

H ENGLAND (HOLDINGS) LIMITED
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2000



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COMPANIES HOUSE 05/10/00

H ENGLAND (HOLDINGS) LIMITED

COMPANY INFORMATION

Directors	J.H.L. England D.J.P. England H.A. England
Secretary	D.J.P. England
Company number	95916
Registered office	Morris & Young , 6 Atholl Crescent , PERTH. PH1 5JN.
Auditors	Morris & Young Chartered Accountants & Registered Auditors, 6 Atholl Crescent, Perth. PH1 5JN.
Bankers	Royal Bank of Scotland, 12 Dunkeld Road, PERTH. PH1 5RB
Solicitors	Murray Beith Murray 39 Castle Street Edinburgh EH2 3BH

H ENGLAND (HOLDINGS) LIMITED

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H ENGLAND (HOLDINGS) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 28 FEBRUARY 2000

The directors present their report and financial statements for the year ended 28 February 2000.

Principal activities

The Company's principal activity is the provision of management services to subsidiary companies. The directors are satisfied with the performance of the company and its subsidiaries and anticipate satisfactory trading conditions in the current year.

Directors

The following directors have held office since 1 March 1999:

J.H.L. England

D.J.P. England

H.A. England

Directors' interests

The directors' beneficial interests in the shares of the company were as stated below:

	Ordinary shares class 1 of £10 each	
	28 February 2000	1 March 1999
D.J.P. England	16	8
H.A. England	-	-
J.H.L. England	-	-

	Ordinary shares class 2 of 1p each	
	28 February 2000	1 March 1999
D.J.P. England	-	-
H.A. England	-	-
J.H.L. England	76	76

Auditors

In accordance with section 385 of the Companies Act 1985, a resolution proposing that Morris & Young be reappointed as auditors of the company will be put to the Annual General Meeting.

H ENGLAND (HOLDINGS) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 28 FEBRUARY 2000

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 profit or loss of the company 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;
- 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 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 financial statements 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.

This report has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

By order of the board



D.J.P. England

Director

25th September 2000

H ENGLAND (HOLDINGS) LIMITED

AUDITORS' REPORT TO THE SHAREHOLDERS OF H ENGLAND (HOLDINGS) LIMITED

We have audited the financial statements on pages 4 to 11 which have been prepared under the historical cost convention and the accounting policies set out on page 6.

Respective responsibilities of directors and auditors

As described on page 2 the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements 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 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 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 company's affairs as at 28 February 2000 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

In accordance with Section 248 Companies Act 1985, the Company is exempt from preparing Group Accounts for the financial year to 28 February 2000.

Thus no group accounts have been prepared for the year.



Morris & Young

Chartered Accountants & Registered Auditors,
6 Atholl Crescent,
Perth.
PH1 5JN.



H ENGLAND (HOLDINGS) LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 28 FEBRUARY 2000

		2000	1999
	Notes	£	£
Turnover		91,943	73,142
Administrative expenses		(78,490)	(61,460)
Operating profit	2	13,453	11,682
Other interest receivable and similar income	3	3	-
Interest payable and similar charges	4	(11,018)	(11,886)
Profit/(loss) on ordinary activities before taxation		2,438	(204)
Tax on profit/(loss) on ordinary activities	5	(1,268)	-
Profit/(loss) on ordinary activities after taxation	12	1,170	(204)

The profit and loss account has been prepared on the basis that all operations are continuing operations.

There are no recognised gains and losses other than those passing through the profit and loss account.

