ROLF C HAGEN (U.K.) LIMITED DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2009

FRIDAY



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COMPANY INFORMATION

Directors R H Hagen

A F Bartyla L Milburn T Hagen

Secretary T Hagen

Company number 1670484

Registered office 82 St John Street

London EC1M 4JN

Auditors HLB Vantis Audit plc

82 St John Street

London EC1M 4JN

Bankers Barclays Bank plc

Albion Street

Leeds

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DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2009

The directors present their report and financial statements for the year ended 31 December 2009

Principal activities and review of the business

The principal activity of the company continued to be that of the import, national distribution and export of pet supply products

The company's turnover has increased to record levels in 2009 despite difficult trading conditions within the industry. The company's industry has been subject to the normal malaise within the economy which has affected all types of retail business.

The company maintained its proven sales and marketing programmes which, with the arrival of several new products, improved results in key areas, although this only showed through in the later part of the year. The company continued to be prudent in terms of cost control, gross profit margin delivery, bad debt recovery and inventory levels. These measures, together with an aggressive price increases, have delivered record levels of profit.

The company is forecasting a small increase in turnover for the current financial year, but is hoping to build on the success of major new products introduced late in 2009, with more to come in 2010. We still have an optimistic view of progressing our business in 2010 (as the pet hobby has held up well during previous adverse economic conditions) due to the fact that a big drop in disposable income means that consumers spend more time at home, especially with children, hobbies, gardening etc.

The main risks and uncertainties facing the company relate to the extremely volatile currency fluctuations and the difficulty in maintaining regular supply of product from the Far East (where the Chinese economy is creating a great deal of nervousness amongst manufacturers and retailers alike), the spiralling cost of ocean freight, and of course the pet retailers reaction to the pessimistic view of economic experts

Results and dividends

The results for the year are set out on page 6

Interim ordinary dividends were paid amounting to £100,000 (2008 £100,000) The directors do not recommend payment of a final dividend

Market value of land and buildings

In the opinion of the directors the current market value of Freehold Land and Buildings is £5,000,000 (2008 £4,800,000)

Directors

The following directors have held office since 1 January 2009

R H Hagen A F Bartyla L Milburn T Hagen

Charitable donations	2009	2008
	£	£
During the year the company made the following payments		
Charitable donations	2,814	1,600

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2009

Financial instruments

The company's principal financial instruments, other than forward exchange contracts, comprise bank balances, trade debtors, trade creditors and accruals. The main purpose of the instruments is to raise funds to finance the company's continuing operations. From time to time the company enters into forward exchange contracts for the purpose of managing the currency risks arising from operations.

Trade debtors are managed in respect of credit and cash flow risk by policies concerning the credit offered to customers and the regular monitoring of amounts outstanding for both time and credit limits

Trade creditors and accruals liquidity risk is managed by ensuring sufficient funds are available to meet amounts due

in respect of the bank balances there is a low liquidity risk due to the level of the balances. The interest rate is fixed on the bank loan further reducing liquidity and interest rate risk. The company makes use of deposit accounts where applicable.

Auditors

In accordance with the company's articles, a resolution proposing that HLB Vantis Audit plc be reappointed as auditors of the company will be put at a General Meeting

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 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). 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 then apply them consistently,
- make judgements and accounting 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 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.

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2009

Statement of disclosure to auditors

So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information.

On behalf of the board

A F Bartyla

Director

16 March 2010

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF ROLF C HAGEN (U.K.) LIMITED

We have audited the financial statements of Rolf C Hagen (U K) Limited for the year ended 31 December 2009 set out on pages 6 to 18 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 pages 1 - 3, 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 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.

Opinion on financial statements

in our opinion

- give a true and fair view of the state of the company's affairs as at 31 December 2009 and of its profit for the year 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

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

INDEPENDENT AUDITORS' REPORT (CONTINUED) TO THE MEMBERS OF ROLF C HAGEN (U.K.) LIMITED

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

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Matthew Burge (Senior Statutory Auditor) for and on behalf of HLB Vantis Audit plc

19 March 2010

Chartered Accountants Statutory Auditor

82 St John Street London EC1M 4JN



PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2009

	Notes	2009 £	2008 £
Turnover	2	20,609,455	20,218,805
Cost of sales		(13,937,214)	(13,594,930)
Gross profit		6,672,241	6,623,875
Distribution costs		(3,200,272)	(3,548,754)
Administrative expenses		(2,405,719)	(2,255,303)
Operating profit	3	1,066,250	819,818
Investment income	4	48,645	-
Other interest receivable and similar income	4	1,717	49,123
Interest payable and similar charges	5	(72,972)	(96,711)
Profit on ordinary activities before taxation		1,043,640	772,230
Tax on profit on ordinary activities	6	(271,253)	(235,291)
Profit for the year	15	772,387	536,939

