VISTGATE LIMITED REPORT AND FINANCIAL STATEMENTS 1 DECEMBER 2003 TO 30 NOVEMBER 2004



PHILLIPS FRITH **CHARTERED ACCOUNTANTS REGISTERED AUDITORS** 9 TREGARNE TERRACE ST AUSTELL

CORNWALL

CHAIRMAN J A Lakeman Esq

J A Lakeman Esq E J Lakeman Esq **DIRECTORS**

COMPANY SECRETARY E J Lakeman Esq

REPORT AND FINANCIAL STATEMENTS

FOR THE PERIOD 1 DECEMBER 2003 TO 30 NOVEMBER 2004

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DIRECTORS' REPORT

FOR THE PERIOD 1 DECEMBER 2003 TO 30 NOVEMBER 2004

The directors have pleasure in presenting their report and the financial statements for the year ended 30 November 2004.

ACTIVITIES

The principal activity of the company continues to be the wholesaling of fish.

REVIEW OF BUSINESS

The business continues to trade well. The results for the year ahead will reflect the considerable investment in plant and machinery.

DIRECTORS AND THEIR INTERESTS

The directors of the company during the period and their interests in the share capital of the company were as follows:

	<u>Ordinary shares of £1 each</u>		
	30 November 2004	1 December 2003	
J A Lakeman Esq	60	60	
E J Lakeman Esq	40	40	

AUDITORS

In accordance with section 385 of the Companies Act 1985 (as inserted by Section 119 of the Companies Act 1989), a resolution proposing the reappointment of Phillips Frith as auditors to the company will be put to the annual general meeting.

By Order of the Board

Ed 2000

Secretary

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the Company's state of affairs at the end of the year and of its profit or loss 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 assume 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 or other irregularities.

INDEPENDENT AUDITORS' REPORT

TO THE SHAREHOLDERS OF VISTGATE LIMITED

We have audited the financial statements of Vistgate Limited for the year ended 30 November 2004 set out on pages 4 to 15. These financial statements have been prepared under the historical cost convention and 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 auditor's 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 opinion we have formed.

Respective responsibilities of directors and auditors

As described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you, if in our opinion, the Directors' Report is not consistent with the financial statements, if 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 transactions with the company 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 United Kingdom 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 judgments 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 November 2004 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

9 Tregarne Terrace ST AUSTELL

PHILLIPS FRITH
CHARTERED ACCOUNTANTS AND REGISTERED AUDITORS

Date:

22 nd March 2005

PROFIT AND LOSS ACCOUNT

FOR THE PERIOD 1 DECEMBER 2003 TO 30 NOVEMBER 2004

	<u>Notes</u>	<u>2004</u> £	2003 £
TURNOVER	2	5,819,759	5,795,489
OTHER OPERATING INCOME		48,959	36,918
		5,868,718	5,832,407
Raw materials and consumables Staff costs Depreciation and other amounts written	3	(4,462,974) (463,270)	(4,469,586) (458,167)
off tangible fixed assets Other operating charges		(118,947) (607,022)	(37,262) (585,115)
		(5,652,213)	(5,550,130)
OPERATING PROFIT	4	216,505	282,277
Interest receivable Interest payable and similar charges		1,888 (6,529)	3,588 (3,165)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		211,864	282,700
Tax on profit on ordinary activities	5	(62,909)	(80,909)
RETAINED PROFIT FOR THE YEAR		148,955	201,791

The profit and loss account contains all the gains and losses recognised in the year and in the previous year and the retained profit for the year represents the only movement in shareholders' funds.

The notes on pages 7 to 15 form part of these financial statements.

