

# **James Briggs Holdings Limited**

## **Directors' report and consolidated financial statements**

**31 March 2000**

Registered number 3580791



# James Briggs Holdings Limited

## Directors' report and consolidated financial statements

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# James Briggs Holdings Limited

## Directors' report

The directors present their annual report and the audited consolidated financial statements for the year ended 31 March 2000. The comparative data within these financial statements represents the period from 12 June 1998 to 31 March 1999.

## Principal activities

The principal activities of the group are the manufacture, packing, sale and distribution of paints, lubricants, chemicals and polishes.

## Business review

The results of the group for the year are set out on page 6 of these financial statements.

## Proposed dividend and transfer to reserves

In accordance with the rights attached to the shares, the directors have paid an interim dividend of £134,000 (5.488 pence per share) and recommend the payment of a final dividend of £268,200 (10.984 pence per share) to the holders of the 'A' ordinary shares. The directors also recommend the payment of a final dividend of £174,800 (8.404 pence per share) to the holders of the ordinary shares.

After accounting for the above dividends, the profit for the year retained by the group is £9,000.

## Directors and directors' interests

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

		Ordinary shares	
		31 March 2000	31 March 1999
J D Stocks	(appointed 1 January 2000)	-	-
P Barry		720,441	691,149
NT Edwards		460,766	460,766
W Seager	(resigned 30 April 1999)	-	115,083
M Fairman	(resigned 30 June 2000)	86,246	69,092
RJ Murie		114,953	92,088
M Lyth		32,210	25,803
		<hr/>	<hr/>

# James Briggs Holdings Limited

## Directors' report *(continued)*

### **Year 2000**

James Briggs Holdings Limited regularly reviews and updates information systems and recognised some time ago the importance of millennium compliance. A programme was initiated and has largely been implemented to upgrade the systems in full. To date the group has not suffered any significant weaknesses as a result of the year 2000 issue.

The costs of making the system year 2000 compliant were incidental to the total cost of upgrading the systems in full.

### **Employee involvement**

The company has continued its practice of keeping employees informed of matters affecting them and of the financial and economic factors affecting the performance of the company. This is achieved through consultation with employee representatives and through company briefings.

### **Disabled employees**

Applications for employment by disabled persons are given full and fair consideration for all vacancies in accordance with their particular aptitudes and abilities. In the event of employees becoming disabled, every effort is made to retrain them in order that their employment with the group may continue.

It is the policy of the group that training, career development and promotion opportunities should be available to all employees.

### **Supplier payment policy**

Terms and conditions of payment for the supply of goods and services are agreed in advance with our suppliers and payments are made generally with those terms.

# James Briggs Holdings Limited

## Directors' report *(continued)*

### Auditors

In accordance with Section 384 (1) of the Companies Act 1985, a resolution for the re-appointment of KPMG as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

By order of the board



NT Edwards  
*Secretary*

Springfield Works  
Salmon Fields  
Royton  
Oldham  
Lancashire  
OL2 6HZ

# James Briggs Holdings Limited

## Statement of directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the group, and of the profit or loss of the group for that period. In preparing those 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;
- state whether applicable accounting standards have been followed, subject to any material departures, disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group will continue in business.

The directors are responsible for maintaining proper accounting records which disclose with reasonable accuracy at any time the financial position of the group and to enable them to ensure that the financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the group and to prevent and detect fraud and other irregularities.



## Auditors' report to the members of James Briggs Holdings Limited

We have audited the financial statements on pages 6 to 28.

### **Respective responsibilities of directors and auditors**

The directors are responsible for preparing the directors' report and, as described on page 4, the financial statements, in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

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. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if 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 transactions with the group are not disclosed.

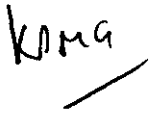
### **Basis of audit opinion**

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the 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 group and 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.

### **Opinion**

In our opinion the financial statements give a true and fair view of the state of the group and the company's affairs as at 31 March 2000 and of the profit of the group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

  
**KPMG**  
*Chartered Accountants*  
*Registered Auditors*

21 July 2000



# James Briggs Holdings Limited

## Consolidated profit and loss account for the year ended 31 March 2000

	<i>Note</i>	<b>Year ended 31 March 2000 £000</b>	<b>Period ended 31 March 1999 £000</b>
<b>Turnover from continuing operations</b>	2	<b>21,838</b>	12,307
Cost of sales		(12,917)	(7,069)
<b>Gross profit</b>		<b>8,921</b>	5,238
Other operating charges	4	(7,016)	(4,066)
<b>Operating profit from continuing operations</b>		<b>1,905</b>	1,172
Interest payable and similar charges	7	(889)	(600)
<b>Profit on ordinary activities before taxation</b>	2-7	<b>1,016</b>	572
Tax on profit on ordinary activities	8	(430)	(200)
<b>Profit on ordinary activities after taxation</b>		<b>586</b>	372
Dividends paid and proposed	9	(577)	(114)
<b>Retained profit for the year/period</b>		<b>9</b>	258

The group has no recognised gains or losses in either the current or preceding financial year/period other than those reported above and consequently no statement of total recognised gains and losses has been presented.

