

D F Wishart & Company Limited

Notes to the Abbreviated Accounts - continued for the Year Ended 31 December 2008

9. FIXED ASSET INVESTMENTS - continued

The company's investments at the balance sheet date in the share capital of companies include the following:

Span Marketing Limited

Nature of business: The company is a marketing organisation.

	%		
Class of shares:	holding		
Ordinary	25.00		
		30.6.08	30.6.07
		£	£
Aggregate capital and reserves		11,152	11,679
(Loss)/Profit for the year		(527)	1,405
		<u> </u>	<u> </u>

10. STOCKS

	2008	2007
	£	£
Stocks	1,426,501	1,191,589
	<u> </u>	<u> </u>

11. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2008	2007
	£	£
Trade debtors	1,234,645	1,015,923
Other debtors	204,867	202,173
Amount owed by parent company	1,683,472	2,472,598
Prepayments and accrued income	41,733	39,532
	<u> </u>	<u> </u>
	3,164,717	3,730,226
	<u> </u>	<u> </u>

The amount owed by the parent company is interest free with no fixed terms of repayment.

12. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2008	2007
	£	£
Bank loans and overdrafts (see note 13)	-	107,397
Trade creditors	372,385	483,952
Corporation tax	56,079	64,492
Social security and other taxes	46,395	54,414
VAT	125,409	54,207
Amounts owed to group under takings	286,491	286,491
Accruals and deferred income	211,066	272,523
	<u> </u>	<u> </u>
	1,097,825	1,323,476
	<u> </u>	<u> </u>

D F Wishart & Company Limited

**Notes to the Abbreviated Accounts - continued
for the Year Ended 31 December 2008**

13. LOANS

An analysis of the maturity of loans is given below:

	2008 £	2007 £
Amounts falling due within one year or on demand:		
Bank overdrafts	-	107,397
	<u> </u>	<u> </u>

14. OPERATING LEASE COMMITMENTS

The following operating lease payments are committed to be paid within one year:

	2008 £	2007 £
Expiring:		
Within one year	6,318	4,228
	<u> </u>	<u> </u>

15. PROVISIONS FOR LIABILITIES

	2008 £	2007 £
Deferred tax	22,057	21,156
	<u> </u>	<u> </u>
		Deferred tax £
Balance at 1 January 2008		21,156
Accelerated capital allowances		901
		<u> </u>
Balance at 31 December 2008		22,057
		<u> </u>

16. CALLED UP SHARE CAPITAL

Authorised:				
Number:	Class:	Nominal value:	2008 £	2007 £
1,000	Ordinary	£1	1,000	1,000
			<u> </u>	<u> </u>
Allotted, issued and fully paid:				
Number:	Class:	Nominal value:	2008 £	2007 £
2	Ordinary	£1	2	2
			<u> </u>	<u> </u>

D F Wishart & Company Limited

Notes to the Abbreviated Accounts - continued for the Year Ended 31 December 2008

17. RESERVES

	Profit and loss account £
At 1 January 2008	3,972,242
Profit for the year	157,619
	<hr/>
At 31 December 2008	4,129,861
	<hr/> <hr/>

18. ULTIMATE PARENT COMPANY

The holding, and ultimate parent, company is D F Wishart (Holdings) Limited, a company incorporated in Great Britain.

19. RELATED PARTY DISCLOSURES

During the year the company paid management charges of £240,000 (2007: £370,000) to the parent company D F Wishart (Holdings) Limited. As at the year-end D F Wishart (Holdings) Limited owed the company £1,683,472, (2007: £2,472,398).

20. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2008 £	2007 £
Profit for the financial year	157,619	1,073,634
	<hr/>	<hr/>
Net addition to shareholders' funds	157,619	1,073,634
Opening shareholders' funds	3,972,244	2,898,610
	<hr/>	<hr/>
Closing shareholders' funds	4,129,863	3,972,244
	<hr/> <hr/>	<hr/> <hr/>