

REGISTERED NUMBER
1838819
England and Wales

B TICKLE & SONS LIMITED
ANNUAL REPORT AND ACCOUNTS
31 DECEMBER 1994



B Tickle & Sons Limited

DIRECTORS
A E Tickle
G S 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 Alsop Wilkinson
India Buildings
Water Street
Liverpool
Merseyside

Annual Report and Accounts - 31 December 1994

Pages	1&2	Report of the Directors
	3	Report of the Auditors
		Accounts, comprising
	4	Profit and loss account
	4	Statement of total recognised gains and losses
	5	Balance Sheet
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The following pages do not form part of the
statutory accounts

12&13 Detailed profit and loss account.

B Tickle & Sons Limited

REPORT OF THE DIRECTORS

The directors present their annual report with the accounts of the company for the year ended 31 December 1994.

The profit for the year after taxation amounted to £51575. The directors do not recommend that any dividends be paid, thus all of the profit of £51575 is to be retained.

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

The principal activity of the company in the year under review was that of general agricultural produce millers, grinders and merchants. On 2 October 1992 the company acquired the assets of Special Milling Ltd and the trading activities of that company at Woodend Avenue, Speke, Liverpool as an extension of its own existing trading activities. This therefore is the second full year of the combined operations.

The installation of the new mill at Speke commenced in the second half of 1994 but had not been completed by the year end. On completion it is anticipated that the company's pelleting production capacity will be greatly increased. The company will thus be in a good position to take advantage of any opportunities which may arise in the future.

FUTURE DEVELOPMENTS

The directors aim to maintain management policies which have resulted in the company's substantial growth in recent years. They consider that 1995 will show further growth in sales.

FIXED ASSETS

The significant changes in tangible fixed assets during the year arose principally from the installation of the new mill at the Speke Plant and allied improvements to plant and machinery, totalling £444063.

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 pelleting plant at the St Helens site was closed on 28 February 1995. Whilst production was then to have been transferred to the Speke site delays had occurred in the installations there. As a result the company has commenced proceedings against the contractors for disruption and loss of profits. This matter has not yet been resolved and cannot yet be quantified.

DIRECTORS

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

	<u>31 December 1994</u>	<u>1 January 1994</u>
A E Tickle	50000	50000
G S Tickle	50000	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 year 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:

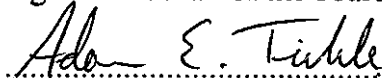
- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- follow applicable accounting standards, subject to any material departures disclosed and explained in the accounts;
- prepare the accounts on the going concern basis 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 28 October 1995

Auditors' Report to the Shareholders of B Tickle & Sons Limited

We have audited the accounts on pages 4 to 11 which have been prepared under the historical cost convention and the accounting policies as set out on page 7.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As described on page 1, the company's directors are responsible for the preparation of accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion to you.

BASIS OF 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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, 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 accounts 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 accounts.

In our opinion the accounts give a true and fair view of the state of the company's affairs as at 31 December 1994 and of its profit for the year then ended and have been properly prepared in accordance with the provisions of the Companies Act 1985.



30 October 1995

35 Westfield Street
St Helens

EDMUND SHEW & CO
Chartered Accountants
and Registered Auditors

B Tickle & Sons Limited**Profit and loss account for the year ended 31 December 1994**

	<u>Notes</u>	1994 £	1993 £
TURNOVER	2	7111744	5922888
Cost of sales		(6527539)	(5352271)
GROSS PROFIT		584205	570617
Distribution costs		(141220)	(136922)
Administrative expenses		(390481)	(344843)
OPERATING PROFIT	3	52504	88852
Profit on disposal of fixed assets		2134	1224
Interest Received and Property Income		11350	5280
Interest payable		(20396)	(18079)
PROFIT on ordinary activities before taxation		45592	77277
TAX on Profit on ordinary activities	7	5983	(12751)
PROFIT for the financial year after taxation		51575	64526
DIVIDENDS paid		-	(2581)
RETAINED PROFIT for the financial year		51575	61945
RETAINED PROFIT at 1 January 1994		294338	232393
RETAINED PROFIT at 31 December 1994		345913	294338

Statement of Total Recognised Gains and Losses for the year ended 31 December 1994

The company has no recognised gains or losses other than the profit for the above two financial years.