# James Briggs Holdings Limited

## Consolidated balance sheet

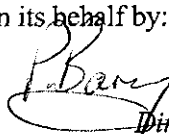
as at 31 March 2000

	Note	2000 £000	1999 £000
<b>Fixed assets</b>			
Tangible assets	10	3,777	3,607
Intangible assets	11a	76	80
Goodwill	11b	6,913	7,277
Investment in own shares	26	26	13
		<u>10,792</u>	<u>10,977</u>
<b>Current assets</b>			
Stocks	13	2,958	2,417
Debtors	14	4,583	4,902
Cash at bank and in hand		103	223
		<u>7,644</u>	<u>7,542</u>
<b>Creditors: amounts falling due within one year</b>	15	<u>(6,773)</u>	<u>(6,280)</u>
<b>Net current assets</b>		871	1,262
<b>Total assets less current liabilities</b>		<u>11,663</u>	<u>12,239</u>
<b>Creditors: amounts falling due after more than one year</b>	16	(6,761)	(7,369)
<b>Provisions for liabilities and charges</b>	17	(95)	(95)
<b>Government grants</b>	18	(48)	(25)
<b>Net assets</b>		<u>4,759</u>	<u>4,750</u>
<b>Capital and reserves</b>			
Called up share capital	19	4,522	4,522
Profit and loss account	22	237	228
<b>Total shareholders' funds</b>		<u>4,759</u>	<u>4,750</u>
<b>Analysed between:</b>			
Equity shareholders' funds		2,570	2,185
Non-equity shareholders' funds		2,189	2,565
<b>Total shareholders' funds</b>		<u>4,759</u>	<u>4,750</u>

These financial statements were approved by the board of directors on  
were signed on its behalf by:

21 JULY 2000 and

P Barry

  
Directors

NT Edwards





# James Briggs Holdings Limited

## Company balance sheet

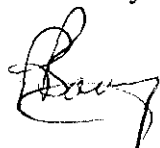
as at 31 March 2000

	Note	2000 £000	1999 £000
<b>Fixed assets</b>			
Investments	12	13,413	13,403
<b>Current assets</b>			
Debtors	14	1,120	1,135
<b>Creditors: amounts falling due within one year</b>	15	(2,986)	(2,097)
<b>Net current liabilities</b>		(1,866)	(962)
<b>Total assets less current liabilities</b>		11,547	12,441
<b>Creditors: amounts falling due after more than one year</b>	16	(6,951)	(7,513)
<b>Net assets</b>		4,596	4,928
<b>Capital and reserves</b>			
Called up share capital	19	4,522	4,522
Profit and loss account	22	74	406
<b>Total shareholders' funds</b>		4,596	4,928
<b>Analysed between:</b>			
Equity shareholders' funds		2,482	2,267
Non-equity shareholders' funds		2,114	2,661
<b>Total shareholders' funds</b>		4,596	4,928

These financial statements were approved by the board of directors on  
were signed on its behalf by:

21 JULY 2000 and

P Barry



Directors

NT Edwards





# James Briggs Holdings Limited

## Consolidated cash flow statement for the year ended 31 March 2000

	<i>Note</i>	<b>Year ended 31 March 2000 £000</b>	<b>Period ended 31 March 1999 £000</b>
Net cash inflow from operating activities		2,724	3,403
Returns on investments and servicing of finance	21	(1,388)	(77)
Taxation	21	(505)	(553)
Capital expenditure and financial investment	21	(907)	(399)
Acquisitions	21	(10)	(13,403)
Cash outflow before management of liquid resources and financing		(86)	(11,029)
Financing	21	(86)	12,571
<b>(Decrease)/increase in cash and cash equivalents</b>		<b>(172)</b>	<b>1,542</b>

## Reconciliation of operating profit to operating cash flows for the year ended 31 March 2000

	<b>Year ended 31 March 2000 £000</b>	<b>Period ended 31 March 1999 £000</b>
Operating profit	1,905	1,172
Depreciation and amortisation charge	1,147	624
Loss on sale of fixed assets	19	57
(Increase)/decrease in stocks	(541)	433
Decrease/(increase) in debtors	319	(151)
(Decrease)/increase in creditors	(103)	1,311
Release of government grant	(22)	(13)
Share issue costs transferred to reserves	-	(30)
<b>Net cash inflow from operating activities</b>	<b>2,724</b>	<b>3,403</b>

