#### **COMPANY REGISTRATION NUMBER 02134049**

# ASHBY & THORNTON PLC FINANCIAL STATEMENTS 30 JUNE 2007

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## PRHORNSBY & COMPANY LIMITED

Chartered Accountants & Registered Auditors
The Old Mustard Pot
99 High Road
Broxbourne
Herts
EN10 7BN

## **FINANCIAL STATEMENTS**

## **YEAR ENDED 30 JUNE 2007**

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## OFFICERS AND PROFESSIONAL ADVISERS

The board of directors Mr J D Thornton

Mrs V J Thornton

Company secretary Mr J D Thornton

Registered office 3 Castle Gate

Castle Street Hertford Hertfordshire SG14 1HD

Auditor P R Hornsby & Company Limited

Chartered Accountants & Registered Auditors The Old Mustard Pot

99 High Road Broxbourne

Herts EN10 7BN

Bankers Lloyds Bank Plc

1 Bircherley Street

Hertford Hertfordshire SG14 1BU

#### THE DIRECTORS' REPORT

#### **YEAR ENDED 30 JUNE 2007**

The directors present their report and the financial statements of the company for the year ended 30 June 2007

## PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the company during the year was that of property sales or development and management. There have been no significant changes in these activities during the year.

Practical completion of the development at 40 Castle Street occurred in July 2007 enabling a tenant to move into the flat and the offices were occupied in August 2007. Work continues on external drainage and works which it is anticipated will be completed in 2008.

Work has been completed on the site in Fish Hoek Cape Town, but external works continue and the final account has yet to be agreed

The dispute about the land adjoining Heritage Court is as yet unresolved. No construction has yet started, and discussions with the planners have been continued by the owner of the site

#### RESULTS AND DIVIDENDS

The profit for the year, after taxation, amounted to £122,764 The directors have not recommended a dividend

#### FINANCIAL INSTRUMENTS

Details of the company's financial risk management objectives and policies are included in note 13 to the accounts

#### **DIRECTORS**

The directors who served the company during the year were as follows

Mr J D Thornton Mrs V J Thornton

#### POLICY ON THE PAYMENT OF CREDITORS

The company's policy is to pay creditors on or before the due date. If for any reason payment cannot be made the creditor is advised accordingly

#### **DIRECTORS' RESPONSIBILITIES**

The directors are responsible for preparing the Annual 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). 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,

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#### THE DIRECTORS' REPORT (continued)

#### YEAR ENDED 30 JUNE 2007

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 proper accounting records that 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 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.

In so far as the directors are aware

- there is no relevant audit information of which the company's auditor is unaware, and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information

#### **DONATIONS**

During the year the company made the following contributions

	2007	2006
	£	£
Charitable	11,597	-
		_

#### **AUDITOR**

A resolution to re-appoint P R Hornsby & Company Limited as auditor for the ensuing year will be proposed at the annual general meeting in accordance with section 385 of the Companies Act 1985

Registered office 3 Castle Gate Castle Street Hertford Hertfordshire SG14 1HD Signed by order of the directors

MR J D THORNTON Company Secretary

Approved by the directors on 24/1/2088

# INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF ASHBY & THORNTON PLC

#### **YEAR ENDED 30 JUNE 2007**

We have audited the financial statements of Ashby & Thornton Plc for the year ended 30 June 2007, which have been prepared on the basis of the accounting policies set out on page 9

This report is made solely to the company's shareholders, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's shareholders those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's shareholders as a body, for our audit work, for this report, or for the opinions we have formed

#### RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland)

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed

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

#### BASIS OF AUDIT OPINION

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

# INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF ASHBY & THORNTON PLC (continued)

#### **YEAR ENDED 30 JUNE 2007**

#### **OPINION**

In our opinion

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 30 June 2007 and of its profit for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Directors' Report is consistent with the financial statements

P.R. Hansley company (00

P R HORNSBY & COMPANY LIMITED Chartered Accountants

& Registered Auditors

The Old Mustard Pot 99 High Road Broxbourne Herts EN10 7BN

Lith January 2008

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## **PROFIT AND LOSS ACCOUNT**

