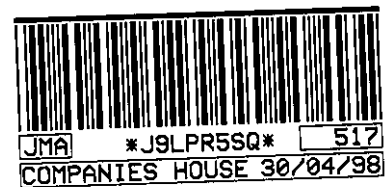


REGISTERED NUMBER

1838819

England and Wales

B TICKLE & SONS LIMITED
ABBREVIATED ACCOUNTS
FOR THE PERIOD ENDED 30 JUNE 1997



B Tickle & Sons Limited

DIRECTORS A E Tickle
Mrs E M Tickle

SECRETARY A E Tickle

REGISTERED OFFICE 26 Green End Lane
Peasley Cross
St Helens
Merseyside

REGISTERED NUMBER 1838819 England and Wales

AUDITORS Edmund Shew & Co
Chartered Accountants
35 Westfield Street
St Helens
Merseyside
WA10 1QD

BANKERS National Westminster Bank Plc
Ormskirk Street
St Helens
Merseyside

SOLICITORS Messrs Dibb Lupton Alsop
India Buildings
Water Street
Liverpool
Merseyside

Report and Accounts - 30 June 1997

Pages	1&2	Report of the Directors
	3	Report of the Auditors
		Accounts, comprising
	4	Profit and loss account
	5	Statement of total recognised gains and losses
	6	Balance Sheet
	7	Statement of Cash Flows
	8-13	Notes to the Accounts

B Tickle & Sons Limited

REPORT OF THE DIRECTORS

The directors present their report with the accounts of the company for the half-year ended 30 June 1997. The company's future accounting date will be 30 June annually.

The loss for the period after taxation amounted to £101496. The directors do not recommend that any dividends be paid.

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

The principal activity of the company in the period under review was that of general agricultural produce millers, grinders and merchants. Severe difficulties in the animal feed trade have resulted in the anticipated profitability not being achieved. However with its increased production capacity the company is in a good position to take advantage of any general improvement in this market.

FUTURE DEVELOPMENTS

The directors' management policies are to maintain the growth of the company as a result of the new and improved production facilities.

This restructuring is expected to ensure the company's return to profitability and also to ensure that the company continues to operate as a going concern.

FIXED ASSETS

The changes in tangible fixed assets during the period arose principally from addition of further plant and equipment.

Details of the company's fixed assets are in notes 8 and 9 of the Accounts.

EVENTS SINCE THE BALANCE SHEET DATE

The company's stability has been maintained despite adverse market conditions and public opinion connected with the animal feed trade.

DIRECTORS

The directors in office in the period and their beneficial interests in the company's issued ordinary share capital were as follows:

	<u>30 June 1997</u>	<u>1 January 1997</u>
A E Tickle	94000	50000
Mrs E M Tickle	None	None

B Tickle & Sons Limited

REPORT OF THE DIRECTORS CONTINUED

DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare accounts for each financial period which 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 those accounts, the directors are required to:

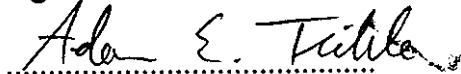
- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- follow applicable accounting standards, subject to any material departures disclosed and explained in the accounts;
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the accounts 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.

AUDITORS

The auditors, Edmund Shew & Co, will be proposed for re-appointment in accordance with Section 385 of the Companies Act 1985.

Signed on behalf of the board of directors



A E Tickle
Director

Approved by the board 29 April 1998

AUDITORS' REPORT TO B TICKLE & SONS LIMITED UNDER SECTION 247B OF THE COMPANIES ACT 1985

We have examined the abbreviated accounts set out on pages 4 to 13 together with the financial statements of the company for the six month period ended 30 June 1997 prepared under section 226 of the Companies Act 1985.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

The directors are responsible for preparing the abbreviated accounts in accordance with section 246A of the Companies Act 1985. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated accounts prepared in accordance with section 246A(3) of the Act to the registrar of companies and whether the accounts to be delivered are properly prepared in accordance with that provision and to report our opinion to you.

BASIS OF OPINION

We have carried out the procedures we consider necessary to confirm, by reference to the financial statements, that the company is entitled to deliver abbreviated accounts and that the abbreviated accounts to be delivered are properly prepared. The scope of our work for the purpose of this report did not include examining or dealing with events after the date of our report on the full financial statements.