BALANCE SHEET

30 NOVEMBER 2004

		20	04	2003	
	<u>Notes</u>	£	£	£	£
FIXED ASSETS					
Intangible assets	7		22,000		_
Tangible assets	8		1,147,955		750,594
Investments - Shares	9		3,200		3,200
- Properties	10		169,277		169,277
OVERDENIE ACCREC					
CURRENT ASSETS Stocks	11	19 919		11 226	
Debtors	12	13,313 853,728		11,236 635,387	
Cash at bank and in hand	12	1,672		251,170	
Cash at bank and in hand		868,713		897,793	
		000,713		077,773	
CREDITORS - amounts falling due					
within one year	13	(664,150)		(550,409)	
·			•		
NET CURRENT ASSETS			204,563		347,384
TOTAL ASSETS LESS CURRENT LIAI	BILITIES		1,546,995		1,270,455
CD TD TD CD C C III 1					
CREDITORS - amounts falling due	14		(00.746)		
after more than one year	14		(99,746)		-
PROVISION FOR LIABILITIES AND					
CHARGES	15		(67,095)		(39,256)
				-	
NET ASSETS			1,380,154	_	1,231,199
CAPITAL AND RESERVES	1.6		100		100
Called up share capital Profit and loss account	16		100		100
Profit alid loss account			1,380,054	-	1,231,099
SHAREHOLDERS' FUNDS	17		1,380,154	=	1,231,199

Approved by the board on 22 d Havel 2005 and signed on its behalf by:

Director

The notes on pages 7 to 15 form part of these financial statements.

CASH FLOW STATEMENT

FOR THE YEAR 1 DECEMBER 2003 TO 30 NOVEMBER 2004

		20	04	20	03
	<u>Notes</u>	£	£	£	£
Operating Activities Net cash (outflow)/inflow from operating activities	19		(27,000)		404,405
Return on investments and servicing of finance	g				
Interest paid Interest received		(6,529) 1,888		(3,165) 3,588	
Net cash (outflow)/inflow from retuinvestments and servicing of finance			(4,641)		423
Taxation Corporation tax paid			(64,242)		(92,527)
Capital expenditure and financial in Payments to acquire: Intangible fixed assets Tangible fixed assets Investment assets Receipts from sales of:	vestmer	(22,000) (520,276)		(203,513) (128,765)	
Tangible fixed assets		1	(E 49, 97E)		(222 270)
Net cash outflow from capital expen	laiture		(542,275)	_	(332,278)
Net cash (outflow) before financing			(638,158)		(19,977)
Increase in hire purchase Increase in directors' loans		147,746 138,695		21,285	
Net cash inflow from financing			286,441	-	21,285
(Decrease)/increase in cash in the period	20	,	(351,717)	=	1,308
Reconciliation of net cash flow to movement in net debt (Decrease)/increase in cash Cash (outflow) on directors' loans	20	(351,717) (138,695)		1,308 (21,285)	
Movement in net debt in the period Net debt at 30 November 2003		-	(490,412) 169,767	_	(19,977) 189,744
Net debt at 30 November 2004			(320,645)	=	169,767

NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD 1 DECEMBER 2003 TO 30 NOVEMBER 2004

1 ACCOUNTING POLICIES

a) BASIS OF ACCOUNTING

The financial statements are prepared under the historical cost convention and in accordance with applicable accounting standards.

b) INTANGIBLE FIXED ASSETS

The fishing licence is included in the accounts at historical cost. The licence has no term and has an unlimited useful economic life to the company. An amortisation charge is not therefore appropriate.

c) DEPRECIATION OF TANGIBLE FIXED ASSETS

Depreciation is provided on all tangible fixed assets in use, at rates and bases calculated to write off the cost (net of grants received) less estimated residual value, of each asset over its expected useful life, as follows:-

Freehold property (excluding land and

Investment properties) - 2% per annum using the straight line method -10% per annum using the reducing balance method Property improvements Mobile shop -15% per annum using the reducing balance method Fish boxes -25% per annum using the straight line method -15% per annum using the reducing balance method Plant & machinery -15% per annum using the reducing balance method Fixtures & fittings Office equipment -15% per annum using the reducing balance method Motor vehicles -25% per annum using the reducing balance method

d) DEFERRED TAXATION

Deferred taxation arises as a result of including items of income and expenditure in taxation computations in periods different from those in which they are included in the company's accounts. Deferred tax is provided in full on timing differences which results in an obligation to pay more (or less) tax at a future date, at the average tax rates that are expected to apply when the timing differences reverse, based on current tax rates and laws.

e) STOCK

Stock is valued at the lower of cost and net realisable value.

f) 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.