## Reconciliation of net cash flow to movement in net debt for the year ended 31 March 2000

	<i>Note</i>	<b>Year ended 31 March 2000 £000</b>	<b>Period ended 31 March 1999 £000</b>
<b>(Decrease)/increase in cash and cash equivalents</b>		<b>(172)</b>	<b>1,542</b>
Cash outflow/(inflow) from decrease/(increase) in debt and lease financing		86	(8,084)
Net debt on acquisition		-	(1,512)
New finance leases entered into		(19)	(35)
<b>Movement in net debt in year</b>	23	<b>(105)</b>	<b>(8,089)</b>
Net debt brought forward	23	(8,089)	-
<b>Net debt carried forward</b>	23	<b>(8,194)</b>	<b>(8,089)</b>

# James Briggs Holdings Limited

## Reconciliation of movement in shareholders' funds

for the year ended 31 March 2000

	Group Year ended 31 March 2000 £000	Company Year ended 31 March 2000 £000	Group Period ended 31 March 1999 £000	Company Period ended 31 March 1999 £000
<b>Profit for the financial period</b>	<b>586</b>	<b>245</b>	<b>372</b>	<b>550</b>
Dividends paid and proposed	(577)	(577)	(114)	(114)
	<u>9</u>	<u>(332)</u>	<u>258</u>	<u>436</u>
Share capital subscribed	-	-	4,522	4,522
Less: share issue costs	-	-	(30)	(30)
	<u>9</u>	<u>(332)</u>	<u>4,750</u>	<u>4,928</u>
<b>Net addition to/(reduction in) shareholders' funds</b>	<b>9</b>	<b>(332)</b>	<b>4,750</b>	<b>4,928</b>
Opening shareholders' funds	4,750	4,928	-	-
	<u>4,759</u>	<u>4,596</u>	<u>4,750</u>	<u>4,928</u>
<b>Closing shareholders' funds</b>	<b>4,759</b>	<b>4,596</b>	<b>4,750</b>	<b>4,928</b>

# James Briggs Holdings Limited

## Notes

*(forming part of the financial statements)*

### 1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

#### *Basis of preparation*

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost convention.

#### *Basis of consolidation*

The group financial statements consolidate the financial statements of James Briggs Holdings Limited, its trading subsidiary undertaking and the results of the James Briggs Employee Benefit Trust (see note 26) drawn up to 31 March 2000. The acquisition method of accounting has been adopted. Under this method of accounting, the results of subsidiaries are included from the date effective control passed.

No profit and loss account is presented for James Briggs Holdings Limited as permitted by section 230 (4) of the Companies Act 1985. Details of the individual profit and loss for James Briggs Holdings Limited for the financial year is shown in note 22 to these financial statements.

#### *Depreciation*

Depreciation on fixed assets is provided on the straight-line method, after taking account of residual value where appropriate, at rates designed to write off the original cost over their useful lives as follows:

Land and buildings	-	3%
Leasehold improvements	-	Term of lease
Plant, machinery and equipment	-	10% - 15%
Motor vehicles	-	10% - 50%
Computer equipment	-	25%

#### *Leases*

Where the company enters into a lease which entails taking substantially all the risks and rewards of ownership of an asset, the lease is treated as a 'finance lease'. The asset is recorded in the balance sheet as a tangible fixed asset and is depreciated over its estimated useful life or the term of the lease, whichever is shorter. Future instalments under such leases, net of finance charges, are included within creditors. Rentals payable are apportioned between the finance element, which is charged to the profit and loss account, and the capital element which reduces the outstanding obligation for future instalments.

All other leases are accounted for as 'operating leases' and the rental charges are charged to the profit and loss account on a straight line basis over the life of the lease.



# James Briggs Holdings Limited

## Notes (continued)

### 1 Accounting policies (continued)

#### *Stock*

Stock is valued at the lower of cost and net realisable value.

Cost reflects the cost incurred to bring each product to its present location including factory overheads.

#### *Intangible assets*

Certain trademarks, the value of which are not expected to diminish in the foreseeable future, have been recorded at cost, less appropriate provisions, as fixed intangible assets. An annual amortisation is provided on these assets to write them off over 20 years. However, their value is reviewed annually by the directors and the cost written down where any additional permanent diminution in value has occurred.

#### *Point of sale stands*

The cost of point of sale stands is treated as a merchandising expense and written off to the profit and loss account in the period in which the expenditure is incurred.