OPINION

In our opinion the company is entitled to deliver abbreviated accounts prepared in accordance with section 246A(3) of the Companies Act 1985, and the abbreviated accounts on pages 4 to 13 are properly prepared in accordance with that provision.

OTHER INFORMATION

On 29 April 1998 we reported as auditors to the members of the company on the financial statements prepared under section 226 of the Companies Act 1985 and our report included the following paragraph.

FUNDAMENTAL UNCERTAINTY

In forming our opinion, we have considered the adequacy of the disclosures made in the financial statements concerning the ability of the company to meet its liabilities as they fall due, this being dependent on the continued support of its bankers. The financial statements have been prepared on a going concern basis, the validity of which depends upon future funding being available. The financial statements do not include any adjustments which would result from a failure to obtain such funding. Our opinion is not qualified in this respect.

29 April 1998



35 Westfield Street
St Helens

EDMUND SHEW & CO
Chartered Accountants &
Registered Auditors

B Tickle & Sons Limited**Profit and loss account for the period ended 30 June 1997**

	<u>Notes</u>	Period 1997 £	Year 1996 £
TURNOVER	2	2566916	5464734
Cost of sales		(2443723)	(5073082)
GROSS PROFIT		123193	391652
Distribution costs		(53641)	(102264)
Administrative expenses		(144131)	(293648)
OPERATING (LOSS)	3	(74579)	(4260)
Profit/(Loss) on disposal of fixed assets		608	(1684)
Interest Received and Property Income		4	3148
Interest payable	6	(27529)	(55241)
(LOSS) on ordinary activities before taxation		(101496)	(58037)
TAX on Profit on ordinary activities	7	-	(47769)
(LOSS) for the financial year after taxation		(101496)	(105806)
DIVIDENDS paid		-	-
RETAINED (LOSS) for the financial year		(101496)	(105806)
RETAINED (LOSS) at 1 January 1997		(10090)	95716
RETAINED (LOSS) at 30 June 1997		(111586)	(10090)

Statement of Continuing Operations for the period ended 30 June 1997

None of the company's activities were acquired or discontinued during the above two financial periods.

B Tickle & Sons Limited

Statement of Total Recognised Gains and Losses for the Period Ended 30 June 1997

	Period 1997 £	Year 1996 £
Loss for the financial period after taxation	(101496)	(105806)
Unrealised surplus on revaluation of property	-	150920
Total recognised (losses)/gains relating to the period	(101496)	45114

B Tickle & Sons Limited**Balance Sheet - 30 June 1997**

	<u>Notes</u>	Period 1997 £	Year 1996 £
FIXED ASSETS			
Intangible assets	8	1	1
Tangible assets	9	1051027	1077259
		1051028	1077260
CURRENT ASSETS			
Stocks	10	75526	116176
Debtors	11	330301	772370
Cash in hand	12	42	789
		405869	889335
CREDITORS: amounts falling due within one year	13	(1159144)	(1585259)
NET CURRENT LIABILITIES		(753275)	(695924)
TOTAL ASSETS LESS CURRENT LIABILITIES		297753	381336
CREDITORS: amounts falling due after more than one year			
Hire Purchase Obligations	14	(34198)	(16285)
Directors' Pension Fund Loan	14	(88000)	(88000)
PROVISIONS FOR LIABILITIES AND CHARGES			
Deferred Taxation	19	(36221)	(36221)
NET ASSETS		139334	240830
CAPITAL AND RESERVES			
Called up share capital	15	94000	94000
Profit and loss account		(111586)	(10090)
Revaluation Reserve	18	150920	150920
Capital Redemption Reserve	20	6000	6000
SHAREHOLDERS' FUNDS (all equity)	16	139334	240830

The directors have taken advantage of special exemptions conferred by Section B Part III of Schedule 8 to the Companies Act 1985 applicable to medium companies in the preparation of the accounts and have done so on the grounds that, in their opinion, the company is entitled to those exemptions.