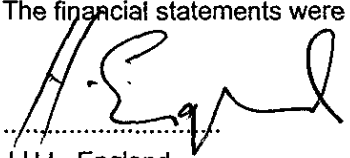
H ENGLAND (HOLDINGS) LIMITED

BALANCE SHEET AS AT 28 FEBRUARY 2000

	Notes	2000 £	£	1999 £	£
Fixed assets					
Tangible assets	6	232,495		242,988	
Investments	7	5,421		5,519	
		<u>237,916</u>		<u>248,507</u>	
Current assets					
Debtors	8	308,607		325,867	
Cash at bank and in hand		1,685		-	
		<u>310,292</u>		<u>325,867</u>	
Creditors: amounts falling due within one year	9	<u>(277,698)</u>		<u>(305,034)</u>	
Net current assets		<u>32,594</u>		<u>20,833</u>	
Total assets less current liabilities		<u>270,510</u>		<u>269,340</u>	
Capital and reserves					
Called up share capital	11	241		241	
Profit and loss account	12	270,269		269,099	
Shareholders' funds - equity interests	13	<u>270,510</u>		<u>269,340</u>	

These financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

The financial statements were approved by the Board on 25th September 2000


J.H.L. England
Director

H ENGLAND (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2000

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention.

1.2 Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts.

1.3 Tangible fixed assets and depreciation

Tangible fixed assets other than freehold land are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Land and buildings Heritable	4% Reducing Balance
Equipment	15% Reducing Balance

1.4 Investments

Fixed asset investments are stated at cost less provision for diminution in value.

1.5 Deferred taxation

Deferred taxation is provided at appropriate rates on all timing differences using the liability method only to the extent that, in the opinion of the directors, there is a reasonable probability that a liability or asset will crystallise in the foreseeable future.

2 Operating profit	2000	1999
	£	£
Operating profit is stated after charging:		
Depreciation of tangible assets	10,493	11,635
Auditors' remuneration	1,200	1,200
	<u> </u>	<u> </u>
 3 Other interest receivable and similar income	 2000	 1999
	£	£
Bank interest	3	-
	<u> </u>	<u> </u>
 4 Interest payable	 2000	 1999
	£	£
Bank interest payable	788	834
Interest paid to pension fund	10,230	11,052
	<u> </u>	<u> </u>
	<u>11,018</u>	<u>11,886</u>

H ENGLAND (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2000

5	Taxation	2000	1999	
		£	£	
	U.K. current year taxation			
	U.K. corporation tax at 20% (1999- 21%)	1,268	-	
		<u> </u>	<u> </u>	
6	Tangible fixed assets			
		Land and buildings Heritable	Equipment	Total
		£	£	£
	Cost			
	At 1 March 1999 & at 28 February 2000	249,617	75,736	325,353
		<u> </u>	<u> </u>	<u> </u>
	Depreciation			
	At 1 March 1999	41,495	40,870	82,365
	Charge for the year	5,263	5,230	10,493
		<u> </u>	<u> </u>	<u> </u>
	At 28 February 2000	46,758	46,100	92,858
		<u> </u>	<u> </u>	<u> </u>
	Net book value			
	At 28 February 2000	202,859	29,636	232,495
		<u> </u>	<u> </u>	<u> </u>
	At 28 February 1999	208,122	34,866	242,988
		<u> </u>	<u> </u>	<u> </u>

H ENGLAND (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2000

7 Fixed asset investments

	Unlisted investments	Shares in group undertakings and participating interests	Total
	£	£	£
Cost			
At 1 March 1999	5,000	519	5,519
Revaluation	-	(98)	(98)
	<u>5,000</u>	<u>421</u>	<u>5,421</u>
At 28 February 2000	<u>5,000</u>	<u>421</u>	<u>5,421</u>

Holdings of more than 20%

The company holds more than 20% of the share capital of the following companies:

Company	Shares held Class	%
Subsidiary undertakings		
Beckslade Limited	Ordinary	100
Highland Fayre Limited	Ordinary	100
Promotional Print Distributors Limited	Ordinary	80

The aggregate amount of capital and reserves and the results of these undertakings for the last relevant financial year were as follows:

	Capital and reserves	Profit for the year
Beckslade Limited	(101,366)	23,388
Highland Fayre Limited	24,375	17,866
Promotional Print Distributors Limited	<u>7,599</u>	<u>39,521</u>

The company is exempt from preparing Group Accounts for any of its subsidiaries under S248 Companies Act 1985.