Where the company has a defined trading contract, expenditure on stands is deferred such that it is written off over the life of the contract on an accelerated basis.

#### *Government grants*

Government grants in respect of capital expenditure are credited to a deferred income account and are released to the profit and loss account by equal annual instalments over the expected useful lives of the relevant assets.

#### *Foreign currencies*

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

#### *Taxation*

The charge for taxation is based on the result for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Provision is made for deferred tax only to the extent that it is probable that an actual liability will crystallise.

# James Briggs Holdings Limited

## Notes (continued)

### 1 Accounting policies (continued)

#### *Goodwill*

Goodwill represents the excess of the fair value of the consideration paid over the fair value of the separable net assets acquired. In accordance with FRS 10, goodwill generated is being written off directly to the profit and loss account over 20 years.

#### *Turnover*

Turnover represents the value of goods sold during the year (excluding value added tax).

#### *Pension costs*

Defined contribution pension arrangements are made for certain employees of the company. The company's contributions are charged against the profit and loss account in the year in which they become payable. The assets of pension schemes are held separately from those of the company in independently administered funds.

#### *Related party transactions*

The directors have taken advantage of the exemption in Financial Reporting Standard Number 8 paragraph 3(c) and have not disclosed transactions with group companies.

### 2 Analysis of turnover and profit on ordinary activities before taxation

Turnover and profit on ordinary activities before taxation relate entirely to the principal activity of the group.

The geographical split of turnover is detailed below:

	Year ended 31 March 2000 £000	Period ended 31 March 1999 £000
United Kingdom	18,902	10,777
Rest of Europe	2,452	1,349
Other	484	181
	<hr/> 21,838 <hr/>	<hr/> 12,307 <hr/>

# James Briggs Holdings Limited

## Notes (continued)

### 3 Profit on ordinary activities before taxation

*The profit on ordinary activities before taxation is stated:*

	Year ended 31 March 2000 £000	Period ended 31 March 1999 £000
<i>after charging/(crediting)</i>		
Auditors' remuneration:		
- audit (parent company)	2	5
- audit (group)	21	20
- other services	14	283
Depreciation of tangible fixed assets - owned	718	376
Depreciation of tangible fixed assets - leased	51	44
Amortisation of goodwill	374	200
Amortisation of intangible fixed assets	4	4
Hire of plant and machinery - rentals payable under operating leases	5	2
Hire of other assets - rentals payable under operating leases	142	83
Loss on sale of fixed assets	19	57
Release of government grant	(22)	(13)
	<hr/>	<hr/>

### 4 Other operating charges

	Year ended 31 March 2000 £000	Period ended 31 March 1999 £000
Distribution costs	2,644	1,791
Administration costs	4,393	2,269
Employee Benefit Trust net costs	(21)	6
	<hr/>	<hr/>
	7,016	4,066
	<hr/>	<hr/>

# James Briggs Holdings Limited

## Notes (continued)

### 5 Staff numbers and costs

The average number of persons employed by the company (including directors) during the period, analysed by category, was as follows:

	Average number of employees	
	Year ended 31 March 2000	Period ended 31 March 1999
Production and distribution	226	226
Sales	29	28
Administration	20	20
	<u>275</u>	<u>274</u>

The aggregate payroll of these persons was as follows:

	Year ended 31 March 2000 £000	Period ended 31 March 1999 £000
Wages and salaries	4,225	2,319
Social security costs	381	206
Other pension costs (see note 25)	79	51
	<u>4,685</u>	<u>2,576</u>

### 6 Remuneration of directors

	Year ended 31 March 2000 £000	Period ended 31 March 1999 £000
Directors' emoluments:		
Remuneration as executives	371	232
Pension contributions paid	36	18
	<u>407</u>	<u>250</u>

The combined emoluments, excluding pension contributions, of the two chairmen in office during the year were £21,393 and those of the highest paid director were £92,000.

Pension contributions are paid in respect of 6 directors (1999: 6).

# James Briggs Holdings Limited

## Notes (continued)

### 7 Interest payable and similar charges

	Year ended 31 March 2000 £000	Period ended 31 March 1999 £000
Interest payable on bank overdraft wholly repayable within one year	5	6
Hire purchase interest	15	13
Interest payable on other loans repayable within one year	71	86
Interest payable on bank loans repayable after five years by instalments	408	279
Interest payable on other loans wholly repayable after five years	388	225
Other interest	2	(9)
	<u>889</u>	<u>600</u>

### 8 Taxation

	Year ended 31 March 2000 £000	Period ended 31 March 1999 £000
UK corporation tax at 30% (31%:1999) on the profit for the period on ordinary activities	430	200
	<u>430</u>	<u>200</u>

Details relating to deferred taxation are shown in note 17 to these financial statements.

