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DF Wishart & Company Limited

Directors' report and financial statements

for the period ended 27 August 2011

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Company information

Directors D G Hibbert

E Brady
H Mayers
G Gardner

D G Hibbert

Appointed 27/05/2011 Appointed 27/05/2011

Appointed 27/05/2011

Secretary

Company number SC160012

Registered office 35 St Clair Street

Edinburgh Scotland EH6 8LB

Auditors Alexander & Co

17 St Ann's Square

Manchester M2 7PW

Bankers Bank of Scotland

6 Picardy Place Edinburgh EH1 3JT

HSBC

8 High Street Manchester M60 4AJ

Solicitors Neil Myersons

31 Regent Road Altrincham Cheshire WA14 1RX

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Directors' report for the period ended 27 August 2011

The directors present their report and the financial statements for the period ended 27 August 2011.

Principal activity and review of the business

The principal activity of the company continues to be the wholesaling of building and engineering supplies.

In previous years, D F Wishart & Company Limited carried out an import and sale activity to certain customers. From 1 January 2011, the imports business was transferred to a separate company called TGR (Import and Export) Limited. On 27 May 2011 100% of the shares in D F Wishart & Company Limited were acquired by Stax Trade Centres plc.

The financial statements under review are for an 8 month period to bring the financial year end in line with the new controlling company. Turnover decreased by £3.5m from the previous year to £3.9m with a gross margin of 28.9%, (previous year: 29.5%), both mainly a result of the reduced accounting period and the removal of all import activity. The directors believe that this was a difficult period for this market sector and along with the many changes associated with change of ownership that the results are satisfactory.

Results and dividends

The results for the period are set out on page 5.

Financial risk management objectives and policies

The principle risk to the business is that we continue to trade in a very challenging market. However, through proactively strengthening our offer to reflect customer wants and needs we are able to reduce this risk and uncertainty to acceptable levels.

Employment policy

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.

Payments of creditors

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.

Directors

The directors who served during the period are as stated below:

D G Hibbert	Appointed 27/05/2011	K Paterson-Brown Jnr	Resigned 27/05/2011
E Brady	Appointed 27/05/2011	T Miller	Resigned 27/05/2011
H Mayers	Appointed 27/05/2011	R R Law	Resigned 27/05/2011
G Gardner		K W Paterson-Brown	Resigned 27/05/2011

Directors' report for the period ended 27 August 2011

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Statement of directors' 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 period. 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 apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK 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 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.

In so far as the directors are aware:

- there is no relevant audit information (information needed by the company's auditors in connection with preparing their report) of which the company's auditors are unaware, and
- the directors have taken all the steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Auditors

Alexander & Co have been reappointed as auditor for the ensuing year in accordance with Section 485 of the Companies Act 2006.

This report was approved by the Board on 30 Jan 2012 and signed on its behalf by

D G Hibbert Director

Independent auditor's report to the shareholders of DF Wishart & Company Limited

We have audited the financial statements of DF Wishart & Company Limited for the period ended 27 August 2011 which comprise the Profit and Loss Account, the Balance Sheet, the Cash Flow Statement and the related notes. 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 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

As explained more fully in the Directors' Responsibilities Statement set out on page 1 - 2, 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 and express an opinion on 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. In addition, we read all the financial and non-financial information in the Directors' report and financial statements to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 27 August 2011 and of its loss for the period 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.

Independent auditor's report to the shareholders of DF Wishart & Company Limited

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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.

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.

Gary Kramrisch (senior statutory auditor)

Alexander & ~

For and on behalf of Alexander & Co

Chartered Accountants and

Statutory Auditors

17 St Ann's Square

Manchester

M2 7PW

31 Janvary 2012

Profit and loss account for the period ended 27 August 2011

Continuing operations

		Period ended 27/08/11	Year ended 31/12/10
	Notes	£	£
Turnover	2	3,870,694	7,371,731
Cost of sales		(2,752,085)	(5,197,847)
Gross profit		1,118,609	2,173,884
Administrative expenses Other operating income		(1,150,876)	(2,089,197) 36,538
Operating (loss)/profit	3	(32,267)	121,225
Other interest receivable and			
similar income	5	341	634
Interest payable and similar charges	6	-	(15,349)
(Loss)/profit on ordinary			
activities before taxation		(31,926)	106,510
Tax on (loss)/profit on ordinary activity	ties 9	977	(22,311)
(Loss)/profit for the period		(30,949)	84,199
Retained profit brought forward		3,862,984	3,778,785
Reserve Movements		(3,800,000)	-
Retained profit carried forward		32,035	3,862,984
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There are no recognised gains or losses other than the profit or loss for the above two financial periods.

