REGISTERED NUMBER 05573731 (England and Wales)

Report of the Directors and

Consolidated Financial Statements for the Year Ended 31 December 2012

<u>for</u>

Abraham Moon Holdings Limited

WEDNESDAY

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Abraham Moon Holdings Limited

Company Information for the Year Ended 31 December 2012

DIRECTORS

JPT Walsh GG Lockwood

SECRETARY

G G Lockwood

REGISTERED OFFICE

Netherfield Mills Netherfield Road Guiseley Leeds

West Yorkshire LS20 9PA

REGISTERED NUMBER

05573731 (England and Wales)

AUDITORS

Queripel and Kettlewell Limited

The Barn Hall Mews Boston Spa Wetherby LS23 6DT

Report of the Directors for the Year Ended 31 December 2012

The directors present their report with the financial statements of the company and the group for the year ended 31 December 2012

PRINCIPAL ACTIVITY

The principal activity of the group in the year under review was that of woollen manufacturing

REVIEW OF BUSINESS

Product and market diversification are key drivers of a 16% increase in group turnover to £17m. In addition, there continues to be a universal shift in favour of British made quality fabrics coupled with an enhanced appreciation, for wool and other natural fibres. The luxury end users and consumers of our textile products, largely unaffected, by recession in recent years are now showing positive signs of increased spending so we forecast further growth in revenues in 2013. The fall in gross margin of 3% was largely due to increases in raw material prices and these have now stabilised. Underlying net profit remains at a similar level to the previous year.

DIVIDENDS

No dividends will be distributed for the year ended 31 December 2012

DIRECTORS

The directors shown below have held office during the whole of the period from 1 January 2012 to the date of this report

JPT Walsh GG Lockwood

PRINCIPAL RISKS

The group continues to operate predominantly in export markets and assesses its exposure on a regular basis. Its credit risk is primarily attributable to its trade debtors. Credit risk is managed by running credit checks on new customers, and by monitoring payments against contractual agreements. The company monitors cash flow as part of its day to day control procedures. An additional risk in the coming year is escalating raw material prices.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors 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 the group and of the profit or loss of the group 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 and the group's transactions and disclose with reasonable accuracy at any time the financial position of the company and the group 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the group's auditors are unaware and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the group's auditors are aware of that information

Report of the Directors for the Year Ended 31 December 2012

AUDITORS

The auditors Queripel and Kettlewell Limited will be proposed for re-appointment at the forthcoming Annual General Meeting

ON BEHALF OF THE BOARD

JPT Walsh - Director

4 September 2013

Report of the Independent Auditors to the Members of Abraham Moon Holdings Limited

We have audited the financial statements of Abraham Moon Holdings Limited for the year ended 31 December 2012 on pages five to nineteen. 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 a Report of the Auditors 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 Statement of Directors' Responsibilities set out on page two 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 group's and the parent 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 Report of the Directors 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 group's and of the parent company's affairs as at 31 December 2012 and of the group's 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 Report of the Directors 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 by the parent company or returns adequate for our audit have not been received from branches not visited by us, or
- the parent company 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

Paul Queripel (Senior Statutory Auditor)

for and on behalf of Queripel and Kettlewell Limited

The Barn Hall Mews

Boston Spa Wetherby

LS23 6DT

4 September 2013

Consolidated Profit and Loss Account for the Year Ended 31 December 2012

	Notes	31 12 12 £	31 12 11 £
TURNOVER		17 026,059	14 691 619
Cost of sales		8,535,175	6,911 883
GROSS PROFIT		8,490 884	7 779,736
Administrative expenses		6,781,072	5 241 687
		1,709,812	2 538 049
Other operating income		120,878	140 747
OPERATING PROFIT	3	1 830 690	2 678,796
Interest receivable and similar income		57 837	269
		1,888 527	2 679 065
Interest payable and similar charges	4	71 295	86 761
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	1	1,817,232	2 592 304
Tax on profit on ordinary activities	5	438,858	426 721
PROFIT FOR THE FINANCIAL YEAR FOR THE GROUP	L	1,378,374	2 165 583