The effective tax rate is 42.3%. This is high due to the amortisation of goodwill during the year which is not allowable for corporation tax purposes. Excluding this item results in an effective tax rate of 31.7%.

# James Briggs Holdings Limited

## Notes (continued)

### 9 Dividends paid and proposed

	Year ended 31 March 2000 £000	Period ended 31 March 1999 £000
<b>'A' ordinary shares:</b>		
8 pence per share fixed dividend - paid	134	-
8 pence per share fixed dividend - proposed	63	114
	<u>197</u>	<u>114</u>
<b>'A' ordinary shares and ordinary shares:</b>		
'A' ordinary share of 40% of net profit - proposed	205	-
Ordinary share of 40% of net profit - proposed	175	-
	<u>577</u>	<u>114</u>

### 10 Tangible fixed assets

	Freehold land and buildings £000	Leasehold improvements £000	Plant, machinery & equipment £000	Motor vehicles £000	Total £000
<b>Group</b>					
<b>Cost</b>					
At beginning of year	1,251	474	5,305	297	7,327
Additions	31	-	892	51	974
Disposals	-	-	(45)	(75)	(120)
At end of year	<u>1,282</u>	<u>474</u>	<u>6,152</u>	<u>273</u>	<u>8,181</u>
<b>Depreciation</b>					
At beginning of year	355	69	3,133	163	3,720
Charge for year	34	20	650	65	769
Disposal	-	-	(25)	(60)	(85)
At end of year	<u>389</u>	<u>89</u>	<u>3,758</u>	<u>168</u>	<u>4,404</u>
<b>Net book value</b>					
At 31 March 2000	<u>893</u>	<u>385</u>	<u>2,394</u>	<u>105</u>	<u>3,777</u>
At 31 March 1999	<u>896</u>	<u>405</u>	<u>2,172</u>	<u>134</u>	<u>3,607</u>

Included in the total net book value of fixed assets is £151,361 (1999: £204,000) in respect of assets held under finance lease agreements. Depreciation for the year on these assets was £50,781 (1999: £44,000).

# James Briggs Holdings Limited

## Notes (continued)

### 11a Intangible fixed assets (*Trademarks*)

#### Trademarks £000

#### *Group*

#### *Cost*

At beginning and end of the year

89

#### *Amortisation*

At beginning of the year

9

Provision in the year

4

At end of year

13

#### *Net book value*

At 31 March 2000

76

At 31 March 1999

80

### 11b Intangible fixed assets (*Goodwill*)

#### Goodwill £000

#### *Group*

#### *Cost*

At beginning and end of year

7,477

Additions

10

At end of the year

7,487

#### *Amortisation*

At beginning of year

200

Charge for year

374

At end of year

574

#### *Net book value*

At 31 March 2000

6,913

At 31 March 1999

7,277

For details relating to additions see note 12 to these financial statements.

# James Briggs Holdings Limited

## Notes (continued)

### 12 Fixed asset investments

	Company £000
<i>Shares in subsidiary undertakings at cost</i>	
At beginning and end of year	13,403
Additions (see below)	10
At end of the year	<u>13,413</u>

Additions of £10,000 during the year relate to additional costs incurred for the acquisition of James Briggs Limited as at 28 August 1998. Further details relating to this acquisition are shown in the financial statements of this company for the period ended 31 March 1999.

Subsidiary undertakings	Country of registration	Shares held	Shares held by James Briggs Holdings Limited	Nature of business
James Briggs Limited	England and Wales	Ordinary	100%	Manufacture, packing, sale and distribution of paints, lubricants, chemicals and polishes
Hycote Limited	England and Wales	Ordinary	100%*	Dormant
Tek International Limited	England and Wales	Ordinary	100%*	Dormant
James Briggs Trustee Limited	England and Wales	Ordinary	100%*	Dormant

\* Held indirectly by James Briggs Limited

### 13 Stocks

	Group 2000 £000	Group 1999 £000
Raw materials	2,295	1,788
Finished and partly finished goods	663	629
	<u>2,958</u>	<u>2,417</u>

The company held no stocks at either the current or preceding year end.



# James Briggs Holdings Limited

## Notes (continued)

### 14 Debtors

	Group 2000 £000	Company 2000 £000	Group 1999 £000	Company 1999 £000
Trade debtors	4,479	-	4,685	-
Other debtors	4	220	68	207
Dividend receivable	-	900	-	928
Prepayments and accrued income	100	-	149	-
	<u>4,583</u>	<u>1,120</u>	<u>4,902</u>	<u>1,135</u>

All debtors fall due within one year.