The profit and loss account has been prepared on the basis that all operations are continuing operations

There are no recognised gains and losses other than those passing through the profit and loss account

BALANCE SHEET

AS AT 31 DECEMBER 2009

		20	009	20	008
	Notes	£	£	£	£
Fixed assets					
Tangible assets	8		2,385,117		2,381,559
Current assets					
Stocks	9	5,887,544		7,949,109	
Debtors	10	5,934,598		6,516,552	
Cash at bank and in hand		78		91	
		11,822,220		14,465,752	
Creditors: amounts falling due within one year	11	(4,586,603)		(7,816,799)	
Net current assets			7,235,617		6,648,953
Total assets less current liabilities			9,620,734		9,030,512
Creditors amounts falling due after					
more than one year	12		(328,668)		(410,833)
			9,292,066		8,619,679
Capital and reserves					
Called up share capital	14		100,000		100,000
Profit and loss account	15		9,192,066		8,519,679
Shareholders' funds	16		9,292,066		8,619,679

Approved by the Board and authorised for issue on 16 March 2010

L Milburn Director

Company Registration No 1670484

CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2009

	£	2009 £	£	2008 £
Net cash inflow/(outflow) from operating activities		2,561,837		(3,462,705)
Returns on investments and servicing of finance	44 420		14,123	
Interest received Interest paid	41,420 (72,939)		(89,149) ———	
Net cash outflow for returns on investments and servicing of finance		(31,519)		(75,026)
Taxation		(770,269)		597,099
Capital expenditure Payments to acquire tangible assets Receipts from sales of tangible assets	(114,233)		(66,363) 747	
Net cash outflow for capital expenditure		(114,233)		(65,616)
Equity dividends paid		(100,000)		(100,000)
Net cash inflow/(outflow) before management of liquid resources and financing		1,545,816		(3,106,248)
Financing Repayment of long term bank loan	(82,165)		(82,165)	
Net cash outflow from financing		(82,165)		(82,165)
Increase/(decrease) in cash in the year		1,463,651		(3,188,413)

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2009

1	Reconciliation of operating profit to ne operating activities	t cash inflow/(outflo	w) from	2009	2008
				£	£
	Operating profit			1,066,250	819,818
	Depreciation of tangible assets			110,675	93,776
	Profit on disposal of tangible assets			-	(747)
	Decrease/(increase) in stocks			2,061,565	(3,122,658)
	Decrease/(increase) in debtors (Decrease)/Increase in creditors within on	e vear		590,896 (1,267,549)	(1,781,096) 528,202
	(Decrease)/increase in creditors within on	e year		(1,207,010)	
	Net cash inflow/(outflow) from operating	ig activities		2,561,837	(3,462,705)
2	Analysis of net debt	1 January 2009	Cash flow	Other non- cash changes	31 December 2009
		£	£	£	£
	Net cash				
	Cash at bank and in hand	91	(13)	-	78
	Bank overdrafts	(3,103,882)	1,463,664	-	(1,640,218)
					
		(3,103,791)	1,463,651		(1,640,140)
	Debt				
	Debts falling due within one year	(82,165)	-	-	(82,165)
	Debts falling due after one year	(410,833)	82,165	-	(328,668)
			82.405		(410.922)
		(492,998)	82,165 ————		(410,833)
	Net debt	(3,596,789)	1,545,816	-	(2,050,973)
3	Reconciliation of net cash flow to mov	ement in net debt		2009	2008
				£	£
	Increase/(decrease) in cash in the year			1,463,651	(3,188,413)
	Cash outflow from decrease in debt			82,165	82,165
	Cash Gallow Holli decidade in debt				
	Movement in net debt in the year			1,545,816	(3,106,248)
	Opening net debt			(3,596,789)	(490,541)
	Closing net debt			(2,050,973)	(3,596,789)
					

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2009

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention

12 Turnover

Turnover comprises the invoiced value of goods and services supplied by the company, exclusive of Value Added Tax and trade discounts. Turnover is recognised once the product is delivered.

1.3 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets less their estimated residual value on a straight line basis, over their expected useful lives, as follows

Freehold land and buildings
Plant and machinery

Computer equipment Fixtures, fittings and equipment

Motor vehicles

Not depreciated

5 years straight line

5 - 10 years straight line

5 years straight line

2 - 5 years straight line

No depreciation has been provided on the freehold land and buildings as in the opinion of the directors neither the depreciation charge for the year nor the accumulated provision would be material. This is on the basis that the property has an economic life in excess of 50 years and the expected residual value is likely to be in excess of the current carrying value. In accordance with FRS 11 and FRS 15 the directors have undertaken an annual impairment review to ensure the property is stated at no more than its recoverable amount.

