

W, DC & F Thomson Limited

**Directors' report and accounts
for the year ended 31 December 2008**

Registered number SC008621

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COMPANIES HOUSE

W, DC & F Thomson Limited

Directors' report

To the Ninety Fifth Annual General Meeting of the Company to be held on 29 June 2009.

The directors submit herewith the accounts of the company for the year ended 31 December 2008.

Activities

The company carried on business as an Investment Trust during the year to 31 December 2008 and is a close company.

Financial

	£
Profit available for distribution	269,026
	=====
Proposed dividend of £18 per share for the year ended 31 December 2008	205,200
	=====

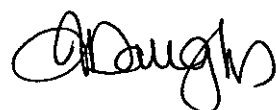
Directors

The directors of the company at the date of this report and throughout the year are shown in note 5 to the accounts.

In terms of the Articles of Association Mr CHW Thomson retires by rotation and being eligible offers himself for re-election.

So far as each director is aware there is no relevant audit information of which the auditors are unaware. Each director has taken the appropriate steps as a director to make themselves aware of such information and to establish that the auditors are aware of it.

By order of the board



I Douglas
Secretary
Dundee

3 June 2009

W, DC & F Thomson Limited

Statement of directors' responsibilities

The directors are responsible for preparing the annual report and the accounts in accordance with applicable law and regulations.

Company law requires the directors to prepare accounts for each financial year. Under that law the directors have elected to prepare the accounts in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The accounts are required by law to give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing 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; and
- 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.

W, DC & F Thomson Limited

Independent auditor's report to the shareholders of W, DC & F Thomson Limited

We have audited the accounts of W, DC & F Thomson Limited for the year ended 31 December 2008, which comprise the profit and loss account, the balance sheet, cash flow statement and related notes. These accounts have been prepared under the accounting policies set out therein.

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

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the accounts in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the statement of directors' responsibilities.

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

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

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

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

Basis of audit opinion

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

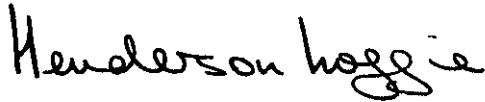
We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the accounts are free from material misstatement, whether caused by fraud or other irregularity or error.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

W, DC & F Thomson Limited

Independent auditor's report to the shareholders of W, DC & F Thomson Limited (continued)

In our opinion:

- the accounts give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2008 and of its profit for the year then ended;
- the accounts have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the directors' report is consistent with the accounts.



Henderson Loggie
Chartered Accountants
Registered Auditors
Dundee
3 June 2009

W, DC & F Thomson Limited

Profit and loss account for the year ended 31 December 2008

	Note	2008 £	2007 £
Dividends - UK		254,965	231,993
Interest received		68,210	68,668
		<u>323,175</u>	<u>300,661</u>
Gain on sale of investments	2	396,036	383,795
		<u>719,211</u>	<u>684,456</u>
Administrative expenses	3	46,427	45,342
Profit before taxation		<u>672,784</u>	<u>639,114</u>
Taxation	6	94,069	108,505
Profit for the financial year		<u><u>578,715</u></u>	<u><u>530,609</u></u>

A statement of reserves is given in note 11.

There are no recognised gains and losses for the year other than the profit of £578,715 (2007 - £530,609).

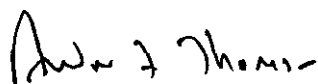
The profit for the financial year relates entirely to the equity shareholders and the appropriations for the year are dealt with in note 4.

W, DC & F Thomson Limited

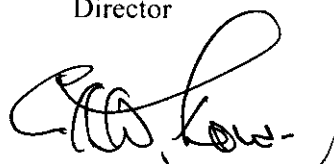
Balance sheet at 31 December 2008

	Note	£	2008 £	£	2007 £
Fixed assets					
Investments	7		2,450,305		1,512,916
Current assets					
Debtors	8	22,062		13,882	
Cash at bank and short term deposits		793,900		1,368,951	
		<u>815,962</u>		<u>1,382,833</u>	
Creditors : Amounts falling due within one year	9	111,265		123,382	
Net current assets			<u>704,697</u>		<u>1,259,451</u>
Total assets less current liabilities			<u>3,155,002</u>		<u>2,772,367</u>
Capital and reserves					
Called up share capital	10		11,400		11,400
Capital reserve	11		2,100,484		1,790,795
Profit and loss account	11		1,043,118		970,172
Shareholders' funds	12		<u>3,155,002</u>		<u>2,772,367</u>

These accounts were approved by the board of directors on 3 June 2009 and were signed on its behalf by:



AF Thomson
Director



CHW Thomson
Director

W, DC & F Thomson Limited

Cash flow statement for the year ended 31 December 2008

	Note	2008 £	2007 £
Net cash inflow from operating activities	13	269,588	256,052
Financial investment			
Purchase of investments		(981,298)	(141,159)
Sale of investments		439,945	399,511
		<u>(541,353)</u>	<u>258,352</u>
Taxation paid		(107,206)	(44,118)
Dividends paid		(196,080)	(185,820)
(Decrease)/increase in cash		<u>(575,051)</u>	<u>284,466</u>
Balance at 1 January 2008		1,368,951	1,084,485
Balance at 31 December 2008		<u><u>793,900</u></u>	<u><u>1,368,951</u></u>

W, DC & F Thomson Limited

Notes to the accounts

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 accounts.