### 15 Creditors: amounts falling due within one year

	Group 2000 £000	Company 2000 £000	Group 1999 £000	Company 1999 £000
Bank loans and overdraft	640	640	529	529
Other loans	849	-	339	-
Obligations under finance leases and hire purchase contracts	58	-	86	-
Trade creditors	3,072	-	2,604	-
Amounts owed to subsidiary undertakings	-	1,852	-	1,134
Corporation tax	378	-	453	-
Other creditors	3	-	70	-
Other taxes and social security	442	-	611	-
Accruals and deferred income	888	51	1,474	320
Proposed dividend	443	443	114	114
	<u>6,773</u>	<u>2,986</u>	<u>6,280</u>	<u>2,097</u>

Bank loans and overdraft are secured by the freehold and leasehold land of the group and a fixed and floating charge over all the assets of the group.

Other loans are secured by the trade debtors of the group.

# James Briggs Holdings Limited

## Notes (continued)

### 16 Creditors: amounts falling due after more than one year (continued)

	Group 2000 £000	Company 2000 £000	Group 1999 £000	Company 1999 £000
Bank loans	3,460	3,460	4,022	4,022
Loan notes due to third parties	3,258	3,258	3,258	3,258
Loan notes due to group undertakings	-	233	-	233
Obligations under finance leases and hire purchase contracts	32	-	78	-
Amounts due to group undertakings	11	-	11	-
	<u>6,761</u>	<u>6,951</u>	<u>7,369</u>	<u>7,513</u>

Bank loans carry an interest rate of 1.75% above LIBOR. Details of the repayment schedules are shown below.

Loan notes due to third parties and to group undertakings carry an interest rate of 11%. Details of the repayment schedules are shown below. Repayments commence on 31 August 2005 and are payable in 10 half yearly equal instalments. Amounts due to group undertakings relate to James Briggs Employee Benefit Trust.

Bank loans and overdraft are secured by the freehold and leasehold land of the group and a fixed and floating charge over all the assets of the group.

# James Briggs Holdings Limited

## Notes (continued)

### 16 Creditors: amounts falling due after more than one year (continued)

The maturity of obligations under bank loans and overdrafts, finance leases, other loans and loan notes is as follows:

	Group 2000 £000	Company 2000 £000	Group 1999 £000	Company 1999 £000
<i>Within one year</i>				
Bank loans and overdrafts	640	640	529	529
Other loans	849	-	339	-
Obligations under finance leases and hire purchase contracts	58	-	86	-
<i>Between one and within two years</i>				
Bank loans	674	674	564	564
Obligations under finance leases and hire purchase contracts	32	-	78	-
<i>Between two and within five years</i>				
Bank loans	2,420	2,420	2,210	2,210
<i>After five years</i>				
Bank loans	366	366	1,248	1,248
Loan notes	3,258	3,491	3,258	3,491
	<u>8,297</u>	<u>7,591</u>	<u>8,312</u>	<u>8,042</u>

### 17 Provisions for liabilities and charges

#### *Deferred taxation*

At beginning and end of year

Group and  
company  
£000

95

# James Briggs Holdings Limited

## Notes (continued)

### 17 Provisions for liabilities and charges (continued)

	Group		Group	
	Provided	Unprovided	Provided	Unprovided
	2000	2000	1999	1999
	£000	£000	£000	£000
Accelerated capital allowances	118	124	126	127
Other timing differences	(23)	-	(31)	-
	<u>95</u>	<u>124</u>	<u>95</u>	<u>127</u>
	=====	=====	=====	=====

The company held no provided or unprovided amounts of deferred tax at either the current or preceding year/period end.

### 18 Government grants

	Group £000
At beginning of year	25
New grant received during the year	45
Transfer to profit and loss account	(22)
At end of year	<u>48</u>
	=====

The government grant relates to the company's development of the Foxdenton Lane site and is being amortised over four years.

### 19 Called up share capital

	Company 2000 £	Company 1999 £
<i>Authorised, allotted, called up and fully paid</i>		
2,441,829 'A' ordinary shares of £1 each	2,441,829	2,441,829
2,080,076 ordinary shares of £1 each	2,080,076	2,080,076
	<u>4,521,905</u>	<u>4,521,905</u>
	=====	=====

# James Briggs Holdings Limited

## Notes *(continued)*

### 20 **Called up share capital** *(continued)*

#### **Rights attached to shares - Dividends**

The profits of the company available for distribution are payable as detailed below:

First in paying the holders of the 'A' ordinary shares a dividend of 8 pence per share per annum.