CONTINUING OPERATIONS

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

TOTAL RECOGNISED GAINS AND LOSSES

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

Consolidated Balance Sheet 31 December 2012

		31 12	12	31 12	11
	Notes	£	£	£	£
FIXED ASSETS					
Intangible assets	7		-		
Tangible assets	8		2,230,812		2,332 722
Investments	9		-		-
			2 230,812		2 332 722
CURRENT ASSETS					
Stocks	10	7,190,040		6 775,450	
Debtors	11	2,956,499		3 654,723	
Cash at bank		2,907,688		875,687	
		13,054,227		11,305,860	
CREDITORS		10,00 ,,		, ,	
Amounts falling due within one year	12	5,752 482		5,386,474	
NET CURRENT ASSETS			7,301,745	-	5 919 386
TOTAL ASSETS LESS CURRENT LIABILITIES			9,532,557		8 252 108
CREDITORS					
Amounts falling due after more than one					
year	13		(16,662)		(49 986)
PROVISIONS FOR LIABILITIES	16		(309,117)		(373 718)
NET ASSETS			9,206,778		7 828 404
CAPITAL AND RESERVES					
Called up share capital	17		31,768		31 768
Capital redemption reserve	18		34,004		34 004
Other reserves	18		9,140,755		7 761 755
Profit and loss account	18		251		877
SHAREHOLDERS' FUNDS	22		9,206 778		7 828 404

The financial statements were approved by the Board of Directors on 4 September 2013 and were signed on its behalf

JPT Walsh - Director

Company Balance Sheet 31 December 2012

	31 12 12	31 12 11
Notes	£	£
7	-	-
8	-	•
9	31 768	31 768
		
	31 768	31 768
		
	31,768	31 768
17	21.768	31 768
17	31 708	
22	31.768	31 768
44	27.700	=====
	7 8	Notes f 7 8 9 31 768 31,768 31,768 17 31 768

The financial statements were approved by the Board of Directors on 4 September 2013 and were signed on its behalf by

JPT Walsh - Director

Consolidated Cash Flow Statement for the Year Ended 31 December 2012

		31 12	12	31 12 1	l
	Notes	£	£	£	£
Net cash inflow/(outflow) from operating activities	1		2 772 469		(327,172)
Returns on investments and servicing of finance	2		(13 458)		(86 492)
Taxation	2		(436,417)		(191 224)
Capital expenditure	2		(280 100)		769 949
			2 042 494		165 061
Financing	2		(10 493)		(10 398)
Increase in cash in the period			2,032,001		154 663
Reconciliation of net cash flow					
to movement in net funds	3				
Increase in cash in the period Cash inflow		2 032 001		154 663	
from increase in debt and lease financing		(39,493)		(21,156)	
Change in net funds resulting from cash flows Net funds at 1 January Increase in in debt & lease financing			1,992 508		133 507 689 470 (72 912)
Movement in net funds in the period Net funds at 1 January			1 992,508 854,531		750 065
Net funds at 31 December			2,847,039		750 065

Notes to the Consolidated Cash Flow Statement for the Year Ended 31 December 2012

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

	31 12 12	31 12 11
	£	£
Operating profit	1 830,690	2 678 796
Depreciation charges	372,987	384 295
Profit on disposal of fixed assets	(1,721)	(871 134)
Increase in stocks	(414,590)	(2 454 569)
Decrease/(increase) in debtors	698 224	(1,158 888)
Increase in creditors	286 879	1 094,328
Net cash inflow/(outflow) from operating activities	2,772,469	(327 172)