Differences between contributions payable and contributions actually paid in the year are shown as either accruals or prepayments at the year end.

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE PERIOD 1 DECEMBER 2003 TO 30 NOVEMBER 2004

g) LEASES AND HIRE PURCHASE CONTRACTS

Where assets are acquired by leasing arrangements, and hire purchase contracts which are of a financing nature, which give rights approximating to ownership the amount representing the outright purchase price of such assets is included in tangible fixed assets. Depreciation is provided at rates designed to write off this cost in equal amounts over the shorter of the estimated useful lives of the assets or the period of the leases. Assets acquired on hire purchase contracts which are of a financing nature are written off over the estimated useful lives.

The capital element of future payments is treated as a liability and the interest element is charged to the profit and loss account over the period of the leases in proportion to the balances outstanding.

Expenditure on leases and hire purchase contracts other than those defined above are charged to the profit and loss account in the period to which they relate.

h) FOREIGN CURRENCIES

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange prevailing on the transaction date. Exchange differences are taken into account in arriving at the operating result.

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE PERIOD 1 DECEMBER 2003 TO 30 NOVEMBER 2004

2 **TURNOVER**

Turnover represents the net amount invoiced to customers less trade discounts, excluding value added tax and sales of fixed assets. The analysis of turnover is as follows:-

·	<u>2004</u>	<u>2003</u>
	£	£
Wholesale sales - UK	2,677,233	2,647,557
- EC Countries	2,514,010	2,353,611
- Other European Countries	628,516	794,321
	E 910 750	5 70E 490
	5,819,759	5,795,489
3 STAFF COSTS (including directors)	222	2002
	<u>2004</u> £	2003 £
	£	E.
Wages and salaries	417,563	412,189
Social Security costs	39,453	39,443
Other pension costs	6,254	6,535
	469.970	450 167
	463,270	458,167
The monthly average number of employees	No.	No.
during the year was as follows:		
Productive	21	20
Administration	6	6
	27	26
		
4 OPERATING PROFIT		
	<u>2004</u>	<u>2003</u>
	£	£
This is stated after charging:		
Depreciation on tangible fixed assets	118,947	37,262
Directors' remuneration	40,000	40,000
Auditors' remuneration	2,450	2,450
5 TAX ON PROFIT ON ORDINARY ACTIVITIES		
	<u>2004</u>	<u>2003</u>
David and Conference of the state of the sta	£	£
Based on the profit for the year:	25 070	64.040
Corporation Tax at 30% (2003 - 30%) Deferred taxation at 30% (2003 - 30%)	35,070 27,830	64,242 16,667
Deterred taxation at 50% (2005 - 50%)	27,839	16,667
	62,909	80,909
9	· ·	_

NOTES TO THE FINANCIAL STATEMENTS (continued)

Charge for year and at 30 November 2004

Net book value: 30 November 2004

FOR THE PERIOD 1 DECEMBER 2003 TO 30 NOVEMBER 2004

6 FACTORS AFFECTING THE TAX CHARGE FOR THE PERIOD

The tax assessed for the period is higher than the standard rate of corporation tax in the UK (30%). The differences are explained below:-