Second in paying the holders of the 'A' ordinary shares and the ordinary shares a sum of 40% of net profit, commencing 1 April 1999.

Third in paying the holders of the 'A' ordinary shares the Excess Benefits.

#### **Rights attached to shares - Voting**

All shares carry one vote.

#### **Rights attached to shares - Capital**

The assets of the company remaining after settlement of all liabilities and costs on winding up shall be payable as follows:

First in paying the holders of the 'A' ordinary shares £1 per share.

Second in paying the holders of the ordinary shares £1 per share.

Third in paying the holders of the 'A' ordinary shares and holders of the ordinary shares the remaining amount in proportion to the shares held.

#### **Rights attached to shares - Conversion**

The holders of the 'A' ordinary shares may, at any time, convert the whole of their 'A' ordinary shares into a like number of ordinary shares.



# James Briggs Holdings Limited

## Notes (continued)

### 21 Analysis of items netted in the cash flow statement

#### Returns on investment and servicing of finance

	Group 2000 £000	Group 1999 £000
Interest paid	(1,125)	(297)
Finance lease interest paid	(15)	(13)
Realisation of investments in own shares	-	233
Non-equity dividends paid	(248)	-
	<u>(1,388)</u>	<u>(77)</u>

#### Taxation

	Group 2000 £000	Group 1999 £000
UK corporation tax paid	(505)	(553)

#### Capital expenditure and financial investment

	Group 2000 £000	Group 1999 £000
Purchase of tangible fixed assets	(955)	(437)
Proceeds from the sale of tangible fixed assets	16	38
Government grant received	45	-
Purchase of investments within EBT	(13)	-
	<u>(907)</u>	<u>(399)</u>

#### Acquisitions

	Group 2000 £000	Group 1999 £000
Purchase of subsidiary undertaking	(10)	(13,403)

