Company No. 1699439 (England and Wales)

Aston Manor Brewery Company Limited

Financial Statements

for the year ended

31st December 1998



Company Information

Directors H D Ellis

M T Hancocks P D Ellis P G Collings M J Ansell

Secretary P D Ellis

Company Number 1699439

Registered Office 173 Thimblemill Lane

Aston Birmingham B7 5HS

Auditors BKR Haines Watts

Sterling House 71 Francis Road Edgbaston Birmingham B16 8SP

Bankers Lloyds Bank Plc

Birmingham City Centre

P O Box 908 1 Cornwall Street Birmingham B3 2DS

Contents

	Page			
Directors' Report	1 to 2			
Auditors' Report	3			
Profit and Loss Account	4			
Balance Sheet	5			
Cash Flow Statement	6			
Notes to the Financial Statements	7 to 16			
The following pages do not form part of the statutory financial statements:				
Management Profit and Loss Account	17 to 18			

Directors' Report

for the Year ended 31st December 1998

The directors present their report together with the audited financial statements for the year ended 31st December 1998.

Principal Activities and Review of Business

The company's principal activity continued to be that of the production of beers, ciders and alchoholic beverages.

Results and Dividends

The results for the year are set out in the profit and loss account on page 4.

The directors are satisfied with the performance of the company and are optimistic about its future prospects.

The directors do not recommend a dividend and the retained profit of £814,872 will be added to reserves.

On 1 April 1998 the company purchased 81,395 ordinary shares of £1 each from a shareholder for a sum of £625,000. These shares represented 20.17% of the issued share capital immediately prior to the purchase.

Fixed Assets

Details of movements in fixed assets are set out in the notes to the accounts.

Directors

The directors who served during the year and their beneficial interests in the company's issued share capital were:

	Ordinary Shares	
	31st	1st
	December	January
	1998	1998
H D Ellis	105,469	41,042
M T Hancocks	38,359	38,359
P D Ellis	9,176	9,176
P G Collings	-	-
M J Ansell (appointed 1st April 1998)	-	_

Political and Charitable Contributions

The company made charitable contributions during the year of £1,390(1997 - £890).

Directors' Report

for the Year ended 31st December 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 the company's affairs and of the profit or loss for that year. In preparing these 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;

State whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the accounts;

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 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.

The directors have the responsibility of ensuring that the business will not be adversely affected by any failure of computer or other systems to cope with the year 2000. The directors have the responsibility for:

- a) Analysing the impact of the year 2000 issue on the business;
- b) Developing plans to mitigate the effects identified by the analysis;
- c) Assessing the appropriateness of adopting the going concern basis in preparing the financial statements (and of any disclosures needed to give a true and fair view); and
- d) Considering any need for disclosures in the annual report as a result of the requirements of UITF Abstract 20, issued by the Accounting Standards Board.

Auditors

A resolution to reappoint BKR Haines Watts Chartered Accountants as auditors will be put to the members at the Annual General Meeting.

This report was approved by the board on 17th May 1999, and signed on its behalf.

P D Ellis, Secretary

We have audited the financial statements on pages 4 to 16 which have been prepared under the historical cost convention and the accounting policies set out on page 7.

Respective Responsibilities of Directors and Auditors

As described on page 2 the company's directors are responsible for the preparation of the financial statements. It is our responsibility to form an independent opinion, based on our audit, on those financial statements and 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 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 the 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 31st December 1998 and of its profit and cashflows for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

BKR Haines Watts

Chartered Accountants and Registered Auditors

Sterling House 71 Francis Road Edgbaston Birmingham

B16 8SP

Date: 20th May 1999

Profit and Loss Account

for the year ended 31st December 1998

	Notes	1998	1997
		£	£
Turnover	2	21,603,515	15,436,595
Cost of Sales		18,439,640	13,275,236
Gross Profit	-	3,163,875	2,161,359
Distribution Costs Administrative Expenses		1,394,596 550,737	1,181,177 555,985
Operating Profit Other Exceptional Items	3 4	1,218,542 130,819	424,197 121,192
		1,349,361	545,389
Interest Receivable Interest Payable and Similar Charges	5	1,151 (130,435)	- (128,918)
Profit on Ordinary Activities before Taxation	-	1,220,077	416,471
Tax on profit on ordinary activities	7	405,205	58,241
Profit for the Financial Year	17	814,872	358,230

All amounts relate to continuing activities.