Balance sheet as at 27 August 2011

		27/08	8/11	31/1	2/10
	Notes	£	£	£	£
Fixed assets					
Tangible assets	10		179,614		284,484
Current assets					
Stocks	11	1,302,373		1,702,640	
Debtors	12	1,175,641		2,540,534	
Cash at bank and in hand		368,199		225,758	
		2,846,213		4,468,932	
Creditors: amounts falling					
due within one year	13	(2,980,857)		(876,520)	
Net current (liabilities)/assets			(134,644)		3,592,412
Total assets less current			<u></u>		
liabilities			44,970		3,876,896
Provisions for liabilities	14		(12,933)		(13,910)
Net assets			32,037		3,862,986
Capital and reserves					
Called up share capital	16		2		2
Profit and loss account	10		32,035		3,862,984
rioni and ioss account			32,033		J,002,764 ———
Shareholders' funds	17		32,037		3,862,986
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The financial statements were approved by the Board on 30 Jan '12 and signed on its behalf by

D G Hibbert Director

Registration number SC160012

Cash flow statement for the period ended 27 August 2011

		Period ended 27/08/11	Year ended 31/12/10
	Notes	£	£
Reconciliation of operating (loss)/profit to net			
cash inflow from operating activities			
Operating (loss)/profit		(32,267)	121,225
Depreciation		57,715	117,972
Decrease/(increase) in stocks		400,267	(344,325)
Decrease in debtors		1,364,893	357,231
Increase in creditors		2,104,337	139,973
Net cash inflow from operating activities		3,894,945	392,076
Cash flow statement			
Net cash inflow from operating activities		3,894,945	392,076
Returns on investments and servicing of finance	22	341	(14,715)
Taxation	22	-	(216,128)
Capital expenditure	22	47,155	(25,946)
Acquisitions and disposals	22	-	1,000
		3,942,441	136,287
Equity dividends paid		(3,800,000)	-
Increase in cash in the period		142,441	136,287
Reconciliation of net cash flow to movement in net f	unds (Note 23)		
Increase in cash in the period		142,441	136,287
Net funds at 1 January 2011		225,758	89,471
Net funds at 27 August 2011		368,199	225,758
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Notes to the financial statements for the period ended 27 August 2011

1. Accounting policies

1.1. Accounting convention

The financial statements are prepared under the historical cost convention and comply with financial reporting standards of the Accounting Standards Board.

The company has consistently applied all relevant accounting standards.

1.2. Turnover

Turnover is recognised on the despatch of goods to customers and represents the total invoice value, excluding value added tax, of sales made during the period.

1.3. Tangible fixed assets and depreciation

Depreciation is provided at rates calculated to write off the cost less residual value of each asset over its expected useful life, as follows:

Plant and machinery

10% straight line

Fixtures, fittings

and equipment

20-25% straight line

Motor vehicles

- 20 -25% straight line

1.4. Leasing

Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

1.5. Stock

Stock is valued at the lower of cost and net realisable value after making allowance for obsolete stock.

1.6. Pensions

The pension costs charged in the financial statements represent the contribution payable by the company during the period.

Notes to the financial statements for the period ended 27 August 2011

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1.7. 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.

1.8. Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange prevailing at the accounting date. Transactions in foreign currencies are recorded at the date of the transactions. All differences are taken to the Profit and Loss account.

2. Turnover

The total turnover of the company for the period has been derived from its principal activity wholly undertaken in the UK.