# James Briggs Holdings Limited

## Notes (continued)

### 21 Analysis of items netted in the cash flow statement (continued)

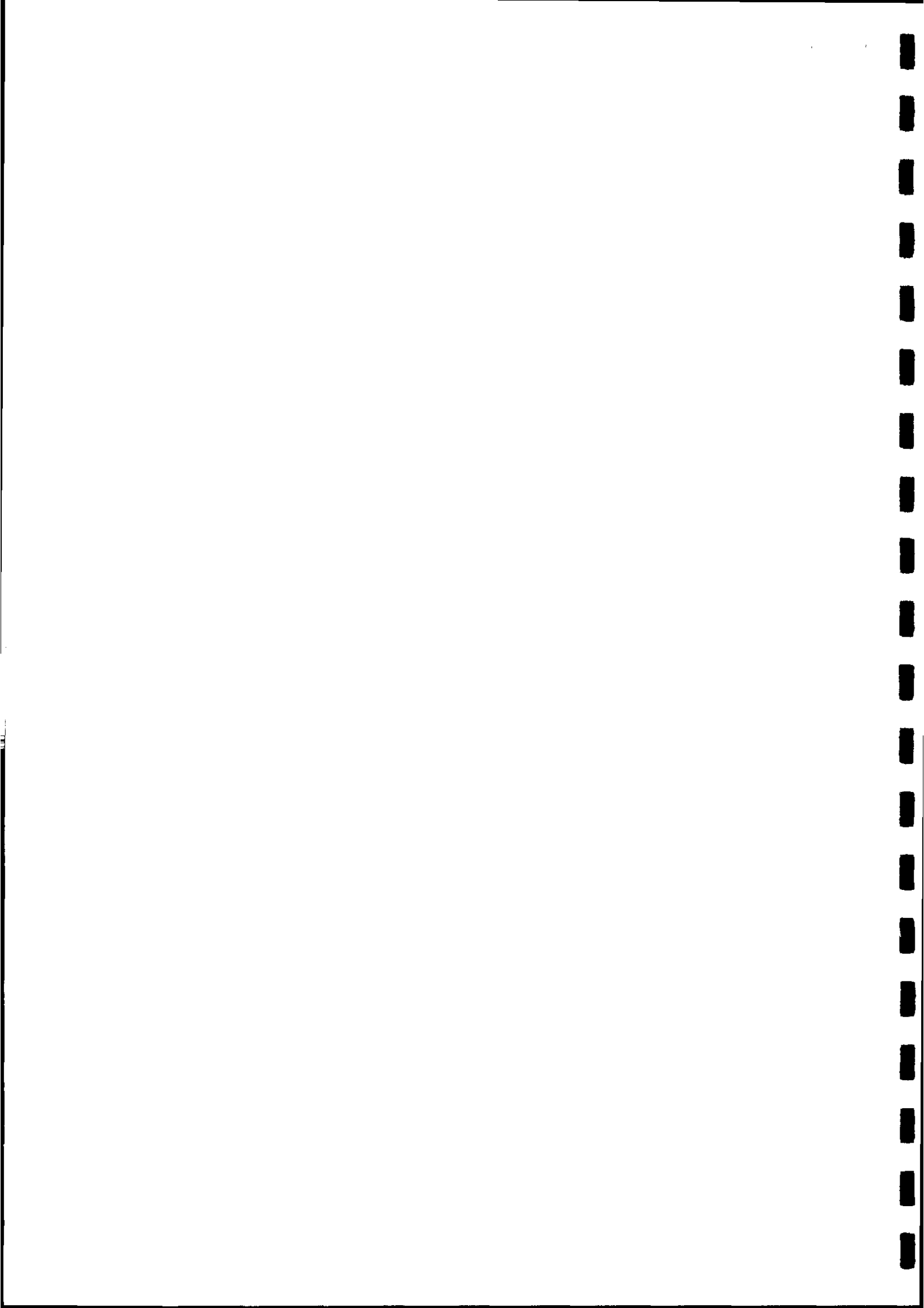
#### Financing

	Group 2000 £000	Group 1999 £000
Share capital subscribed	-	4,522
New loans subscribed	510	8,089
Repayment of borrowing	(503)	-
Capital element of finance lease creditors	(93)	(40)
	<u>(86)</u>	<u>12,571</u>

### 22 Share capital and reserves

	Share capital £000	Profit and loss account £000	Total £000
<b>Group</b>			
At beginning of year	4,522	228	4,750
Retained profit for the year	-	9	9
At end of year	<u>4,522</u>	<u>237</u>	<u>4,759</u>
<b>Company</b>			
At beginning of year	4,522	406	4,928
Retained loss for the year	-	(332)	(332)
At end of year	<u>4,522</u>	<u>74</u>	<u>4,596</u>





# James Briggs Holdings Limited

## Notes (continued)

### 23 Analysis of net debt

	31 March 1999 £000	Cashflow £000	Other non-cash movement £000	31 March 2000 £000
Cash balance	223	(120)	-	103
Bank overdraft	(24)	(52)	-	(76)
		(172)		
<b>Balances due within one year</b>				
Finance leases	(86)	28	-	(58)
Bank loans	(505)	(59)	-	(564)
Other loans	(339)	(510)	-	(849)
<b>Balances due after one year</b>				
Finance leases	(78)	65	(19)	(32)
Bank loans	(4,022)	562	-	(3,460)
Loan notes	(3,258)	-	-	(3,258)
		86		
	(8,089)	(86)	(19)	(8,194)

### 24 Contingent liabilities and commitments

- i) There were no contingent liabilities at 31 March 2000.
- ii) Capital commitments comprised:

	Group 2000 £000	Company 2000 £000	Group 1999 £000	Company 1999 £000
Authorised and contracted for	-	-	-	-
Authorised but not contracted for	-	-	60	-

# James Briggs Holdings Limited

## Notes (continued)

### 24 Contingent liabilities and commitments (continued)

#### iii) Lease commitments

The company leases certain land and buildings on a short term lease. The annual rental on this lease is subject to five yearly rent reviews as specified in the lease.

The minimum annual rentals under the lease are as follows:

	Group 2000 £000	Company 2000 £000	Group 1999 £000	Company 1999 £000
Operating leases which expire after five years	142	-	142	-

### 25 Pensions

The company operates a defined contribution pension scheme for the benefit of certain employees. The assets of the scheme are administered by trustees in a fund independent from those of the company. Pension contributions for the period amounted to £79,000 (1999: £51,000). There were £nil outstanding pension contributions at 31 March 2000 (1999: £nil).

### 26 Investment in own shares

Investment in own shares represents share capital of James Briggs Holdings Limited owned by the James Briggs Employee Benefit Trust ("EBT") and held for the benefit of the employees of the group. Investments in own shares are stated at the lower of cost and share option exercise price less any provision for any permanent diminution in value. All administrative expenses are borne by the EBT. Details relating to the investment in own shares are as follows:

	2000 £000	1999 £000
<b>Employee Benefit Trust</b>		
Investment in shares of James Briggs Holdings Limited	26	13

At 31 March 2000 the EBT held 284,213 (1999: 271,314) shares in James Briggs Holdings Limited.

During the year the directors granted options to acquire 92,801 shares. These options are exercisable within 10 years of grant and are conditional upon there being a sale of the entire issued share capital of the company. The exercise price is 5 pence per share.