Signed on behalf of the board of directors

A E Tickle

A E Tickle
Director

Approved by the board 29 April 1998

B Tickle & Sons LimitedCashflow Statement for the period ended 30 June 1997

		Period to 30/6/97 £		Year to 31/12/96 £
<u>Reconciliation of Operating Profit to net cash inflow from Operating Activities</u>				
Operating Loss		(74579)		(4260)
Depreciation Charges		67576		141568
Decrease/(Increase) in Stocks		40650		(1404)
Decrease/(Increase) in Debtors		442069		(230903)
Decrease/(Increase) in Creditors		(546478)		328482
Net Cash (Outflow)/Inflow from operating activities		(70762)		233483
<u>Cashflow Statement</u>				
Net Cash inflow from operating activities		(70762)		233483
Returns on investments and servicing of finance (Note a)		(27525)		(52093)
Taxation		-		(11548)
Capital Expenditure		(40733)		(43292)
(Decrease)/Increase in Cash		(139020)		126550
<u>Reconciliation of net cashflow to movement in net debt (Note b)</u>				
(Decrease)/Increase in Cash in Period		(139020)		126550
Change in net debt		(139020)		126550
<u>Note a - Gross Cashflows</u>				
Returns on investments and servicing of finance				
Interest Received	4		3148	
Interest Paid	(27529)	(27525)	(55241)	(52093)
<u>Capital Expenditure</u>				
Payments to acquire tangible fixed assets	(53907)		(66642)	
Receipts from sales of tangible fixed assets	13174	(40733)	23350	(43292)
<u>Financing</u>				
Issue of Ordinary Share Capital	-		44000	
Repurchase of Own Shares by Company	-	-	(44000)	-
<u>Note b - Analysis of changes in Net Debt</u>				
		At 1/1/97	Cashflows	At 30/6/97
Cash in Hand		789	747	42
Overdrafts		(394916)	138273	(533189)
			139020	

B Tickle & Sons Limited

Notes to the Accounts - 30 June 1997

1 ACCOUNTING POLICIES

Basis of Accounting

The accounts have been prepared under the historical cost convention.

Going Concern

The accounts have been prepared on the basis that the company continues to operate as a going concern. This in turn is dependent upon the continued support of the company's bankers.

Turnover

Turnover represents net invoiced sales of goods, excluding VAT.

Goodwill

Goodwill is the difference between the amount paid on the acquisition of the trading assets of Special Milling Ltd and the aggregate fair value of the separable net assets. It is not being amortised.

Tangible fixed assets

These are recorded at cost with the exception of Land and Buildings which were revalued during the year ended 31 December 1996

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

Land and Buildings 2% on cost on straight line basis on revalued amount

Plant and Machinery etc 15% and 25% both on reducing balance

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items, on a first-in, first-out basis. Net realisable value is based on estimated selling price less any further costs expected to be incurred to disposal.

Deferred Taxation

Provision is made at current rates for taxation deferred in respect of all material timing differences except to the extent that, in the opinion of the directors, there is reasonable probability that the liability will not arise in the foreseeable future.

Leasing and hire purchase commitments

Assets held under finance leases and hire purchase contracts are capitalised in the balance sheet and are depreciated over their useful lives.

The corresponding lease or hire purchase obligation is capitalised in the balance sheet as a liability. The interest element of the rental obligations is charged to the profit and loss account over the period of the lease and represents a constant proportion of the balance of capital repayments outstanding.

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profit as incurred.

Pension Costs

Contributions in respect of the company's defined contribution pension scheme are charged to the profit and loss account for the period in which they are payable to the scheme. Contributions to the Director's self administered scheme are similarly charged.

B Tickle & Sons LimitedNotes to the accounts - 30 June 1997 continued**2 TURNOVER**

Turnover is attributable to one continuing activity, that of general agricultural produce millers, grinders and merchants. An analysis of turnover by geographical market is given below

United Kingdom

Malta Cyprus (and the Falklands)

Period 1997 £	Year 1996 £
---------------------	-------------------

2544217	5392929
---------	---------

22699	71805
-------	-------

2566916	5464734
---------	---------

3a OPERATING LOSS

The operating Loss (1996 - Loss) is stated after charging:

Depreciation of owned tangible fixed assets

Depreciation of assets held under hire purchase contracts

Amortisation of Land and Buildings

Auditors' remuneration

Directors' pension fund contributions

Period 1997 £	Year 1996 £
---------------------	-------------------

56712	130738
-------	--------

6714	2230
------	------

4150	8600
------	------

9093	17004
------	-------

NIL	NIL
-----	-----

3b Reconciliation of operating Loss to net cash outflow from operating activities.