3.	Operating (loss)/profit	Period епded 27/08/11 £	Year ended 31/12/10 £
	Operating (loss)/profit is stated after charging:	*	*
	Depreciation and other amounts written off tangible assets	57,815	120,323
	Operating lease rentals		
	- Land and buildings	195,994	111,945
	Auditors' remuneration (Note 4)	9,800	12,500
	and after crediting:		
	Profit on disposal of tangible fixed assets	100	2,351

Notes to the financial statements for the period ended 27 August 2011

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	4.	Auditors'	remuneration
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Auditors' remuneration		
Alexander & Co remuneration	Period ended 27/08/11 £	Year ended 31/12/10 £
Auditors' remuneration - audit of the financial statements	9,800	-
Whitelaw Wells remuneration		
	Period ended 27/08/11 £	Year ended 31/12/10 £
Auditors' remuneration - audit of the financial statements	<u>-</u>	12,500
Auditors' remuneration - other fees:		
- Non audit work	-	1,550
	-	1,550
Interest receivable and similar income	Period ended 27/08/11	Year ended 31/12/10
	£	£
Bank interest	<u>341</u>	634
	Period ended	Year ended
Interest payable and similar charges	27/08/11	31/12/10
On overdue tax	£ -	£ 15,349

Notes to the financial statements for the period ended 27 August 2011

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7. Employees

	Number of employees The average monthly numbers of employees (including the directors) during the period were:	Period ended 27/08/11	Year ended 31/12/10
	Management	1	3
	Distribution	28	26
	Administrative	19	22
	Administrative		
		48	51
	Employment costs	27/08/11	31/12/10
	3	£	£
	Wages and salaries	538,155	1,025,438
	Social security costs	47,386	103,694
	Pension costs	20,959	23,202
		606,500	1,152,334
7.1.	Directors' remuneration	Period ended 27/08/11	Year ended 31/12/10
/.1.	Directors, Lemaneration	£	£
	Remuneration and other emoluments	87,627	153,224
	Pension contributions	5,088	8,544
	1 51151677 55111111511151151	92,715	161,768
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		Number	Number
	Number of directors to whom retirement benefits		•
	are accruing under a money purchase scheme	1	3
			

8. Pension costs

The company operates a defined contribution pension scheme in respect of the employees and directors. The scheme and its assets are held by independent managers. The pension charge represents contributions due from the company and amounted to £20,959 (2010 - £23,202).

Notes to the financial statements for the period ended 27 August 2011

 continued

9. Tax on (loss)/profit on ordinary activities

Analysis of charge in period	Period ended 27/08/11	Year ended 31/12/10
Current tax	£	£
UK corporation tax	-	29,810
Total current tax charge	-	29,810
Deferred tax		
Timing differences, origination and reversal	(977)	(7,499)
Total deferred tax	(977)	(7,499)
Tax on (loss)/profit on ordinary activities	(977)	22,311
Factors affecting tax charge for period		
The tax assessed for the period is higher than the standard rate of corporation cent). The differences are explained below:	tax in the UI	C (26.00 per
	2011	2010
	£	£
(Loss)/profit on ordinary activities before taxation	(31,926)	106,510
(Loss)/profit on ordinary activities multiplied by standard rate of corporation		
tax in the UK of 26.00% (31 December 2010: 28.00%)	(8,301)	29,823
Effects of:		
Expenses not deductible for tax purposes	133	473
Capital allowances for period in excess of depreciation	149	9,451
Marginal relief Losses carried forward	9.010	(9,937)
FOSSES CALLIED TOLMSIA	8,019	
Current tax charge for period		29,810

Notes to the financial statements for the period ended 27 August 2011

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10.	Tangible fixed assets	Plant and fitt	ixtures, ings and uipment £	Motor vehicles £	Total £
	Cost				
	At 1 January 2011	207,860	209,394	383,042	800,296
	Additions	-	4,642	-	4,642
	Disposals	(24,900)	(40,394)	(124,869)	(190,163)
	At 27 August 2011	182,960	173,642	258,173	614,775
	Depreciation				
	At 1 January 2011	127,857	160,509	227,446	515,812
	On disposals	(13,444)	(32,862)	(92,160)	(138,466)
	Charge for the period	7,367	20,046	30,402	57,815
	At 27 August 2011	121,780	147,693	165,688	435,161
	Net book values				
	At 27 August 2011	61,180	25,949	92,485	179,614
	At 31 December 2010	80,003	48,885	155,596	284,484
11.	Stocks			27/08/11	31/12/10
				£	£
	Goods for resale		:	1,302,373	1,702,640
12.	Debtors			27/08/11 £	31/12/10 £
	Trade debtors			974,194	1,304,374
	Amounts owed by group undertakings			20,889	973,230
	Other debtors			85,927	210,535
	Prepayments and accrued income			94,631	52,395
			:	1,175,641	2,540,534

