JOHNSON BROS COAL FACTORS LIMITED DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 1998

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COMPANY INFORMATION

Directors R A Johnson

K Johnson M Johnson V H Johnson

Secretary R A Johnson

Company number 761527

Registered office Furze Bank

34 Hanover Street Swansea SA1 6BA

Auditors Gerald Thomas & Co

Furze Bank

34 Hanover Street

Swansea SA1 6BA

Business address Abbey Site

Neath Abbey Wharf

Neath SA10 6BL

Bankers Barclays Bank plc

Pocketts Wharf Swansea SA1 3XL

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DIRECTORS' REPORT FOR THE YEAR ENDED 30 APRIL 1998

The directors present their report and financial statements for the year ended 30 April 1998.

Principal activities and review of the business

The company's principal activities during the year were those of coal factors and coal processing operators, and the holding of investment properties ,acquired during the year, for letting. The directors consider the state of the company's affairs at the balance sheet date to be satisfactory.

The principal activities of the subsidiary companies are as follows. Quotecast Limited has ceased trading, its mining rights having been disposed of during the year. The principal activity of Johnson Brothers Coal Traders Limited is that of a coal trader and the directors consider that the state of affairs of the company, at the balance sheet date, to be satisfactory.

Results and dividends

The results for the year are set out on page 4.

Future developments

The directors are continually reviewing operations and seeking to diversify in order to maintain and improve efficiency and profitability.

Year 2000

The directors have considered whether the company's operations could be adversely affected by malfunctions in computer or other equipment arising from errors in processing dates in the year 2000 and beyond.

No part of the company's current operations are critically dependent on computer or other equipment which could be affected by year 2000 problems.

Directors

The following directors have held office since 1 May 1997:

R A Johnson

K Johnson

M Johnson

V H Johnson

M L Johnson

(Deceased 23 October 1997)

Directors' interests

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

	Ordinary shares of £1 each		
	30 April 1998	1 May 1997	
R A Johnson	125	125	
K Johnson	125	125	
M Johnson	125	125	
V H Johnson	125	125	

Auditors

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

DIRECTORS' REPORT FOR THE YEAR ENDED 30 APRIL 1998

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.

By order of the board

Director

23 April 1999

AUDITORS' REPORT TO THE SHAREHOLDERS OF JOHNSON BROS COAL FACTORS LIMITED

We have audited the financial statements on pages 4 to 18 which have been prepared under the historical cost convention and the accounting policies set out on pages 8 and 9.

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 30 April 1998 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Crewd Thomas xo

Gerald Thomas & Co

Chartered Accountants

Registered Auditor

23 April 1999

Furze Bank 34 Hanover Street Swansea SA1 6BA

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 APRIL 1998

	Notes		1998 £		1997 £
Turnover Continuing operations Acquisitions	2	4,916,207 249,646		5,997,417	
			5,165,853		5,997,417
Cost of sales	3		(4,252,442)		(4,875,801)
Gross profit			913,411		1,121,616
Administrative expenses Other operating income	3 3		(1,108,410) 26,483		(947,455) 44,520
Operating (loss)/profit Continuing operations Acquisitions	4	(416,672) 248,156		218,681	
			(168,516)		218,681
Other interest receivable and similar income	5		25,031		15,449
Amounts written off investments Interest payable and similar charges	6 7		5,572 (171,074)		(44,083)
(Loss)/profit on ordinary activities before taxation			(308,987)		190,047
Tax on (loss)/profit on ordinary activities	8		66,543		(83,664)
(Loss)/profit on ordinary activities after taxation			(242,444)		106,383
Dividends	9		-		(100,000)
Retained (loss)/profit for the year	19		(242,444)		6,383

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

BALANCE SHEET AS AT 30 APRIL 1998

		19	998	199	97
	Notes	£	£	£	£
Fixed assets					
Tangible assets	10 and 11		2,411,688		369,217
Investments	12		6,001		6,001
			2,417,689		375,218
Current assets					
Stocks	13	186,287		526,427	
Debtors	14	666,611		659,476	
Cash at bank and in hand		<u>491</u>			
		853,389		1,185,903	
Creditors: amounts falling due within one year	15	(1,413,457)		(1,104,383)	
Net current (liabilities)/assets			(560,068)		81,520
Total assets less current liabilities			1,857,621		456,738
Creditors: amounts falling due after more than one year	16		(1,643,327)		-
			214,294		456,738
Capital and reserves			500		E00
Called up share capital	18		500		500
Profit and loss account	19		213,794		456,238
Shareholders' funds - equity interests	20		214,294		456,738