There were no recognised gains or losses for 1998 or 1997 other than those included in the profit and loss account.

Balance Sheet

as at 31st December 1998

Notes				
Notes		1998		1997
	£	£	£	£
8		3,647,804		3,289,675
9		254		254
		3,648,058		3,289,929
11	764,878		975,849	
12	4,619,905		3,393,511	
	3,325		1,895	
_	5,388,108	-	4.371.255	
13	5,577,186		4,455,720	
_		(189,078)	"	(84,465)
		3,458,980		3,205,464
14		188,166		124,522
		3.270.814		3,080,942
			:	
16		322.081		403,476
				20,000
17		,		100,000
17		2,747,338		2,557,466
18		3,270,814		3,080,942
	9 11 12 - 13 - 14 16 17 17 17	11 764,878 12 4,619,905 3,325 5,388,108 5,577,186 14	8 3,647,804 9 254 3,648,058 11 764,878 12 4,619,905 3,325 5,388,108 13 5,577,186 (189,078) 3,458,980 14 188,166 3,270,814 16 322,081 20,000 17 181,395 17 2,747,338	3,647,804 254 3,648,058 11 764,878 12 4,619,905 3,325 5,388,108 13 5,577,186 (189,078) 3,458,980 14 188,166 3,270,814 16 322,081 20,000 17 181,395 17 2,747,338

These financial statements were approved by the board on 17th May 1999 and signed on its behalf.

P D Ellis

M T Hancocks

Directors

Cash Flow Statement

for the year ended 31st December 1998

	Notes	1998	1997
		£	£
Reconciliation of Operating Profit to Net Cash Inflow from Operating Activities			
Operating profit		1,218,542	424,197
Depreciation		660,976	533,100
Loss on sale of fixed assets		1,850	(8,385)
Decrease in stocks		210,971	197,533
Increase in debtors		(1,222,899)	(859,366)
Increase in creditors	_	1,505,052	(217,200)
Net Cash Inflow from Operating Activities	=	2,374,492	69,879
CASH FLOW STATEMENT			
Net Cash Inflow from Operating Activities		2,374,492	69,879
Returns on Investments and Servicing of Finance	24	(129,284)	(128,918)
Taxation		(77,505)	(80,156)
Capital Expenditure and Financial Investment	25	(1,020,955)	(634,181)
Other Exceptional Items		130,819	121,192
Financing	25	(625,000)	_
Increase in Cash	=	652,567	(652,184)
Reconciliation of Net Cash Flow to Movement in Net Cash			
Increase in Cash in the Year	25	652,567	(652,184)
Net Cash at 1st January 1998		(2,075,990)	(1,423,806)
Net Debt at 31st December 1998	24	(1,423,423)	(2,075,990)
	=		_

Notes to the financial statements

for the Year ended 31st December 1998

1 Accounting Policies

Basis of Accounting

The Financial Statements have been prepared in accordance with applicable accounting standards and under the historical cost convention.

Turnover

Turnover is the total amount receivable by the company for goods supplied and services provided, excluding VAT and trade discounts.

Depreciation

Depreciation is calculated to write down the cost or valuation less estimated residual value of all tangible fixed assets other than freehold land by equal annual instalments over their expected useful lives. The rates and periods generally applicable are:

Freehold properties Plant and machinery Fixtures and fittings 2.5% straight line15% straight line/ 25% reducing balance15% reducing balance

Investments

Investments are included at cost less amounts written off. Profits or losses arising from disposals of fixed asset investments are treated as part of the result from ordinary activities.

Stocks

Stocks and work in progress have been valued at the lower of cost or estimated net realisable value, including an appropriate proportion of overheads. Net realisable value is based on estimated selling price, less further costs expected to be incurred to completion and disposal. The bases and methods of computation have been applied consistently.

Deferred Taxation

Deferred tax is provided for under the liability method using the tax rates estimated to arise when the timing differences reverse and is accounted for to the extent that it is probable that a liability or asset will crystallise. Unprovided deferred tax is disclosed as a contingent liability.