Statement of Continuing Operations for the year ended 31 December 1994

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

B Tickle & Sons Limited**Balance Sheet - 31 December 1994**

	Notes	1994 £	1993 £
FIXED ASSETS			
Intangible assets	8	1	1
Tangible assets	9	897120	526522
		897121	526523
CURRENT ASSETS			
Stocks	10	149827	137882
Debtors	11	791470	720801
Cash in hand	12	62	101
		941359	858784
CREDITORS: amounts falling due within one year	13	(1328129)	(929818)
NET CURRENT LIABILITIES		(386770)	(71034)
TOTAL ASSETS LESS CURRENT LIABILITIES		510351	455489
CREDITORS: amounts falling due after more than one year			
Hire Purchase Obligations	14	(1438)	(7151)
Directors' Pension Fund Loan	14	(63000)	(54000)
NET ASSETS		445913	394338
CAPITAL AND RESERVES			
Called up share capital	15	100000	100000
Profit and loss account		345913	294338
SHAREHOLDERS' FUNDS (all equity)	16	445913	394338

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 28 October 1995

B Tickle & Sons Limited**Statement of Cash Flows for the year ended 31 December 1994**

	Notes	1994 £	1993 £
Net Cash Inflow from Operating Activities	3b	420104	146759
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE			
Interest received and property income		11350	5280
Interest paid		(20396)	(18079)
Dividend paid		-	(2581)
NET CASH OUTFLOW FROM RETURNS ON INVESTMENTS AND SERVICING OF FINANCE		(9046)	(15380)
TAXATION			
Corporation Tax Credit/(Payment)		5983	(12751)
TAX PAID		5983	(12751)
INVESTING ACTIVITIES			
Payments to acquire tangible fixed assets		(465763)	(143153)
Receipts from sales of tangible fixed assets		6550	13720
NET CASH OUTFLOW FROM INVESTING ACTIVITIES		(459213)	(129433)
NET CASH OUTFLOW BEFORE FINANCING		(42172)	(10805)
FINANCING			
Decrease in cash and cash equivalents	12	(42172)	(10805)

1 ACCOUNTING POLICIES

Basis of Accounting

The accounts have been prepared under the historical cost convention.

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.

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

Freehold Land and Buildings 2% on cost on straight line basis
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.

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 lesser 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 year in which they are payable to the scheme. Contributions to the Director's self administered scheme are similarly charged.

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

	1994	1993
	£	£
United Kingdom	7019527	5854841
Malta and Cyprus	92217	68047
	<u>7111744</u>	<u>5922888</u>

B Tickle & Sons Limited

Notes to the accounts - 31 December 1994 continued

		1994	1993
		£	£
3a	OPERATING PROFIT		
	The operating profit (1993 - Profit) is stated after charging:		
	Depreciation of owned tangible fixed assets	80739	46057
	Depreciation of assets held under hire purchase contracts	4944	5210
	Amortisation of Freehold Land and Buildings	5066	-
	Auditors' remuneration	13993	12792
	Directors' pension fund contributions	-	-
3b	Reconciliation of operating profit to net cash in flow from operating activities	1994	1993
		£	£
	Operating Profit	52504	88852
	Depreciation	85683	51267
	Amortisation of Freehold Land and Buildings	5066	-
	Increase in Debtors	(70669)	(106998)
	Increase/Decrease in Stocks	(11945)	81653
	Increase in Creditors	359465	31985
	Net Cash Inflow	420104	146759
4	DIRECTORS EMOLUMENTS	1994	1993
		£	£
	Fees	40000	30000
	Other Emoluments	65786	54759
		105786	84759
	Benefits in Kind	2333	2056
		108119	86815
	Directors emoluments above, excluding pension contributions which were nil in both 1993 and 1994, fell within the following ranges:-		
		1994	1993
		No	No
	£5001 - £10000	-	1
	£10001 - £15000	1	-
	£35001 - £40000	-	1
	£40001 - £45000	-	1
	£45001 - £50000	2	-
	The emoluments, excluding pension contributions, of the chairman were £47379 (1993 - £39207)		
	The emoluments, excluding pension contributions, of the highest paid director were £48341 (1993 - £41416)		
5	STAFF COSTS	1994	1993
		£	£
	Wages and Salaries	215875	178312
	Social Security Costs	30627	23892
	Other Pension Costs	10476	10984
		256978	213188
	The average weekly number of employees during the year was as follows:-	1994	1993
		No	No
	Administration	8	8
	Manufacturing	15	13
		23	21