## **YEAR ENDED 30 JUNE 2007**

	Note	2007 £	2006 £
TURNOVER	2	176,480	71,979
Cost of sales		13,846	12,629
GROSS PROFIT		162,634	59,350
Administrative expenses		21,285	7,506
OPERATING PROFIT	3	141,349	51,844
Interest receivable and similar income		320	157
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		141,669	52,001
Tax on profit on ordinary activities	6	18,905	_
PROFIT FOR THE FINANCIAL YEAR		122,764	52,001
Balance brought forward		(1,226,080)	(1,278,081)
Balance carried forward		(1,103,316)	(1,226,080)

All of the activities of the company are classed as continuing

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

## **BALANCE SHEET**

#### **30 JUNE 2007**

	2007			2006
	Note	£	£	£
FIXED ASSETS Investments	7		365,000	_
CURRENT ASSETS Stocks	8	65,436		127,982
Debtors	9	14,075		15,616
Cash at bank	•	4,479		6,150
		83,990		149,748
CREDITORS: Amounts falling due within one	10	84,316		436,949
year	10	<del>04,510</del>		<del></del>
NET CURRENT LIABILITIES			(326)	(287,201)
TOTAL ASSETS LESS CURRENT LIABILITIES			364,674	(287,201)
CREDITORS: Amounts falling due after more				
than one year	11		1,217,990	688,879
			(853,316)	(976,080)
CAPITAL AND RESERVES				
Called-up equity share capital	16		250,000	250,000
Profit and loss account			(1,103,316)	(1,226,080)
DEFICIT	17		(853,316)	(976,080)

These financial statements were approved by the directors and authorised for issue on and are signed on their behalf by

MR J D THORNTON

## **CASH FLOW STATEMENT**

## YEAR ENDED 30 JUNE 2007

	2007			2006	
	Note	£	£	£	
NET CASH INFLOW/(OUTFLOW) FROM					
OPERATING ACTIVITIES	18		259,731	(50,022)	
RETURNS ON INVESTMENTS AND					
SERVICING OF FINANCE	18		320	157	
CAPITAL EXPENDITURE AND FINANCIAL					
INVESTMENT	18		(365,000)	_	
CASH OUTFLOW BEFORE FINANCING			(104,949)	(49,865)	
CASH OUTFLOW BEFORE FINANCING			(104,545)	(15,005)	
FINANCING	18		103,278	51,247	
(DECDE A CENTRICHE A CE IN CACH	10		(1,671)	1,382	
(DECREASE)/INCREASE IN CASH	18		(1,0/1)	1,362	

#### NOTES TO THE FINANCIAL STATEMENTS

#### **YEAR ENDED 30 JUNE 2007**

#### 1. ACCOUNTING POLICIES

#### (a) Basis of accounting

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of financial instruments and in accordance with applicable accounting standards

#### (b) Turnover

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

#### (c) Fixed assets

All fixed assets are initially recorded at cost

#### (d) Work in progress

Work in progress is valued on the basis of direct costs plus attributable overheads based on normal level of activity. Provision is made for any foreseeable losses where appropriate. No element of profit is included in the valuation of work in progress.

#### (e) Financial instruments

Trade and other debtors

Trade and other debtors are recognised and carried forward at invoiced amounts less provisions for any doubtful debts. Bad debts are written off when identified

Cash and cash equivalents

Cash and cash equivalents are included in the balance sheet at cost. Cash and cash equivalents comprise cash at bank and in hand and short term deposits with an original maturity of three months or less.

Interest-bearing loans and borrowings

All loans and borrowings are recognised initially at cost, which is the fair value of the consideration received, net of issue costs associated with the borrowing

After initial recognition, interest-bearing loans and borrowings are measured at amortised cost using the effective interest method. Gains or losses are recognised in the profit and loss account when liabilities are derecognised or impaired, as well as through the amortisation process.