Debit balances arising in respect of advanced corporation tax on dividends payable or proposed are carried forward to the extent that they are expected to be recoverable.

Contribution to Pension Funds

The company operates a defined contribution pension scheme. Contributions are charged to the profit and loss account as they become payable in accordance with the rules of the scheme.

Notes to the financial statements

for the Year ended 31st December 1998

Government Grants

Government grants in respect of capital expenditure are credited to a deferred income account and are released to the profit and loss account by equal annual instalments over the expected useful lives of the relevent assets.

Government grants or assistance of a revenue nature are credited to the profit and loss in the same period as the related expenditure.

Leased Assets

Assets held under finance leases and hire purchase contracts are capitalised in the Balance Sheet and depreciated over their expected useful lives. The interest element of leasing payments represents a constant proportion of the capital balance outstanding and is charged to the Profit and Loss Account over the period of the lease.

All other leases are regarded as operating leases and the payments made under them are charged to the Profit and Loss Account on a straight line basis over the lease term.

2 Turnover

The geographical	analysis of turnor	zer ic ac	follower
THE REORIZORICAL	anaivsis of turnov	/CI IS as	TOHOWS:

	The geographical analysis of turnover is as follows.	1998	1997
		£	£
	Other	140,909	315,257
	UK	21,227,539	14,480,377
	Europe	235,067	640,961
		21,603,515	15,436,595
3	Operating Profit		
	The operating profit is arrived at after charging or crediting:	1998	1997
		£	£
	Depreciation of owned assets	660,976	533,100
	Loss on disposal of fixed assets	1,850	(8,385)
	Hire of equipment - Operating leases - land and buildings	20,000	20,000
	Auditors' remuneration - non audit work	5,575	8,350
	Auditors' remuneration	8,000	8,000
	Government grants transferred from deferred income	(5,275)	(5,275)
4	Exceptional Items	1998	1997
		£	£
	Other Exceptional Items	130,819	121,192
		130,819	121,192

The exceptional item relates to compensation received with regard to a legal case that was won by the company. The exceptional item for 1997 was in respect of a profit on disposal of fixed assets following an insurance claim.

Notes to the financial statements

for the Year ended 31st December 1998

Bank overdrafts and loans repayable within five years, not by instalments 130,435 130,435 6 Directors and Employees Staff costs, including directors' remuneration, were as follows: 1998 £ Wages and salaries 1,553,271 Social security costs 1125,630 Other pension costs 7,814 Compensation for loss of office 1,686,715 The average weekly number of employees, including directors, during the year was as follows:	£ 128,918 128,918 1997 £ 1,302,544 128,600 5,020 30,000 1,466,164
6 Directors and Employees Staff costs, including directors' remuneration, were as follows: 1998 £ Wages and salaries Social security costs Other pension costs Compensation for loss of office 1,686,715	1997 £ 1,302,544 128,600 5,020 30,000
Staff costs, including directors' remuneration, were as follows: 1998 £ Wages and salaries Social security costs Other pension costs Compensation for loss of office 1,686,715	£ 1,302,544 128,600 5,020 30,000
Wages and salaries Vages and salaries Social security costs Other pension costs Compensation for loss of office 1,553,271 125,630 7,814 1,686,715	£ 1,302,544 128,600 5,020 30,000
Wages and salaries Vages and salaries Social security costs Other pension costs Compensation for loss of office 1,553,271 125,630 7,814 1,686,715	£ 1,302,544 128,600 5,020 30,000
Wages and salaries Social security costs Other pension costs Compensation for loss of office 1,553,271 125,630 7,814 1,686,715	£ 1,302,544 128,600 5,020 30,000
Social security costs Other pension costs Compensation for loss of office 125,630 7,814 1,686,715	128,600 5,020 30,000
Social security costs Other pension costs Compensation for loss of office 125,630 7,814 Compensation for loss of office 1,686,715	128,600 5,020 30,000
Other pension costs Compensation for loss of office 1,686,715	5,020 30,000
1,686,715	
	1,466,164
Production 67 Selling and Distribution 20 Installation Engineers 4 Administration 14	1997 Number 64 19 5 13
Directors' emoluments	1997
£	1997 £
Emoluments Directors' pension contributions under defined contribution schemes 7,814	97,416 5,020
7,014	3,020
67,859	102,436
1998 Retirement benefits were accruing to directors under schemes as follows:-	1997
Number	Number
Money purchase schemes	1