B Tickle & Sons Limited

Notes to the accounts - 31 December 1994 continued

6	INTEREST PAYABLE			1994 £	1993 £
	Bank Overdraft			13543	9768
	Other loans not wholly repayable within five years.			6145	7780
	Finance charges payable under hire purchase contracts			708	531
				20396	18079
7	TAX ON PROFIT ON ORDINARY ACTIVITIES			1994 £	1993 £
	Based on Profit for the Year			-	12751
	Corporation Tax at 25%			(5983)	-
	Corporation Tax Overprovided in previous year			(5983)	12751
8	INTANGIBLE FIXED ASSETS				Goodwill £
	Cost				1
	At 1 January 1994				-
	Additions				-
	Disposals				1
	At 31 December 1994				-
	Amortisation				-
	At 1 January 1994				-
	On disposals				-
	Charge for the year				-
	At 31 December 1994				1
	Net book values				1
	At 31 December 1994				1
	At 31 December 1993				
9	TANGIBLE FIXED ASSETS	Freehold Land & Buildings	Plant & Machinery Etc		Total £
	Cost	£	£		£
	At 1 January 1994	251924	467381		719305
	Additions	1375	464388		465763
	Disposals	-	(10050)		(10050)
	At 31 December 1994	253299	921719		1175018
	Depreciation				
	At 1 January 1994	-	192783		192783
	On disposals	-	(5634)		(5634)
	Charge for year	5066	85683		90749
	At 31 December 1994	5066	272832		277898
	Net book values				
	At 31 December 1994	248233	648887		897120
	At 31 December 1993	251924	274598		526522

Freehold Land and Buildings are amortised for the first time in this year. The net book value of plant and machinery above includes an amount of £14846 (1993 £19790) in respect of assets held under hire purchase contracts.

B Tickle & Sons LimitedNotes to the Accounts - 31 December 1994 continued

		1994	1993
		£	£
10	STOCKS		
	Stocks for Resale	146522	137882
	Consumables	3305	-
		<u>149827</u>	<u>137882</u>
11	DEBTORS		
	Trade debtors	684560	638422
	Other Debtors	72625	22685
	Amounts owed by associated companies and business	1203	40324
	Prepayments	33082	19370
		<u>791470</u>	<u>720801</u>
12	CASH AND CASH EQUIVALENTS		
	At 1 January		
	Bank Balance and Cash in Hand	101	33820
	Bank Overdraft	(117402)	(140316)
		<u>(117301)</u>	<u>(106496)</u>
	Net Cash Outflow	42172	10805
	At 31 December		
	Cash in Hand	62	101
	Bank Overdraft	(159535)	(117402)
		<u>(159473)</u>	<u>(117301)</u>
13	CREDITORS: amounts falling due within one year		
	Bank overdraft (secured)	159535	117402
	Trade creditors	700178	658841
	Other creditors	433326	107131
	Corporation tax	-	12751
	Directors' pension fund loan	12000	12000
	Hire purchase obligations	5712	5712
	Taxation and social security	10875	9628
	Accruals	6503	6353
		<u>1328129</u>	<u>929818</u>
	Other creditors at 31 December 1994 included £351235 in respect of Value Added Tax refunded in December 1994, and paid over to a third party in January 1995		
		1994	1993
		£	£
14	CREDITORS: amounts falling due after more than one year		
	Hire purchase obligations	1438	7151
	Directors Pension Fund Loan	63000	54000
	Debt due after more than one year	64438	61151
	Hire Purchase repayable as follows in instalments:-		
	Between 1 - 2 years	1438	5713
	Between 2 - 5 years	-	1438
		<u>1438</u>	<u>7151</u>
	Directors Pension Fund Loan repayable as follows in instalments:-		
	Between 1 - 2 years	12000	12000
	Between 2 - 5 years	36000	36000
	In 5 years or more	15000	6000
		<u>63000</u>	<u>54000</u>

B Tickle & Sons Limited

Notes to the Accounts - 31 December 1994 continued

	1994 £	1993 £
15 CALLED UP SHARE CAPITAL		
Authorised 100000 ordinary shares of £1 each	100000	100000
Allotted, called up and fully paid 100000 (1993-100000) ordinary shares of £1 each	100000	100000
16 RECONCILIATION OF MOVEMENTS ON SHAREHOLDERS' FUNDS	1994 £	1993 £
Profit for the financial year after taxation	51575	64526
Dividends	-	(2581)
Opening shareholders' funds at 1 January 1994	394338	332393
Closing shareholders' funds at 31 December 1994	445913	394338
17 COMMITMENTS	1994 £	1993 £
Capital Commitments		
At 31 December 1994 capital expenditure commitments were as follows:		
Contracted but not provided for in the accounts	-	-
Authorised by the directors but not contracted for	261810	312000
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 CONTINGENT LIABILITY AND POST BALANCE SHEET EVENTS		
The balance owing on the installation of the new plant at the Speke premises is under dispute with the contractors. Whilst it is not possible to quantify the amount in dispute, this is not expected to exceed £60000. A counterclaim has been made against the contractors for disruption and loss of profits arising from late completion, and this matter also has not yet been resolved and cannot be quantified.		