	<u>2004</u> £	2003 £
Profit on ordinary activities before tax	211,864	282,700
Profit on ordinary activities multiplied by standard rate of Corporation tax in the UK of 30% (2003: 30%).	63,559	84,810
Effects of: Expenses not deductible for tax purposes Income not chargeable to tax Capital allowances for period in excess of depreciation Marginal rate relief	11,013 (42) (23,529) (15,931)	3,598 (30) (10,645) (13,491)
Current tax charge for period (note 5)	35,070	64,242
7 INTANGIBLE FIXED ASSETS	Fishing <u>Licence</u> £	
Cost: Addition and at 30 November 2004	22,000	
Amortisation:		

22,000

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE PERIOD 1 DECEMBER 2003 TO 30 NOVEMBER 2004

8 TANGIBLE FIXED ASSETS

	Freehold	Property				Fixtures, fittings		
	land &	improve-	Fishing	Fish	Plant &	& office	Motor	
	<u>property</u>	ments	<u>boat</u>	boxes	machinery	<u>equipment</u>	<u>vehicles</u>	<u>Total</u>
	£	£	£	£	£	£	£	£
Cost:								
01.12.2003	424,087	53,015	-	25,734	405,383	35,618	58,655	1,002,492
Additions	-	3,944	163,778	6,800	302,936	5,586	37,232	520,276
Disposals	_ _			· · ·	<u>-</u>	(9,442)	(24,055)	(33,497)
30.11.2004	424,087	56,959	163,778	32,534	708,319	31,762	71,832	1,489,271
Depreciation:								
01.12.2003	11,486	10,529	-	22,514	•	19,022	44,260	251,898
Provision for year	5,545	4,643	10,000	2,681	84,461	2,947	8,670	118,947
Disposals	<u> </u>					(6,910)	(22,619)	(29,529)
30.11.2004	17,031	15,172	10,000	25,195	228,548	15,059	30,311	341,316
Net book values:								
30.11.2004	407,056	41,787	153,778	7,339	479,771	16,703	41,521	1,147,955
01.12.2003	412,601	42,486	<u> </u>	3,220	261,296	16,596	14,395	750,594

The net book value of plant and machinery includes £180,000 in respect of assets held under a lease purchase contract. The depreciation charge in respect of such assets amounted to £27,000 for the year.

9 INVESTMENTS	<u>2004</u>	<u>2003</u>
	£	£
Unlisted shares at cost	3,200	3,200

10	INVESTMENT PROPERTIES	<u>Land and Bu</u>	<u>ildings</u>
		<u>2004</u>	<u>2003</u>
		£	£
		169,277	169,277

Investment properties are included in the accounts at a valuation provided by the directors.

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE PERIOD 1 DECEMBER 2003 TO 30 NOVEMBER 2004

11 STOCK	2004 £	<u>2003</u>
risk	-	£ 8,422
Fish Discol	11,550 1,763	2,814
Diesel	1,/03	2,014
	13,313	11,236
12 DEBTORS	<u>2004</u>	2003
	£	£
Trade debtors	830,530	547,029
Other debtors	23,198	88,358
	853,728	635,387
13 CREDITORS - AMOUNTS FALLING DUE WITHIN	ONE YEAR	
	<u>2004</u>	<u>2003</u>
	<u>-</u>	£
Bank overdraft	102,219	-
Trade creditors	189,408	301,887
Obligations under finance leases	48,000	•
Directors' current accounts	220,098	81,403
Corporation tax	35,070	64,242
Other taxes and social security	13,069	9,500
Other creditors and accruals	56,286	93,377
	-	
	664,150	550,409

Included in trade creditors is an amount of £Nil (2003: £100,000) representing trade debtors outstanding under a factoring agreement at the balance sheet date. Securities given are a mortgage over the company's freehold property, a fixed charge over book debt and a floating charge over all other assets.