Basis of preparation

The accounts have been prepared under the historical cost convention and in accordance with appropriate accounting standards.

Investment income

Investment income receivable is recognised on an accruals basis which for franked investment income means on an XD basis.

Management expenses

Management expenses are stated on the basis of amounts applicable to the financial year.

Foreign currencies

Foreign assets are valued using the middle rates of exchange ruling at the year end. Foreign income is converted at the rate of exchange applicable on receipt.

Dividends

Dividends payable are recognised when declared or, where necessary, approved in general meeting.

2 Gain on sale of investments

The sale of investments in the year to 31 December 2008 has generated a capital gain of £396,036 with an associated tax charge of £86,347.

3 Administrative expenses

These include audit fees of £1,700 (2007 - £1,650) and non-audit fees of £705 (2007 - £687).

The directors received no remuneration or fees for their services during either this, or the previous, financial year.

W, DC & F Thomson Limited

Notes to the accounts (continued)

4 Appropriations

	2008 £	2007 £
Profit after taxation	578,715	530,609
Transfer to capital reserve	(309,689)	(282,288)
Profits available for distribution	269,026	248,321
Earnings per share	23.60	21.78

The directors propose a final dividend of £18 per share totalling £205,200 for the year ended 31 December 2008. Dividends declared in the year are shown in note 12.

5 Directors

The directors of the company throughout the year ended 31 December 2008 are shown below.

The respective interests of the directors, including shares held as trustees without beneficial interest, in the shares of the company are set out below:-

	31 December 2008 No	31 December 2007 No
Interest in £1 Ordinary shares including shares held as trustees without beneficial interest		
L M Thomson	20	20
A F Thomson	60	60
CHW Thomson	40	40
In addition as joint trustees without beneficial interest		
CHW Thomson	180	180
A F Thomson } L M Thomson } CHW Thomson }	620	620
L M Thomson	620	620

W, DC & F Thomson Limited

Notes to the accounts (continued)

6	Taxation	2008 £	2007 £
	Corporation tax		
	Current year	95,368	108,505
	Prior year	(1,299)	-
		<u>94,069</u>	<u>108,505</u>
	Profit per accounts	<u>672,784</u>	<u>639,114</u>
	Tax @ 28% (2007 - 30%)	188,382	191,734
	Being effects of:		
	Franked investment income	(70,135)	(69,598)
	Gain on sale not taxable	(24,542)	(13,631)
	Effects of change in tax rate	1,663	-
	Prior year adjustment	(1,299)	-
		<u>94,069</u>	<u>108,505</u>
7	Investments		Listed in UK £
	<i>At cost</i>		
	At 31 December 2007		1,512,916
	Add – Purchases		981,298
			<u>2,494,214</u>
	Less – Sales		(43,909)
	At 31 December 2008		<u>2,450,305</u>
	The market value of the investments		
	At 31 December 2008		<u>6,288,409</u>
	At 31 December 2007		<u>8,056,035</u>

If the company investments were sold at their market value there would be a liability of approximately £806,000 (2007 - £1,600,000) to corporation tax on the gains which arise.

W, DC & F Thomson Limited

Notes to the accounts (continued)

8	Debtors	2008	2007
		£	£
	Dividend income	<u>22,062</u>	<u>13,882</u>
9	Creditors		
	Amounts falling due within one year:		
	Other creditors	15,897	14,877
	Corporation tax	95,368	108,505
		<u>111,265</u>	<u>123,382</u>
10	Share capital		
	Authorised		
	12,600 shares of £1 each	<u>12,600</u>	<u>12,600</u>
	Allotted, called up and fully paid		
	11,400 shares of £1 each	<u>11,400</u>	<u>11,400</u>
11	Reserves		£
	Capital Reserve		
	At 31 December 2007		1,790,795
	Transfer from profit and loss account		309,689
	At 31 December 2008		<u>2,100,484</u>
	Profit and loss account		
	At 31 December 2007		970,172
	Profit for the financial year		578,715
	Transfer to capital reserve		(309,689)
	Dividends paid		(196,080)
	At 31 December 2008		<u>1,043,118</u>

The distributable reserves of the company are £1,043,118 (2007 - £970,172).

W, DC & F Thomson Limited

Notes to the accounts (continued)

12 Reconciliation of movement in shareholders' funds

	2008 £	2007 £
Profit for the financial year	578,715	530,609
Dividend of £17.20 per share (2007 - £16,30)	(196,080)	(185,820)
Net additions to shareholder funds	382,635	344,789
Opening shareholder funds	2,772,367	2,427,578
Closing shareholder funds	3,155,002	2,772,367

13 Reconciliation of profit to net cash inflow from operating activities

	2008 £	2007 £
Profit before taxation	672,784	639,114
Gain on sale of investments	(396,036)	(383,795)
Increase in other creditors	1,020	1,286
Increase in debtors	(8,180)	(553)
Net cash inflow from operating activities	269,588	256,052

14 Related party transactions

William Thomson & Sons which manages the investment portfolio for the company charged a fee of £43,622 (2007 - £42,653) in the year. At the balance sheet date, £14,247 was due to William Thomson & Sons (2007 - £13,278). Throughout the year the partners of William Thomson & Sons were controlled by the directors of the company.