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

	31 12 12 £	31 12 11 £
Returns on investments and servicing of finance Interest received Interest paid	57,837 (71,295)	269 (86 761)
Net cash outflow for returns on investments and servicing of finance	(13,458)	(86 492)
Taxation Taxation paid Taxation	(436 417)	(191 224)
Net cash outflow for taxation	(436 417)	(191,224)
Capital expenditure Purchase of tangible fixed assets Sale of tangible fixed assets Net cash (outflow)/inflow for capital expenditure	(328 608) 48 508 (280 100)	(420 686) 1 190 635 769 949
Financing Capital repayments in year	(10 493)	(10 398)
Net cash outflow from financing	(10 493)	(10 398)

Notes to the Consolidated Cash Flow Statement for the Year Ended 31 December 2012

ANALYSIS OF CHANGES IN NET FUNDS

	At 1 1 12 £	Cash flow £	At 31 12 12 £
Net cash Cash at bank	875 687	2,032 001	2 907 688
	875,687	2 032 001	2 907 688
Debt Hire purchase Debts falling due	(21,156)	10 493	(10 663)
within one year Debts falling due	-	(33,324)	(33 324)
after one year	<u>-</u>	(16,662)	(16,662)
	(21 156)	(39 493)	(60 649)
Total	854,531	1,992 508	2 847 039

Notes to the Consolidated Financial Statements for the Year Ended 31 December 2012

ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention

Turnovei

Turnover represents sales of goods to customers at invoiced amounts less VAT where applicable

Goodwill

Goodwill purchased in 2007 with an expected life of 10 years, has been written off during the year

Tangible fixed assets

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

Depreciation is provided to write off the cost of tangible fixed assets evenly over their expected useful lives No depreciation is charged in the year of purchase it is calculated at the following rates

Motor vehicles

25% pa

Leasehold property

6% pa

Plant & machinery

varying rates between 4% and 12 5%

Stocks

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

Cost includes all direct expenditure and an appropriate proportion of fixed and variable overheads

Deferred tax

Deferred tax is recognised in respect of all material timing differences that have originated but not reversed at the balance sheet date

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Hire purchase and leasing commitments

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

Pension costs and other post-retirement benefits

The group operates a defined contribution pension scheme. Contributions payable to the group's pension scheme are charged to the profit and loss account in the period to which they relate

2 STAFF COSTS

	£	£
Wages and salaries	4 377 426	4 006 309
Social security costs	456 549	392 876
Other pension costs	198 078	156 931
	5,032 053	4 556 116
		

31 12 11

31 12 12

2 STAFF COSTS - continued

	The average monthly number of employees during the year was as follows	31 12 12	31 12 11
	Administration Manufacturing Distribution	12 175 3 ———————————————————————————————————	12 163 2 ———————————————————————————————————
3	OPERATING PROFIT		
	The operating profit is stated after charging/(crediting)		
		31 12 12	31 12 11
	Other operating leases Depreciation - owned assets Profit on disposal of fixed assets Goodwill amortisation Auditors' remuneration Foreign exchange differences	9,000 (120,878)	£ 275 129 377 290 (871 134) 12,000 8 750 (140 747)
	Directors' remuneration Directors' pension contributions to money purchase schemes	458 415 109 104	463 038 64 895
	The number of directors to whom retirement benefits were accruing was as follows		
	Money purchase schemes	4	4
	Information regarding the highest paid director is as follows	31 12 12 £	31 12 11 £
	Emoluments etc Pension contributions to money purchase schemes	92,042 25,000	88 948 25 000
4	INTEREST PAYABLE AND SIMILAR CHARGES	31 12 12 £	31 12 11 £
	Bank interest Loan	256 71 039	11 076 75 685
		71 295	86 761

5 TAXATION

Analysis of the tax charge The tax charge on the profit on ordinary activities for the year was as follows	31 12 12	31 12 11
	£	£
Current tax UK corporation tax	503 459	436 273
Deferred tax	(64 601)	(9 552)
Tax on profit on ordinary activities	438 858	426 721
Factors affecting the tax charge The tax assessed for the year is higher than the standard rate of corporation ta explained below	x in the UK T	The difference
	31 12 12 £	31 12 11 £
Profit on ordinary activities before tax	1 817 232	2 592 304
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 24 497% (2011 - 26 493%)	445 167	686 779
Effects of Expenses not deductible for tax purposes Capital allowances in excess of depreciation	23,605	4,201 (23 926)
- I I I I I I I I I I I I I I I I I I I	24 697	