Notes to the financial statements for the period ended 27 August 2011

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13.	Creditors: amounts falling due within one year	27/08/11 £	31/12/10 £
	Trade creditors	788,305	665,878
	Amounts owed to group undertaking	1,936,051	-
	Amounts owed to connected companies	18,470	-
	Corporation tax	29,810	29,810
	Other taxes and social security costs	119,591	114,954
	Accruals and deferred income	88,630	65,878
		2,980,857	876,520
14.	Provisions for liabilities		
		D eferred taxation	
		(Note 15)	Total
		£	£
	At 1 January 2011	13,910	13,910
	Movements in the year	(977)	(977)
	•		
	At 27 August 2011	12,933	12,933
15.	Provision for deferred taxation	27/08/11 £	31/12/10 £
	Accelerated capital allowances	12,933	13,910
	Provision for deferred tax	12,933	13,910
	110 · Elon for deterred the	===	=====
	Provision at 1 January 2011	13,910	
	Deferred tax credit in profit and loss account	<u>(977)</u>	
	Provision at 27 August 2011	12,933	
	- -		

Notes to the financial statements for the period ended 27 August 2011

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16.	Share capital	27/08/11 £	31/12/10 £
	Allotted, called up and fully paid		
	2 Ordinary shares of £1 each	2	2
	Equity Shares		
	2 Ordinary shares of £1 each	2	2
17.	Reconciliation of movements in shareholders' funds	27/08/11 £	31/12/10 £
	(Loss)/profit for the period	(30,949)	84,199
	Dividends	(3,800,000)	· •
		(3,830,949)	84,199
	Opening shareholders' funds	3,862,986	3,778,787
	Closing shareholders' funds	32,037	3,862,986
			

18. Financial commitments

At 27 August 2011 the company had annual commitments under non-cancellable operating leases as follows:

	Land and buildings		Other	
	27/08/11	31/12/10	27/08/11	31/12/10
	£	£	£	£
Expiry date:				
Between one and five years	-	-	19,934	-
In over five years	210,000	-	-	-
	210,000	-	19,934	
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Notes to the financial statements for the period ended 27 August 2011

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19. Related party transactions

The company has taken advantage of available exemptions in Financial Reporting Standard 8 not to disclose transactions with other group companies as consolidated financial statements are prepared by the parent undertaking.

During the period the company sold assets and liabilities to TGR (Import & Export) Limited, a former group company as follows:

Fixed Assets £43,697
Stock £323,917
Debtors £482,711
Cash £225,758
Creditors (£143,511)

The assets and liabilities were sold at their net book value.

During the period the company made sales to TGR (Import & Export) limited totalling £18,890 and purchases totalling £19,710. At the balance sheet date £4,972 and £11,488 was outstanding and included within trade debtors and trade creditors respectively. An amount of £18,470 was also due to this company at the balance sheet date, and is included as 'amounts due to connected companies'.

The company was charged rentals totalling £140,000 in the period by DF Wishart Holdings Limited, the former parent company. At the balance sheet, £63,000 was outstanding and included within trade creditors.

20. Ultimate parent undertaking

The ultimate parent company is Stax Trade Centres plc. A copy of the parents company accounts are available from:

Companies House Crown Way Maindy Cardiff CF14 3UZ

21. Controlling interest

The directors consider there to be no overall controlling party of the company.

Notes to the financial statements for the period ended 27 August 2011

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22. Gross cash flows

			27/08/11 £	31/12/10 £
	Returns on investments and servicing of finance			
	Interest received		341	634
	Interest paid		-	(15,349)
			341	(14,715)
	Taxation			
	Corporation tax paid		-	(216,128)
	Capital expenditure			
	Payments to acquire tangible assets		(4,642)	(31,803)
	Receipts from sales of tangible assets		51,797	5,857
			47,155	(25,946)
	Acquisitions and disposals			
	Receipts on disposal of group interests		-	1,000
				
23.	Analysis of changes in net funds			
		Opening	Cash	Closing
		balance	flows	balance
		£	£	£
	Cash at bank and in hand	225,758	142,441	368,199
	Net funds	225,758	142,441	368,199