The company has previously adopted a policy of depreciating freehold land and buildings over a period of 50 years. Had the company continued this policy the annual depreciation charge in the profit and loss account for the year to 31 December 2009 would be £38,863 (2008 - £38,863)

14 Leasing

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

15 Stock

Stocks are stated at the lower of average cost and net realisable value after making due allowance for obsolete and slow-moving items. Cost includes all direct costs and an appropriate proportion of freight and duty costs.

16 Pensions

The company operates a defined contribution pension scheme and the pension charge represents the amounts payable by the company to the fund in respect of the year

17 Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to profit and loss account.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2009

2	Turnover		
	Geographical market	Turno	wor
		2009	2008
		£	£
	United Kingdom	20,320,464	19,964,812
	Rest of the European Union	288,519	253,993
	Rest of the World	472	
		20,609,455	20,218,805
	The whole of the turnover is attributable to the principal activity of the national distribution and export of pet supply products	company, bein	g the import,
3	Operating profit	2009	2008
		£	£
	Operating profit is stated after charging	110,675	93,776
	Depreciation of tangible assets Auditors' remuneration	10,000	9,000
	and after crediting		1747
	Profit on disposal of tangible assets		(747)
4	Investment income	2009	2008
		£	£
	Income received from parent comapny	48,645	_
	Bank interest	-	4,905
	Other interest	1,717	44,218
		50,362	49,123
			2004
5	Interest payable	2009 £	2008 £
	On bank loans and overdrafts	72,939	96,711
	On overdue tax	33	- · · · · · · · · · · · · · · · · · · ·
		72,972	96,711

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2009

Taxation	2009 £	2008 £
Domestic current year tax	_	
U K corporation tax	302,777	235,291
Adjustment for prior years	(31,524)	
Current tax charge	271,253	235,291
Factors affecting the tax charge for the year		
Profit on ordinary activities before taxation	1,043,640	772,230 ———
Profit on ordinary activities before taxation multiplied by standard rate of		
UK corporation tax of 28 00% (2008 - 28 50%)	292,219	220,086
Effects of		
Non deductible expenses	•	20,833
·	, .	(5,628)
Adjustments to previous periods	(31,524)	
	(20,966)	15,205
Current tax charge	271,253	235,291
		
Dividends	2009	2008
	£	£
Ordinary interim paid	100,000	100,000
	Domestic current year tax U K corporation tax Adjustment for prior years Current tax charge Factors affecting the tax charge for the year Profit on ordinary activities before taxation Profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 28 00% (2008 - 28 50%) Effects of Non deductible expenses Capital allowances Adjustments to previous periods Current tax charge Dividends	Domestic current year tax U K corporation tax Adjustment for prior years Current tax charge Factors affecting the tax charge for the year Profit on ordinary activities before taxation Profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 28 00% (2008 - 28 50%) Effects of Non deductible expenses Non deductible expenses (6,617) Adjustments to previous periods Current tax charge Dividends 2009 £

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2009

8	Tangible fixed assets					
		Freehold land and buildings	Plant and machinery	Fixtures, fittings and equipment	Motor vehicles	Total
		£	£	£	£	£
	Cost					
	At 1 January 2009	2,053,140	12,692	762,398	17,500	2,845,730
	Additions	-	-	60,533	53,700	114,233
	Disposals	-	(1,238)	(25,261)		(26,499)
	At 31 December 2009	2,053,140	11,454	797,670	71,200	2,933,464
	Depreciation					
	At 1 January 2009	287,865	5,304	168,666	2,336	464,171
	On disposals	-	(1,238)	(25,261)	-	(26,499)
	Charge for the year		2,426	93,766	14,483	110,675
	At 31 December 2009	287,865	6,492	237,171	16,819	548,347
	Net book value					
	At 31 December 2009	1,765,275	4,962	560,499	54,381 	2,385,117
	At 31 December 2008	1,765,275	7,388	593,732	15,164	2,381,559
				=====		

Included within the cost of freehold land and buildings is land which cost £110,000

9	Stocks	2009 £	2008 £
	Finished goods and goods for resale	5,887,544	7,949,109

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2009

10	Debtors	2009 £	2008 £
	Trade debtors	3,692,793	4,209,257
	Amounts owed by parent and fellow subsidiary undertakings	1,864,420	2,042,206
	Amounts owed by subsidiary undertakings	12,961	10,064
	Other debtors	281,152	183,312
	Prepayments and accrued income	83,272	71,713
		5,934,598	6,516,552
11	Creditors amounts falling due within one year	2009 £	2008 £
	Bank loans and overdrafts	1,722,383	3,186,047
	Trade creditors	1,731,942	2,867,848
	Amounts owed to subsidiary undertakings	124,513	250,846
	Corporation tax	203,075	702,091
	Other taxes and social security costs	161,728	307,390
	Accruals and deferred income	642,962	502,577
		4,586,603	7,816,799
		7,000,000	7,010,700