H ENGLAND (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2000

8 Debtors	2000 £	1999 £
Trade debtors	562	24,869
Amounts owed by group undertakings and undertakings in which the company has a participating interest	243,696	280,749
Other debtors	64,349	20,249
	<u>308,607</u>	<u>325,867</u>

9 Creditors: amounts falling due within one year	2000 £	1999 £
Bank loans and overdrafts	-	17,385
Trade creditors	4,392	75,475
Amounts owed to group undertakings and undertakings in which the company has a participating interest	96,766	22,405
Taxation and social security	1,268	-
Other creditors	175,272	189,769
	<u>277,698</u>	<u>305,034</u>

10 Provisions for liabilities and charges

Deferred tax is provided at 20% (1999- 21%) analysed over the following timing differences:

	Not provided		Provided	
	2000 £	1999 £	2000 £	1999 £
Accelerated capital allowances	<u>2,908</u>	<u>3,095</u>	<u>-</u>	<u>-</u>

H ENGLAND (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2000

11 Share capital	2000	1999
	£	£
Authorised		
2 Ordinary shares class 1 of £10 each	240.00	240.00
76 Ordinary shares class 2 of 1p each	.76	.76
	<u>240.76</u>	<u>240.76</u>
	<u><u>240.76</u></u>	<u><u>240.76</u></u>
Allotted, called up and fully paid		
24 Ordinary shares class 1 of £10 each	240.00	240.00
76 Ordinary shares class 2 of 1p each	.76	.76
	<u>240.76</u>	<u>240.76</u>
	<u><u>240.76</u></u>	<u><u>240.76</u></u>
12 Statement of movements on profit and loss account		
		Profit and loss account
		£
Balance at 1 March 1999		269,099
Retained profit for the year		1,170
		<u>270,269</u>
Balance at 28 February 2000		<u><u>270,269</u></u>
13 Reconciliation of movements in shareholders' funds	2000	1999
	£	£
Profit/(loss) for the financial year	1,170	(204)
Opening shareholders' funds	269,340	269,544
	<u>270,510</u>	<u>269,340</u>
Closing shareholders' funds	<u><u>270,510</u></u>	<u><u>269,340</u></u>
14 Capital commitments	2000	1999
	£	£
At 28 February 2000 the company had capital commitments as follows:		
Contracted for but not provided in the financial statements	110,000	-
	<u><u>110,000</u></u>	<u><u>-</u></u>

H ENGLAND (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2000

15 Related party transactions

The Company sold goods and services to the value of £10,353 to Highland Fayre Limited, which is an 80% owned subsidiary of the group, on normal commercial terms. At the balance sheet date, the amount due to H. England (Holdings) Limited by Highland Fayre Limited was £43,337.

The company sold goods and services to the value of £25,587 to and bought goods and services to the value of £40,612 from Promotional Print Distributors Limited, which is an 80% owned subsidiary of the group, on normal commercial terms. At the balance sheet date, the amount owed to Promotional Print Distributors Limited from H. England (Holdings) Limited was £68,402.

The company sold goods and services to the value of £152 to Bachilton Farming Company, of which Mr J. H. L. England, a director, is a partner, on normal commercial terms. At the balance sheet date, the amount owed to H. England (Holdings) Limited from Bachilton Farming Company was £14,211.

The company sold goods and services to Strathearn Holidays Limited, of which Mr J. H. L. England is a director to the value of £32. At the balance sheet date Strathearn Holidays Limited owed H. England (Holdings) Limited £32.

The company accrued loan interest to The Howard England Family Pension Fund of £10,230. At the balance sheet date, the amount due from H. England (Holdings) Limited to The Howard England Family Pension Fund was £143,622.

At the balance sheet date the company was due £171,952 by Beckslade Limited, which is an 80% subsidiary of the group.