Notes to the financial statements

for the Year ended 31st December 1998

7	Taxation			1998	1997
				1998 £	£
	Based on the profit for the year				~
	UK corporation tax at 31% (1997 21%)			324,607	57,056
	Deferred tax charge			63,644	1,222
	Adjustment for prior year			16,954	(37)
			_	405,205	58,241
8	Tangible Fixed Assets				
		Freehold Land and Buildings	Plant and Machinery	Fixtures and Fittings	Total
		——————			
	Cost	£	£	£	£
	At 1st January 1998	1,706,328	3,723,680	105,059	5,535,067
	Additions	13,884	1,002,536	7,335	1,023,755
	Disposals	<u> </u>	(10,350)		(10,350)
	At 31st December 1998	1,720,212	4,715,866	112,394	6,548,472
	Depreciation				
	At 1st January 1998	256,547	1,932,899	55,946	2,245,392
	Charge for the year	41,856	610,867	8,253	660,976
	Disposals	-	(5,700)	-	(5,700)
	At 31st December 1998	298,403	2,538,066	64,199	2,900,668
	Net Book Value				
	At 31st December 1998	1,421,809	2,177,800	48,195	3,647,804
	At 31st December 1997	1,449,781	1,790,781	49,113	3,289,675
		=		=	A

Notes to the financial statements

for the Year ended 31st December 1998

9 Fixed Assets Investments

	Shares in Group Undertakings	Investments Other than Loans	Total
Cost	£	£	£
At 1st January 1998	4	250	254
At 31st December 1998	4	250	254
Net Book Value At 31st December 1998	4	250	254
At 31st December 1998			234
At 31st December 1997	4	250	254

10 Subsidiary Undertakings

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

Name of company	Country of registration (or incorporation and operation)	-	Proportion of voting rights and shares held	Nature of business	Total reserves	Net profit for the year
Principal subsidiary undertakings: The Hereford Orchards Cider Company Limited	England	Ordinary Shares	100%	Dormant	nil	nil
Roman Springs Pure Water Company Limited	England	Ordinary Shares	100%	Dormant	nil	nil

Both subsidiaries have not traded since incorporation and they have not been consolodated in these financial statements as the directors do not consider the investments to be a material figure. During the year The Malvern Springs Pure Water Company Limited changed it's name to Roman Springs Pure Water Company Limited.

11	Stocks	1998	1997
		£	£
	Raw materials	368,889	612,943
	Work in progress	114,699	100,655
	Finished goods	281,290	262,251
		764,878	975,849

Notes to the financial statements

for the Year ended 31st December 1998

12	Debtors	1998	1997
		£	£
	Trade debtors	4,529,184	3,206,139
	Other debtors	6,764	88,804
	Prepayments and accrued income	83,957	98,568
		4,619,905	3,393,511
13	Creditors: Amounts Falling Due Within One Year	1998	1997
		£	£
	Bank loans and overdrafts (secured)	1,426,748	2,077,885
	Trade creditors	2,668,601	1,528,537
	Corporation tax	324,607	57,056
	Other taxes and social security	756,756	493,285
	Other creditors	880	871
	Accruals and deferred income	399,594	298,086
		5,577,186	4,455,720

The bank overdrafts are secured by a fixed and floating charge over all of the company's assets.

14 Deferred Taxation

The movements in deferred taxation during the current and previous years are as follows:

	1998	1997
At 1st January 1998 Movement in the year	£ 124,522 63,644	£ 123,300 1,222
At 31st December 1998	188,166	124,522

Deferred taxation provided and unprovided for in the financial statements is set out below. The amount unprovided represents a contingent liability at the balance sheet date and is calculated using a tax rate of 31 % (1997 21%).