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2009

2	Creditors amounts falling due after more than one year	2009 £	2008 £
	Bank loans	328,668	410,833
	Analysis of loans		
	Not wholly repayable within five years by instalments		
	Repayable by instalments	-	82,173
	Wholly repayable within five years	410,833	410,825
		410,833	492,998
	Included in current liabilities	(82,165)	(82,165
		328,668	410,833
	Loan maturity analysis		
	In more than one year but not more than two years	82,165	82,165
	In more than two years but not more than five years	246,503	246,495
	In more than five years	-	82,173

The bank loan and overdraft is secured by a debenture on the company's assets and bears interest at 1 25% above LIBOR

13 Pension and other post-retirement benefit commitments Defined contribution

		2009 £	2008 £
	Contributions payable by the company for the year	203,313	225,156
14	Share capital	2009 £	2008 £
	Authorised 250,000 Ordinary shares of £1 each	250,000	250,000
	Allotted, called up and fully paid 100,000 Ordinary shares of £1 each	100,000	100,000

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2009

15	Statement of movements on profit and loss account		Profit and loss account £
	Balance at 1 January 2009 Profit for the year Dividends paid		8,519,679 772,387 (100,000)
16	Balance at 31 December 2009 Reconciliation of movements in shareholders' funds	2009	9,192,066
	Profit for the financial year Dividends	772,387 (100,000)	£ 536,939 (100,000)
	Net addition to shareholders' funds Opening shareholders' funds	672,387 8,619,679	436,939 8,182,740
	Closing shareholders' funds	9,292,066	8,619,679

17 Financial commitments

At 31 December 2009 the company was committed to making the following payments under non-cancellable operating leases in the year to 31 December 2010

	Other	
	2009	2008
	£	£
Operating leases which expire		
Within one year	1,440	18,499
Between two and five years	110,885	47,831
	112,325	66,330

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2009

18	Directors' emoluments	2009 £	2008 £
	Emoluments for qualifying services Company pension contributions to money purchase schemes	224,538 112,336	270,472 126,016
		336,874	396,488

The number of directors for whom retirement benefits are accruing under money purchase pension schemes amounted to 2 (2008 - 2)

Emoluments disclosed above include the following amounts paid to the highest paid director

Emoluments for qualifying services	100,101	149,415
Company pension contributions to money purchase schemes	103,488	117,360

19 Transactions with directors

At 31 December 2009 the company owed A F Bartyla, director, £610 (2008 £502) relating to expenses for the year

20 Employees

Number of employees

The average monthly number of employees (including directors)	2009	2008
	Number	Number
Selling and distribution	53	57
Administration	21	19
	74	76
Employment costs	2009	2008
	£	£
Wages and salaries	2,036,870	2,194,957
Social security costs	210,774	238,065
Other pension costs	203,313	225,156
	2,553,971	2,658,178

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2009

21 Control

As in the previous year the ultimate holding company was Rolf C Hagen Inc., a company incorporated in Canada

22	Related party transactions		
		2009	2008
		£	£
	Purchases from group companies during the year		
	Rolf C Hagen Inc	563,699	691,025
	Hagen Industries (Canada)	105,397	41,261
	Rolf C Hagen (USA) Corp	6,660	16,108
	Hagen Spain		996
	Rolf C Hagen France	4,698	9,378
	Hagen Deutschland GmbH	207,540	481,447 ————
		887,994	1,240,215
	Amounts owed to group companies at year end		
	Rolf C Hagen Inc	55,535	130,854
	Rolf C Hagen Inc (Liquids)	60,154	-
	Hagen Industries (Canada)	2,362	7,364
	Rolf C Hagen France	1,866	1,082
	Hagen Deutschland GmbH	4,596	111,547
		124,513	250,847
	Sales to group companies during the year		
	Rolf C Hagen (USA) Corp	449	-
	Rolf C Hagen France	54,120	18,094
	Hagen Deutschland GmbH	40,240	41,606
	Hagen Spain	5,085	13,992
		99,894	73,692
	Amounts owed by group companies at year end		
	Rolf C Hagen Inc	1,864,420	2,042,206
	Rolf C Hagen (USA) Corp	44	-,,
	Rolf C Hagen France	11,250	3,488
	Hagen Deutschland GmbH	1,667	1,179
	Hagen Spain	<u> </u>	5,397
		1,877,381	2,052,270
	Dividends paid to group companies during the year		
	Rolf C Hagen Inc	100,000	100,000