## NOTES TO THE FINANCIAL STATEMENTS

## **YEAR ENDED 30 JUNE 2007**

## 2. TURNOVER

The turnover and profit before tax are attributable to the one principal activity of the company An analysis of turnover is given below

	An analysis of turnover is given below		
		2007 £	2006 £
	United Kingdom	176,480	71,979
3.	OPERATING PROFIT		
	Operating profit is stated after charging		
		2007 £	2006 £
	Auditor's remuneration - as auditor - for other services	1,200 500	800 400
4.	PARTICULARS OF EMPLOYEES		
	The average number of staff employed by the company during the financial	cıal year amoı	inted to
		2007 No	2006 No
	Number of management staff	1	1
	The aggregate payroll costs of the above were		
		2007 £	2006 £
	Wages and salaries Social security costs	5,000 -	4,763
		5,000	4,763
5.	DIRECTORS' EMOLUMENTS		
	The directors' aggregate emoluments in respect of qualifying services w	ere	
	Emoluments receivable	2007 £ 5,000	2006 £ 4,763

## NOTES TO THE FINANCIAL STATEMENTS

#### **YEAR ENDED 30 JUNE 2007**

#### 6. TAXATION ON ORDINARY ACTIVITIES

Analysis	of	charge	in	the	year
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	2007 £	2006 £
Current tax		
UK Corporation tax based on the results for the year at 30% (2006 - 30%)	18,905	
Total current tax	18,905	-

#### 7. INVESTMENTS

		Land and property
COST Additions		365,000
At 30 June 2007		365,000
NET BOOK VALUE At 30 June 2007		365,000
At 30 June 2006		-
STOCKS		
	2007	2006
	£	f

Included within Work In Progress above is an amount of £65 436 (2006 - £127,982) in respect of development costs of land held by Mr J D Thornton as nominee

127,982

65,436

#### 9. DEBTORS

Work in progress

8.

	2007	2006
	£	£
Trade debtors	4,298	15,616
Other debtors	9,777	
	14,075	15,616

## NOTES TO THE FINANCIAL STATEMENTS

#### **YEAR ENDED 30 JUNE 2007**

#### 10. CREDITORS: Amounts falling due within one year

	2007	2006
	£	£
Bank loans	_	426,533
Trade creditors	63,211	6,863
Other creditors including taxation		
Taxation	18,905	2,753
Other creditors	700	
	82,816	436,149
Accruals and deferred income	1,500	800
	84,316	436,949

The loan due to Banque Nationale de Paris has been transferred to the directors loan account during the year

The directors took this decision on the basis that despite numerous attempts to obtain confirmation from the bank of the amount due to clear the loan no reply has been received and the last correspondence received from the bank was in 1998

The directors have agreed to settle this loan personally if the bank subsequently pursues the debt

#### 11. CREDITORS: Amounts falling due after more than one year

	2007	2006
	£	£
Other creditors		
Directors' loan accounts	1,217,990	688,879

The following aggregate liabilities disclosed under creditors falling due after more than one year are due for repayment after more than five years from the balance sheet date

	2007	2006
	£	£
Directors' loan accounts	1,217,990	688,879

The loan from the directors is not payable by instalments nor is any interest accruing on the loan. The loan will be repaid when the company has sufficient capital to do so

The creditors are secured by means of a debenture dated 26 February 2007 which gives a fixed and floating charge over the company's assets

#### 12. GOING CONCERN

At 30 June 2007 the company's liabilities exceeded its assets by £853,316 (2006 - £976,080). The company continues to trade because the directors are of the opinion that all long term creditors are due to the directors and the directors will continue to offer their financial support to the company.

#### NOTES TO THE FINANCIAL STATEMENTS

#### **YEAR ENDED 30 JUNE 2007**

#### 13. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The company holds or issues financial instruments in order to achieve three main objectives, being

- (a) to finance its operations,
- (b) to manage its exposure to interest and currency risks arising from its operations and from its sources of finance, and
- (c) for trading purposes

In addition, various financial instruments (e.g. trade debtors, trade creditors, accruals and prepayments) arise directly from the company's operations

Transactions in financial instruments result in the company assuming or transferring to another party one or more of the financial risks described below

#### Credit risk

The company monitors credit risk closely and considers that its current policies of credit checks meets its objectives of managing exposure to credit risk

The company has no significant concentrations of credit risk. Amounts shown in the balance sheet best represent the maximum credit risk exposure in the event other parties fail to perform their obligations under financial instruments.