Operating (Loss)

Depreciation

Amortisation of Land and Buildings

Decrease/Increase in Debtors

Decrease/Increase in Stocks

Decrease/Increase in Creditors

Net Cash (Outflow)/Inflow

Period 1997 £	Year 1996 £
---------------------	-------------------

(74579)	(4260)
---------	--------

63426	132968
-------	--------

4150	8600
------	------

442069	(230903)
--------	----------

40650	(1404)
-------	--------

(546478)	328482
----------	--------

(70762)	233483
---------	--------

4 DIRECTORS EMOLUMENTS

Fees

Other Emoluments

Benefits in Kind

Period 1997 £	Year 1996 £
---------------------	-------------------

-	-
---	---

13852	45618
-------	-------

13852	45618
-------	-------

2280	4817
------	------

16132	50435
-------	-------

Directors emoluments above, excluding pension contributions which were nil in both 1996 and 1997, fell within the following ranges:-

£5001 - £10000

£10001 - £15000

£15001 - £20000

£20001 - £25000

£25001 - £30000

Period 1997 No	Year 1996 No
----------------------	--------------------

1	1
---	---

1	-
---	---

-	1
---	---

-	1
---	---

-	-
---	---

The emoluments, excluding pension contributions, of the chairman were £13032 (1996 - £21501)

The emoluments, excluding pension contributions, of the highest paid director were £13032 (1996 - £21501)

B Tickle & Sons Limited

Notes to the accounts - 30 June 1997 continued

5 STAFF COSTS

Wages and Salaries
Social Security Costs
Other Pension Costs

Period 1997	Year 1996
£	£

61957	107623
13636	18454
2163	3842
77756	129919

The average weekly number of employees during the period was as follows:-

Administration
Manufacturing

Period 1997	Year 1996
No	No

6	7
7	6
13	13

6 INTEREST PAYABLE

Bank Overdraft
Other loans not wholly repayable within five years.
Finance charges payable under hire purchase contracts
Interest Inland Revenue

Period 1997	Year 1996
£	£

20794	44572
5287	10118
1126	500
322	51
27529	55241

7 TAX ON PROFIT ON ORDINARY ACTIVITIES

Based on Profit for the Period
Corporation Tax Under provided in previous years
Schedule F Tax
Transfer to Deferred Taxation (arising from Property Revaluation £150920)

Period 1997	Year 1996
£	£

-	548
-	11000
-	36221
-	47769

8 INTANGIBLE FIXED ASSETS

Cost
At 1 January 1997
Additions
Disposals
At 30 June 1997

Amortisation
At 1 January 1997
On disposals
Charge for the year
At 30 June 1997
Net book values
At 30 June 1997
At 31 December 1996

Goodwill £

1
-
-
1

-
-
-
-

1
1

B Tickle & Sons Limited

Notes to the Accounts - 30 June 1997 continued

9 TANGIBLE FIXED ASSETS

Cost/Valuation
 At 1 January 1997
 Revaluation
 Additions
 Disposals
 At 30 June 1997
 Depreciation
 At 1 January 1997
 On disposals
 Charge for year
 At 30 June 1997
 Net book values
 At 30 June 1997
 At 31 December 1996

Land & Buildings	Plant & Machinery Etc	Total
£	£	£
430000	1195268	1625268
-	-	-
-	53907	53907
-	(20174)	(20174)
430000	1229001	1659001
18730	529279	548009
-	(7611)	(7611)
4150	63426	67576
22880	585094	607974
407120	643907	1051027
411270	665989	1077259

The net book value of plant and machinery above includes an amount of £46988 (1996 £19198) in respect of assets held under hire purchase contracts. The Land and Buildings were revalued on 18 June 1996 by Messrs Edward Symmons & Partners, Consultant Surveyors, Valuers and Auctioneers of Liverpool at £430000. The property is held under a lease of 999 years commencing in 1945 at a non-renewable peppercorn rental. The valuation is based on a long leasehold basis with vacant possession. On the historical cost basis the premises would have been included at a value of £279080. The cumulative depreciation based on cost at 30 June 1997 would have been £17576.