The financial statements were approved by the Board on 23 April 1999

M Johnson

Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 30 APRIL 1998

		1998 £		1997 £
Net cash inflow from operating activities		570,188		645,587
Returns on investments and servicing of finance				
Interest received	25,031		15,449	
Interest paid	(166,634)		(44,083)	
Interest element of finance lease rentals	(4,440) ———————————————————————————————————			
Net cash inflow for returns on investments and servicing of finance		(146,043)		(28,634)
Taxation	•	(107,622)		(95,250)
Capital expenditure Payments to acquire tangible assets	(2,225,782)		(26,866)	
Receipts from sales of tangible assets			850 ———	
Net cash outflow for capital expenditure		(2,225,782)		(26,016)
Equity dividends paid				(100,000)
Net cash (outflow)/inflow before management of liquid resources and financing		(1,909,259)		395,687
Financing				
New debenture loan	1,721,061		-	
Capital element of hire purchase contracts	(116,334)		(118,638)	
Net cash (outflow)/inflow from financing		1,604,727		(118,638)
Increase/(decrease) in cash in the year		(304,532)		277,049

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 30 APRIL 1998

1	Reconciliation of operating (loss)/profit to ne operating activities	1998	1997		
				£	£
	Operating (loss)/profit Depreciation of tangible assets			(168,516) 168,311	218,681 175,480
	Loss/(profit) on disposal of tangible assets Current asset investments written back			15,000 5,572	(183)
	Decrease in stocks Decrease in debtors Increase/(decrease) in creditors within one year			340,140 64,224 145,457	296,922 121,029 (166,342)
	Net cash inflow from operating activities			570,188	645,587
	, .				
2	Analysis of net debt	1 May 1997	Cash flow	Other non- cash changes	30 April 1998
-		£	£	£	£
	Net cash:				404
	Cash at bank and in hand Bank overdrafts	(244,374)	491 (305,023)		491 (549,397)
					(548,906)
		(244,374)	(304,532)		(340,900)
	Debt:		440.004		
	Finance leases Debts falling due after one year	(116,334) -	116,334 (1,643,327)	-	(1,643,327)
		(000 700)			
	Net debt	(360,708)	(1,831,525)	-	(2,192,233)
3	Reconciliation of net cash flow to movemen	t in net debt		1998	1997
·	Trooms and a first out in the movement			£	£
	(Decrease)/increase in cash in the year			(304,532)	277,049
	Cash (inflow)/outflow from (increase)/decrease	in debt and lea	se financing	(1,526,993)	118,638
	Movement in net debt in the year			(1,831,525)	395,687
	Opening net debt			(360,708)	(756,395)
	Closing net debt			(2,192,233)	(360,708)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 1998

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention.

They are also prepared on the basis that the company will continue as a going concern which assumes the continued support of the company's bankers, loan creditors and directors. The financial statements do not include any adjustments that would result from a withdrawal of this support.

The company has taken advantage of the exemption in Financial Reporting Standard No 1 from the requirement to produce a cashflow statement on the grounds that it is a small company.

1.2 Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts, together with rental income from investment properties.

1.3 Tangible fixed assets and depreciation

Tangible fixed assets include investment properties valued by the directors on an existing use open market value basis. Other 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 - freehold

2% straight line on buildings (land is not depreciated)

Short leasehold improve -ments

Over the period of the lease

Plant and machinery

20% to 50% straight line

Fixtures, fittings & equipment

10% straight line

Motor vehicles

25% straight line

Investment properties are included in the balance sheet at their open market value. Depreciation is provided only on those investment properties which are leasehold and where the unexpired lease term is less than 20 years.

Although this accounting policy is in accordance with the applicable accounting standard, SSAP 19, Accounting for investment properties, it is a departure from the general requirement of the Companies Act 1985 for all tangible assets to be depreciated. In the opinion of the directors compliance with the standard is necessary for the financial statements to give a true and fair view.

1.4 Leasing and hire purchase commitments

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible assets and depreciated over the shorter of the lease term and their useful lives. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

1.5 Investments

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

1.6 Stock and work in progress

Stock and work in progress are valued at the lower of cost and net realisable value. Cost comprises all direct expenditure.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 1998

1.7 Pensions

The pension costs charged in the financial statements represent the contributions payable by the company during the year in accordance with Statement of Standard Accounting Practice Number 24.

1.8 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.

1.9 Group accounts

The financial statements present information about the company as an individual undertaking and not about its group. The company has taken advantage of the exemptions provided by section 248 of the Companies Act 1985 not to prepare group accounts.

2 Turnover

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the United Kingdom.

3 Cost of sales and net operating expenses

The total figures for continuing operations in 1998 include the following amounts relating to acquisitions: cost of sales £nil, distribution costs £nil, administrative expenses £1,490 and other operating income £nil.