14 CREDITORS - AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	<u>2004</u> £	<u>2003</u> £
Obligations under finance leases and hire purchase contracts	99,746	<u> </u>
Debt due after more than one year: repayable between one and five years repayable in five years or more	99,746	
	99,746	

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE PERIOD 1 DECEMBER 2003 TO 30 NOVEMBER 2004

15 PROVISION FOR LIABILITIES AND CHARGES

Deferred taxation provided in the financial statements, and the total potential liability including the amounts for which provision has been made, is as follows:-

	<u>Full potential</u>		<u>Provided in</u>	
	liabi	lity	Financial S	tatements
	2004	2003	2004	2003
	£	£	£	£
Accelerated capital allowances	67,095	39,256	67,095	39,256
			£	
Balance at 1 December 2003		30	9,256	
Transfer from profit and loss account	27,839			
Transier from profit and loss account			,,057	
Balance at 30 November 2004		67	7,095	
				
				•
16 SHARE CAPITAL		20	004	<u>2003</u>
			<u></u>	£
Authorised:				
Ordinary shares of £1 each			100	100
• • • • • •				
Allotted, called up and fully paid:				
Ordinary shares of £1 each			100	100
Ordinary shares of 21 cach		= _ =_ =		======

17 SHAREHOLDERS FUNDS	Share <u>Capital</u> £	Profit & Loss <u>Account</u> £	<u>Total</u> £
At 30 November 2002	100	1,029,308	1,029,408
Profit retained		201,791	201,791
At 30 November 2003	100	1,231,099	1,231,199
Profit retained		148,955	148,955
At 30 November 2004	100	1,380,054	1,380,154

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE PERIOD 1 DECEMBER 2003 TO 30 NOVEMBER 2004

18 RELATED PARTIES

Control

Throughout the period the Company was controlled by the Directors who are all members of the same family. The interests of the directors in the share capital of the company are set out in the Directors' Report.

Transactions Atlantic Aggregates Ltd, a company of which E J Lakeman Esq and J A Lakeman Esq are directors and J A Lakeman is the 51% owner of the issued ordinary £1 shares.	<u>2004</u> £	2003 £
Sales to Atlantic Aggregates Ltd on normal commercial terms	37,422	42,233
Balance owed by Atlantic Aggregates Ltd at 30 November 2004	1,601	2,938
Transactions in which the directors had a material interest were: Stone Haul Ltd, a company controlled by E J Lakeman:	2004 £	2003 £
Sales to Stone Haul Ltd on normal commercial terms	158,625	110,280
Balance owed by Stone Haul Ltd at 30 November 2004	18,216	25,733

19 RECONCILIATION OF OPERATING PROFIT TO NET CASH (OUTFLOW)/INFLOW FROM OPERATING ACTIVITIES

	<u>2004</u> £	<u>2003</u> £
Operating profit	211,864	282,700
Depreciation charges and other amounts written off fixed assets	118,947	37,262
Interest payable	6,529	3,165
Interest receivable	(1,888)	(3,588)
Adjustment on disposal of tangible fixed assets	3,967	-
Increase in stock	(2,077)	(3,947)
(Increase) in debtors	(218,341)	(5,944)
(Decrease)/increase in trade creditors	(112,479)	105,411
Increase in other taxes and Social Security	3,569	216
(Decrease) in other creditors and accruals	(37,091)	(10,870)
Net cash (outflow)/inflow from operating activities	(27,000)	404,405

VISTGATE LIMITED . . .

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE PERIOD 1 DECEMBER 2003 TO 30 NOVEMBER 2004

20 ANALYSIS OF NET DEBT

	<u> 2003</u>	Cash Flow	<u> 2004</u>
	£	£	£
Bank overdraft	-	(102,219)	(102,219)
Cash at bank in hand	251,170	(249,498)	1,672
Directors' current accounts	(81,403)	(138,695)	(220,098)
	169,767	(490,412)	(320,645)
21 CAPITAL COMMITMENTS			
	<u>2004</u>		<u>2003</u>
	£		£
Authorised and contracted for:			
Purchase of plant and machinery	-		208,479
Property improvements	40,000		304,300
Fishing boat	33,220_		-
	73,220		512,779