6 PROFIT OF PARENT COMPANY

Capital gains tax rolled over

Current tax charge

Depreciation in excess of capital allowances

As permitted by Section 408 of the Companies Act 2006, the profit and loss account of the parent company is not presented as part of these financial statements. The parent company's profit for the financial year was £0 (2011 - £0)

ES

(230781)

436 273

34 687

503,459

7 INTANGIBLE FIXED ASSETS

At 31 December 2011

8

C			
Group			Goodwill
			£
COST			20 000
At 1 January 2012			(20 000)
Disposals			
At 31 December 2012			-
AMORTISATION			20 000
At 1 January 2012			20 000
Eliminated on disposal			(20 000)
At 31 December 2012			
NET BOOK VALUE			
At 31 December 2012			-
At 31 December 2011			
			
TANGIBLE FIXED ASSETS			
INTO DE LINED AGODIO			
Group			
	Short	Plant and	Totals
	leasehold £	machinery £	£
COST	L	L	~
At 1 January 2012	87 228	8 668 239	8 755 467
Additions	•	328,608	328 608
Disposals	(14,230)	(140 794)	(155 024)
At 31 December 2012	72,998	8,856 053	8,929,051
At 31 December 2012			
DEPRECIATION			
At 1 January 2012	18,981	6,403 764	6 422 745
Charge for year	4,550	379 181	383 731
Eliminated on disposal	(4 247)	(103,990)	(108 237)
At 31 December 2012	19 284	6 678 955	6 698 239
ACST December 2012			
NET BOOK VALUE			
At 31 December 2012	53,714	2 177 098	2 230 812
			2 222 722

68 247

2,264 475

2 332 722

9 FIXED ASSET INVESTMENTS

Company

	Shares in group undertakings £
COST	
At I January 2012	31 768
and 31 December 2012	
NET BOOK VALUE	
At 31 December 2012	31,768
At 31 December 2011	31 768

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

Subsidiary

Abraham Moon & Sons Limited

Nature of business Woollen manufacturing

	70
Class of shares	holding
Ordinary	100 00

10 STOCKS

	Gr	Group	
	31 12 12 £	31 12 11 £	
Raw materials Stores Work-in-progress Finished goods	3 286 489 70 089	3 129 964 69 576	
	843,102 2,990,360	810 492 2,765 418	
	7 190 040	6 775,450	

11 DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Gi	oup
	31 12 12	31 12 11
	£	£
Trade debtors	1 620 400	2 284 984
Other debtors	438 465	722 460
Prepayments and accrued income	897 634	647 279
	2 956 499	3 654 723

12 CREDITORS AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group	
	31 12 12	31 12 11
	£	£
Other loans (see note 14)	33,324	33 324
Hire purchase contracts (see note 15)	10 663	21 156
Trade creditors	1 481 347	796 746
Tax	503,315	436 273
Social security and other taxes	138315	114 091
VAT	218 325	359 198
Other creditors	49 396	18 904
Associated company	2 102 741	2 111 498
Accruals and deferred income	1 215 056	1 495 284
	5 752 482	5 386 474

13 CREDITORS AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	Gre	Group	
	31 12 12	31 12 11	
	£	£	
Other loans (see note 14)	16 662	49 986	
•			

14 LOANS

An analysis of the maturity of loans is given below

	Group	
	31 12 12 £	31 12 11 £
Amounts falling due within one year or on demand	~	-
Other loans	33 324	33 324
Amounts falling due between one and two years		
Other loans	16 662	33 324
Amounts falling due between two and five years		
Other loans	_	16 662

15 OBLIGATIONS UNDER HIRE PURCHASE CONTRACTS AND LEASES

Group	Hıre purcha	se contracts
	31 12 12 £	31 12 11 £
Net obligations repayable Within one year	10 663	21 156