4	Operating (loss)/profit	1998	1997
		£	£
	Operating (loss)/profit is stated after charging:		
	Depreciation of tangible assets	1 68,311	175,480
	Operating lease rentals		
	- Plant and machinery	7,952	16,445
	- Other assets	32,000	32,000
	Auditors' remuneration	9,500	9,250
			=====
5	Other interest receivable and similar income	1998	1997
		£	£
	Bank interest	31	2,949
	Other interest	25,000	12,500
		25,031	15,449
			5
6	Amounts written off investments	1998	1997
•		£	£
	Amounts written off investments in prior years written back:		
	- current assets	(5,572)	-
			

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 1998

7	Interest payable	1998 £	1997 £
	On bank loans and overdrafts	109,367	7,547
	On other loans wholly repayable within 5 years	-	23,750
	On loans repayable after 5 years	57,267	,
	Lease finance charges and hire purchase interest	4,440	12,786
		171,074	44,083
8	Taxation	1998	1997
		£	£
	U.K. current year taxation		
	U.K. corporation tax at 33% (1997-33%)	(66,359)	101,056
	Deferred taxation	-	(17,344)
•		(66,359)	83,712
	Prior years		
	U.K. Corporation tax	(184)	(48)
		(66,543)	83,664
9	Dividends	1998	1997
		£	£
	Ordinary interim paid 29 April 1997	-	100,000

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 1998

10	Tangible fixed assets						
		Land and buildings - freehold	Short leasehold improve -ments	Plant and machinery	Fixtures, fittings & equipment	Motor vehicles	Total
		£	£	£	£	£	£
	Cost						
	At 1 May 1997	15,000	121,806	1,526,379	48,410	50,498	1,762,093
	Additions	-	-	10,886	1,766	3,690	16,342
	Transfer to stock	(15,000)	-	<u> </u>		-	(15,000)
	At 30 April 1998		121,806	1,537,265	50,176	54,188	1,763,435
	Depreciation						
	At 1 May 1997	-	63,002	1,264,265	35,277	30,332	1,392,876
	Charge for the year	-	19,602	137,356	2,636	8,717	168,311
•	At 30 April 1998		82,604	1,401,621	37,913	39,049	1,561,187
	Net book value						
	At 30 April 1998	-	39,202 ————	135,644	12,263	15,139 	202,248
	At 30 April 1997	15,000	58,805	262,114	13,133	20,165	369,217

Included above are assets held under finance leases or hire purchase contracts as follows:

	Plant and machinery £
Net book values	T.
At 30 April 1998	-
	Market Control of the
At 30 April 1997	219,699
	
Depreciation charge for the year 30 April 1998	-
30 April 1997	108,333
	

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 1998

11	Tangible fixed assets	Investment properties
		£
	Cost	
	At 1 May 1997	-
	Additions	2,209,440
	At 30 April 1998	2,209,440
		

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 1998

12 Fixed asset investments

	Unlisted investments	Shares in subsidiary undertakings	Total
	£	£	£
Cost At 1 May 1997 & at 30 April 1998	4,000	87,000	91,000
Provisions for diminution in value At 1 May 1997 & at 30 April 1998		84,999	84,999
Net book value At 30 April 1998	4,000	2,001	6,001
At 30 April 1997	4,000	2,001	6,001

In the opinion of the directors, the aggregate value of the company's investment in subsidiary undertakings is not less than the amount included in the balance sheet.

Holdings of more than 20%

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

Company	Country of registration or incorporation	Shares held Class	%
Subsidiary undertakings Johnson Brothers Coal Traders Ltd Quotecast Ltd	England and Wales	Ordinary	100
	England and Wales	Ordinary	100

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

	Johnson Brothers Coal Traders Ltd Quotecast Ltd	Capital and reserves 155,976 (479,195)	Profit for the year 29,415 433
13	Stocks and work in progress	1998 £	1997 £
	Raw materials and consumables Work in progress	127,888 58,399	526,427
		186,287	526,427

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 1998

14 De	btors	1998	1997
		£	£
Tra	ade debtors	145,782	74,537
Am	nounts owed by subsidiary undertakings	128,021	288,964
Co	prporation tax	71,359	-
Oti	her debtors	270,144	254,426
Pre	epayments and accrued income	51,305	41,549
		666,611	659,476
Otl	her debtors represent amounts owed by connected companies.		
15 Cr	editors: amounts falling due within one year	1998	1997
		£	£
De	ebenture loans	77,734	-
Ва	ink loans and overdrafts	549,397	244,374
Ne	et obligations under finance lease and hire purchase contracts	-	116,334
	ade creditors	174,323	295,621
Co	prporation tax	-	33,056
Ot	her taxes and social security costs	201,053	191,283
Dir	rectors' current accounts	120,880	114,245
An	nounts owing to connected companies	90,254	41,383
	her creditors	381	802
Ac	cruals and deferred income	199,435	67,285
		1,413,457	1,104,383
De	ebt due within one year	77,734	-
	•		
	et obligations under finance leases and hire purchase contracts		400 774
	epayable within one year	-	120,774
Fir	nance charges and interest allocated to future accounting periods		(4,440)
		-	116,334