	Amou	Amount Provided		Amount Unprovided	
	1998 £	1997 £	1998 £	1997 £	
Accelerated capital allowances	188,166	124,522	-	-	
	188,166	124,522	-		
					

Notes to the financial statements

for the Year ended 31st December 1998

15	Government Grants	1998 £	1997 £
	At 1st January 1998 Transferred to profit and loss account during the year	179,350 (5,275)	184,625 (5,275)
	At 31st December 1998	174,075	179,350
16	Share Capital	1998 €	1997 £
	Authorised		
	Equity Shares		
	545,000 Ordinary shares of £1 each	545,000	545,000
		545,000	545,000
	100,000 Preference shares of £1 each	100,000	100,000
		645,000	645,000
	Allotted		
	Equity Shares		
	322,081 Allotted, called up and fully paid ordinary shares of £1 each	322,081	403,476

During the year the company purchased 81,395 ordinary shares of £1 each from the West Midlands Enterprise Board.

17 Reserves

Account	Redemption Reserve	Profit and Loss Account
£	£	£
20,000	100,000	2,199,236
-	-	358,230
20,000	100,000	2,557,466
-	-	814,872
-	_	(625,000)
-	81,395	-
20,000	181,395	2,747,338
	20,000	20,000 100,000 - 20,000 100,000

Notes to the financial statements

for the Year ended 31st December 1998

18	Reconciliation of Shareholders' Funds	1998	1997
~~	2.000 months of San Carlot and San C	£	£
	Profit for the financial year	814,872	358,230
	Premium on buy back of own shares	(543,605)	
	Redemption of Share Capital	(81,395)	-
	Increase in the shareholders' funds	189,872	358.230
	Opening shareholders' funds	3,080,942	2,722,712
	Closing shareholders' funds	3,270,814	3,080,942
19	Capital Commitments		
	The company had the following capital commitments:	1998	1997
		£	£
	Authorised but not contracted for	-	100,000
		-	100,000
		=======================================	

20 Contingent Liabilities

At the balance sheet date a potential liability of £67,000 is due to a supplier in respect of plant purchased by the company which later turned out to be faulty. The company however have issued a counter claim in respect of this for £250,000 and they are confident that no monies will be payable.

21 Pension Scheme

The company operates a defined contribution pension scheme for the benefit of the directors and senior employees. The assets of the scheme are administered by trustees in a fund independent from those of the company.

The total contributions paid in the year amounted to £7,814 (1997 £5,020).

Notes to the financial statements

for the Year ended 31st December 1998

22 Related Party Transactions

During the year the following transactions took place in which the directors had a material interest.

Commissions in the sum of £98,521 (1997 - £83,939) were paid to Sandon Distribution in the year. M T Hancocks is a partner in this business. At 31st December 1998 an amount of £8,827 (1997 - nil) was due to Sandon Distribution.

H D Ellis part owns premises which are occupied by the company. The rent charged in these accounts was £20,000 (1997 - £20,000). There is a formal lease in respect of the property. At 31st December 1998 an amount of £23,333 was due in respect of this rent (1997 - £28,333).

23 Operating Lease Commitments

At 31 December 1998 the company had annual commitments under non-cancellable operating leases as set out below:

Land and buildings

	Operating leases which expire: Between two and five years	_	1998 £ 20,000	1997 £ 20,000
		_	20,000	20,000
24	Analysis of Changes in Net Cash	1997	Cash flows	1998
	Cash at bank and in hand Overdrafts	£ 1,895 (2,077,885)	£ 1,430 651,137	£ 3,325 (1,426,748)
		(2,075,990)	652,567	(1,423,423)
		(2,075,990)	652,567	(1,423,423)

Notes to the financial statements

for the Year ended 31st December 1998

25	Gross Cash Flows	1998 £	1997 £
	Returns on Investments and Servicing of Finance		
	Interest received	1,151	_
	Interest paid	(130,435)	(128,918)
	Net cash outflow for returns on investments and servicing of finance	(129,284)	(128,918)
	Capital Expenditure and Financial Investment		
	Payments to acquire tangible fixed assets	(1,023,755)	(735,973)
	Proceeds from the sale of fixed assets	2,800	101,792
	Net cash outflow from investing activities	(1,020,955)	(634,181)
	Financing		
	Redemption of ordinary share capital	(625,000)	-
	Net cash outflow for financing	(625,000)	