#### 14. TRANSACTIONS WITH THE DIRECTORS

The maximum amount of the directors loan at any point during the year was £1,217,990 (2006 - £688,879)

#### 15. RELATED PARTY TRANSACTIONS

The directors, Mr J D Thornton and Mrs V J Thornton, are materially interested in the share capital of Ashby & Horner Limited (AHL), Hurford Salvi Carr Property Management Limited (HSCPML), Saracen Investments Limited (SIL) and Heritage Court Management Limited (HCML)

The company made sales to the value of £74,020 (2006 - £77,508), and purchased goods and services to the value of £56,764 (2006 - £11,473) from related parties. These transactions were made on normal commercial terms

At 30 June 2007 the company was owed £Nil (2006 - £11,322) from AHL and £Nil (2006 - £601) from HCML The company also owed £44,589 (2006 - £Nil) to AHL, £10,194 (2006 - £Nil) to HSCPML, £2,566 (2006 - £984) to SIL and £30 (2006 - £Nil) to HCML

## NOTES TO THE FINANCIAL STATEMENTS

## YEAR ENDED 30 JUNE 2007

## 16. SHARE CAPITAL

	•				
				2007	2006
	7,000,000 Ordinary shares of £1 each			£ 7,000,000	£ 7,000,000
	Allotted, called up and fully paid:				
		2007		2006	5
		No No	£	No	£
	Ordinary shares of £1 each	250,000	250,000	250,000	250,000
17.	RECONCILIATION OF MOVEMENTS I	N SHAREI	HOLDERS'	FUNDS	
				2007	2006
	Profit for the financial year			£ 122,764	£ 52,001
	Opening shareholders' deficit			(976,080)	(1,028,081)
	Closing shareholders' deficit			(853,316)	(976,080)
18.	NOTES TO THE STATEMENT OF CASE	I FLOWS			
	RECONCILIATION OF OPERATING PR FROM OPERATING ACTIVITIES	OFIT TO	NET CASH	INFLOW/(O	UTFLOW)
				2007	2006
	Operating profit			£ 141,349	£ 51,844
	Decrease/(increase) in stocks			62,546	(82,621)
	Decrease/(increase) in debtors			1,541	(9,135)
	Increase/(decrease) in creditors			54,295	(10,110)
	Net cash inflow/(outflow) from operating acti	vities		259,731	(50,022)
	RETURNS ON INVESTMENTS AND SERVICING OF FINANCE				
				2007	2006
	Interest received			£ 320	£ 157
		and common	a of		<del>10.</del>
	Net cash inflow from returns on investments a finance	ina servicin	g oi	320	157
	CAPITAL EXPENDITURE AND FINANCE	CIAL INVE	STMENT		
				2007	2006
	Acquisition of fixed point investments			£ (365,000)	£
	Acquisition of fixed asset investments			<del>'</del> '	_
	Net cash outflow for capital expenditure and	tinancial in	vestment	(365,000)	-

## NOTES TO THE FINANCIAL STATEMENTS

## YEAR ENDED 30 JUNE 2007

## 18. NOTES TO THE STATEMENT OF CASH FLOWS (continued)

## **FINANCING**

		2007 £	2006 £						
Repayment of bank loans		(426,533)							
Net inflow from other short-term creditors		700	<u> </u>						
Repayment of directors' long-term loans		<u>529,111</u>	51,247						
Net cash inflow from financing		103,278	51,247						
RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET DEBT									
	200	7	2006						
	£	£	£						
(Decrease)/increase in cash in the period	(1,671)		1,382						
Net cash outflow from bank loans	426,533		_						
Net (inflow) from other short-term creditors	(700)		_						
Cash (inflow) from directors' long-term loans	(529,111)		(51,247)						
		(104,949)	(49,865)						
Change in net debt		(104,949)	(49,865)						
Net debt at 1 July 2006		(1,109,262)	(1,059,397)						
Net debt at 30 June 2007		(1,214,211)	(1,109,262)						
ANALYSIS OF CHANGES IN NET DEBT									
	At		At						
	1 Jul 2006 £	Cash flows	30 Jun 2007 £						
Net cash	L	æ.	L						
Cash in hand and at bank	6,150	( <u>1,671</u> )	4,479						
Debt									
Debt due within 1 year	(426,533)	425,833	(700)						
Debt due after 1 year	(688,879)	(529,111)	(1,217,990)						
	(1,115,412)	(103,278)	(1 <b>,218,690</b> )						
Net debt	(1,109,262)	(104,949)	(1,214,211)						