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 1998

16	Creditors: amounts falling due after more than one year	1998 £	1997 £
	Debenture loans	1,643,327 ———	
	Analysis of loans		
	Not wholly repayable within five years by instalments:	1,311,223	
	Wholly repayable within five years	332,104	-
		1,643,327	-
	Loan maturity analysis		
	Between one and two years	72,240	-
	Between two and five years	259,864	_
	In five years or more	1,311,223	_
-	·		

The company's bank borrowings are secured by a debenture on a bank's standard form. The debenture loans are secured by a first legal charge over the investment properties acquired. The bank borrowings are also secured by an unlimited cross guarantee and debenture between the company, Johnson Brothers Coal Traders Limited, a subsidiary company, and Abertawe Transport Limited, a connected company.

17 Pension costs

The company operates defined contribution schemes in respect of certain directors and employees. Pension costs charged of £76,843 (1997: £76,803) represent contributions payable to the scheme in respect of the year. There were no outstanding or prepaid contributions at the balance sheet date.

18	Share capital	1998 £	1997 £
	Authorised 5,000 Ordinary shares of £1 each	5,000	5,000
	Allotted, called up and fully paid 500 Ordinary shares of £1 each	500	500

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 1998

19 Statement of movements on profit and loss account

			Profit and loss account £
	Balance at 1 May 1997 Retained loss for the year		456,238 (242,444)
	Balance at 30 April 1998		213,794
20	Reconciliation of movements in shareholders' funds	1998 £	1997 £
-	(Loss)/Profit for the financial year Dividends	(242,444)	106,383 (100,000)
	Net (depletion in)/addition to shareholders' funds Opening shareholders' funds	(242,444) 456,738	6,383 450,355
	Closing shareholders' funds	214,294	456,738

21 Contingent liabilities

As disclosed in note16 the company, together with a subsidiary company and a connected company, has given an unlimited cross guarantee and debenture to the bank. At the balance sheet date, the amounts advanced under this facility totalled £541,844 (1997: £315,130).

22 Financial commitments

At 30 April 1998 the company had annual commitments under non-cancellable operating leases as follows:

	Land and bu	Land and buildings	
	1998	1997	
	£	£	
Expiry date:			
Between two and five years	32,000	32,000	

The above commitments have been calculated based on rent payable at the latest review date.

23 Capital commitments

There were no capital commitments contracted for at the balance sheet date.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 1998

Directors' emoluments	1998	1997
	£	£
Emoluments for qualifying services	505,547	342,222
Company pension contributions to money purchase schemes	75,910	75,910
	581,457	418,132
The number of directors for whom retirement benefits are accruing under		*
Emoluments disclosed above include the following amounts paid to the highest paid director:		
Emoluments for qualifying services	127,346	84,825
	Emoluments for qualifying services Company pension contributions to money purchase schemes The number of directors for whom retirement benefits are accruing under money purchase pension schemes amounted to 4 (1997- 4). Emoluments disclosed above include the following amounts paid to the highest paid director:	Emoluments for qualifying services Company pension contributions to money purchase schemes 505,547 75,910 581,457 The number of directors for whom retirement benefits are accruing under money purchase pension schemes amounted to 4 (1997- 4). Emoluments disclosed above include the following amounts paid to the highest paid director:

25 Transactions with directors

During the year storage charges of £10,000 (1997: £80,000) were paid in respect of coal stored on land owned equally by four of the directors. The balances due to the directors at the balance sheet date are shown at note 15, with the movement represented by net fees credited and amounts drawn.

The directors have given personal guarantees of £30,000 each to the company's lenders in respect of the loan to finance the acquisition of investment properties.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 1998

26 Employees

Number of employees

The average monthly number of employees (including directors) during the year was:

year was:	1998 Number	1997 Number
Office and management	8	9
Direct labour	9	16
	17	25
Employment costs	£	£
Wages and salaries	728,571	657,025
Social security costs	19,089	24,933
Other pension costs	76,843	76,803
	824,503	758,761

27 Related party transactions

During the year the company made sales to and purchases from (i) subsidiary undertakings of £3,851,383 (1997:£5,128,190) and £38,514 (1997:£51,282) respectively and (ii) connected companies of £82,343(1997:£76,872) and £981,455(1997:£1,023,393) respectively. The names of the connected companies concerned are Abertawe Transport Limited, D.F. & A.M. Bevan & Co., Limited and Ageglory Limited. The amounts due from and to these companies at the balance sheet date are disclosed at notes 14 and 15. Transactions with directors are disclosed at note 25.