15 OBLIGATIONS UNDER HIRE PURCHASE CONTRACTS AND LEASES - continued

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

The following operating reads payments are		,		
Group				
			31 12 12 £	31 12 11 £
Expiring In more than five years			250,000	250 000
PROVISIONS FOR LIABILITIES				
			Gre 31 12 12 £	31 12 11 £
Deferred tax			309 117	373 718
Group				Deferred tax £
Balance at 1 January 2012 Reduction in provision				373 718 (64,601)
Balance at 31 December 2012				309 117
CALLED UP SHARE CAPITAL				
Allotted issued and fully paid Number Class		Nominal value	31 12 12 £	31 12 11 £
31,768 Ordinary		£I	31 768	31 768
RESERVES				
Group	Profit and loss account £	Capital redemption reserve	Other reserves	Totals £
At 1 January 2012 Profit for the year Transfer	877 1,378,374 (1,379,000)	34 004	7,761 755 1,379,000	7 796 636 1,378 374
At 31 December 2012	251	34,004	9 140 755	9,175 010
	Expiring In more than five years PROVISIONS FOR LIABILITIES Deferred tax Group Balance at 1 January 2012 Reduction in provision Balance at 31 December 2012 CALLED UP SHARE CAPITAL Allotted issued and fully paid Number Class 31,768 Ordinary RESERVES Group At 1 January 2012 Profit for the year Transfer	Expiring In more than five years PROVISIONS FOR LIABILITIES Deferred tax Group Balance at 1 January 2012 Reduction in provision Balance at 31 December 2012 CALLED UP SHARE CAPITAL Allotted issued and fully paid Number Class 31,768 Ordinary RESERVES Group Profit and loss account f At 1 January 2012 Profit for the year 1,378,374 (1,379,000)	Expiring In more than five years PROVISIONS FOR LIABILITIES Deferred tax Group Balance at 1 January 2012 Reduction in provision Balance at 31 December 2012 CALLED UP SHARE CAPITAL Allotted issued and fully paid Number Class 31,768 Ordinary RESERVES Group Profit and loss account f f redemption reserve f f At 1 January 2012 Profit for the year 1,378,374 Transfer (1,379,000)	Expiring

Notes to the Consolidated Financial Statements - continued for the Year Ended 31 December 2012

18 RESERVES - continued

Company	
	Profit
	and loss
	account
	£
D. C. C. A	
Profit for the year	
At 31 December 2012	-
At 31 December 2012	
CADITAL COMMUTATENTS	

19 CAPITAL COMMITMENTS

	31 12 12	31 12 11
	£	£
Contracted but not provided for in the		
financial statements	2,100,000	-

In November 2012 a subsidiary signed a contract for the construction of a 45 000 square foot extension Building work commenced in January 2013 and was completed in July 2013

20 RELATED PARTY DISCLOSURES

Tempest Bailey Limited

Company under common control

During the year the group paid rent of £250 000 to Tempest Bailey Limited recharged expenses of £188 415 paid loan interest of £66 630 and made loan repayments of £144 000

	31 12 12	31 12 11
	£	£
Amount due from related party at the balance sheet date	2 102 741	2 111 498

21 ULTIMATE CONTROLLING PARTY

The ultimate controlling party is J P T Walsh

22 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

Group		
	31 12 12	31 12 11
	£	£
Profit for the financial year	1 378 374	2 165 583
Opening shareholder funds		5,662,027
Net addition to shareholders' funds	1 378 374	7 827 610
Opening shareholders' funds	7 828 404	794
Closing shareholders' funds	9,206,778	7 828 404
		=====

22 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS - continued

Company

	31 12 12	31 12 11
	£	£
Profit for the financial year	-	-
Opening shareholder funds	-	31,768
Net addition to shareholders' funds	-	31 768
Opening shareholders' funds	31 768	-
, 2		
Closing shareholders' funds	31,768	31 768
•		