10 STOCKS

Stocks for Resale
 Consumables

Period 1997	Year 1996
£	£
72526	110981
3000	5195
75526	116176

11 DEBTORS

Trade debtors
 Other Debtors
 Amounts owed by associated companies
 Prepayments

Period 1997	Year 1996
£	£
262236	719357
7940	15066
1933	1687
58192	36260
330301	772370

12 ANALYSIS OF CHANGES IN NET DEBT

At 1 January
 Cash in Hand
 Bank Overdraft

 Net Cash (Outflow)/Inflow
 At 30 June(31 December)
 Cash in Hand
 Bank Overdraft

Period 1997	Year 1996
£	£
789	3
(394916)	(520680)
(394127)	(520677)
(139020)	126550
42	789
(533189)	(394916)
(533147)	(394127)

B Tickle & Sons LimitedNotes to the Accounts - 30 June 1997 continued

13 CREDITORS: amounts falling due within one year

Bank overdraft (secured)
 Trade creditors
 Other creditors
 Directors' pension fund loan
 Hire purchase obligations
 Taxation and social security
 Accruals
 Corporation Tax - Schedule F Tax

Period 1997	Year 1996
£	£

533189	394916
479595	872125
98807	278682
12000	12000
13129	4542
5159	5196
17265	6798
-	11000
1159144	1585259

Other Creditors at 31 December 1996 include £145069 in respect of Value Added Tax charged to a third party and paid over after the Balance Sheet Date. Debtors include a corresponding amount.

The bank overdraft is secured by a floating charge on the assets of the company, plus the personal guarantees of various of the directors.

Period 1997	Year 1996
£	£

14 CREDITORS: amounts falling due after more than one year

Hire purchase obligations
 Directors Pension Fund Loan
 Debt due after more than one year
 Hire Purchase repayable as follows in instalments:-
 Between 1 - 2 years
 Between 2 - 5 years

34198	16285
88000	88000
122198	104285
13128	4542
21070	11743
34198	16285

Directors Pension Fund Loan repayable as follows in instalments:-

Between 1 - 2 years
 Between 2 - 5 years
 In 5 years or more (repayable at £12000 per annum, plus interest at 3% above Clearing Bank Base Rate)

12000	12000
36000	36000
40000	40000
88000	88000

15 CALLED UP SHARE CAPITAL

Authorised Ordinary Shares of £1 each
 At 1 January 1997(1996)
 Increased 31 October 1996
 At 30 June 1997 (31 December 1996)

Period 1997	Year 1996
£	£

144000	100000
-	44000
144000	144000

Allotted, Called Up and Fully Paid Ordinary Shares of £1 each
 At 1 January 1997 (1996)
 Allotted 31 October 1996

94000	100000
-	44000
94000	144000

Own Shares purchased by Company 31 October 1996
 At 30 June 1997 (31 December 1996)

-	(50000)
94000	94000

The shares bought in by the Company were acquired at a cost of 88 pence per share. The difference of 12 pence per share is reflected in the Capital Redemption Reserve Account.

B Tickle & Sons Limited**Notes to the Accounts - 30 June 1997 continued****16 RECONCILIATION OF MOVEMENTS ON SHAREHOLDERS' FUNDS**

	Period 1997 £	Year 1996 £
(Loss) for the financial year after taxation	(101496)	(105806)
Increase in Issued Share Capital	-	44000
	(101496)	(61806)
Purchase of 50000 Ordinary Shares by the Company	-	(44000)
	(101496)	(105806)
Other recognised gains relating to the year	-	150920
	(101496)	45114
Opening Shareholders' funds at 1 January 1997 (1996)	240830	195716
Closing Shareholders' funds at 30 June 1997 (31 December 1996)	139334	240830
17 COMMITMENTS		
Pension Commitments		
The company operates two pension schemes; a defined contribution pension scheme on behalf of certain of its employees and a self administered scheme on behalf of certain of its directors. The assets of the schemes are held separately from those of the company in independently administered funds. Contributions are paid based upon the recommendations of qualified actuaries. The annual commitments under these schemes are variable.		
18 REVALUATION RESERVE	Period 1997 £	Year 1996 £
Surplus on revaluation of property		
At 1 January	150920	-
Surplus on Revaluation	-	150920
At 30 June 1997/31 December 1996	150920	150920
19 DEFERRED TAXATION	Period 1997 £	Year 1996 £
At 1 January	36221	-
Provision on revaluation of Property	-	36221
At 30 June 1997/31 December 1996	36221	36221
20 CAPITAL REDEMPTION RESERVE	Period 1997 £	Year 1996 £
At 1 January	6000	-
Increase during year (Note 15 to these accounts refers)	-	6000
At 30 June 1997/31 December 1996	6000	6000