GRANGE PACKAGING & DISTRIBUTION LIMITED DIRECTORS' REPORT AND ACCOUNTS

for the year ended 31st March 2009

Company Registration Number 2692907

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Accounts

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Officers and Professional Advisers

The board of directors P J Nichol

A S Lord L A Nichol C Ashcroft K S Holcroft D Smith O'Malley

Company secretary L A Nichol

Registered office 5 Temple Square

Temple Street Liverpool L2 5RH

Auditor Mitchell Charlesworth

Chartered Accountants Registered Auditor 5 Temple Square Temple Street Liverpool L2 5RH

Bankers Yorkshire Bank

6 Bridge Street St Helens WA10 1NF

The Directors' Report

Year ended 31st March 2009

The directors present their report and the accounts of the company for the year ended 31st March 2009.

Principal activities and business review

The principal activity of the company during the year was that of contract packaging to the confectionary and grocery trade.

During a difficult trading year, the Company has continued to perform reasonably well considering the economic uncertainty created by the national/international downturn toward recession. Margins have been maintained at a level commensurate with the pressures applied by keener trade competition and customer requests for lower charges.

I am pleased to report that the directors reacted very positively to the economic situation, and were at the forefront of making the necessary adjustments to the financial, customer and budgetary positions, in order to protect the interests of the Company.

Unfortunately, during the summer of 2008 our Melton operation suffered a serious fire which disrupted our operations severely. It was necessary to obtain temporary premises so that our commitments could be met. However, the speed and professionalism in restoring the contractual arrangements with our customers was extraordinarily successful, and our employees, directors, managers and floor staff are to be congratulated in performing almost beyond the call of duty.

As far as insurance issues are concerned, after considerable Board discussion and negotiation with insurers and their representatives it was decided to accept their offer to settle. We feel that the final offer was reasonable and in the light of the economic situation, I am convinced this was the correct position to take.

For year 2009/10, various adjustments to staffing levels and budgetary costings have been made. We feel confident that with the people we have in place, along with the continued support of our customers and financial partners, we shall continue to prosper, albeit within the parameters allowed by the markets.

Results and dividends

The profit for the year, after taxation, amounted to £395,178. Particulars of dividends paid are detailed in note 10 to the accounts.

Financial risk management objectives and policies

The company uses conventional forms of working capital to finance its day to day activities and as such the figures appearing in the accounts reflect the absolute value of amounts recoverable and payable. The directors receive regular reports on these figures in order to manage the company's requirements.

The Directors' Report (continued)

Year ended 31st March 2009

Directors

The directors who served the company during the year were as follows:

P J Nichol

A S Lord

L A Nichol

C Ashcroft

K S Holcroft

D Smith O'Malley

Donations

During the year the company made the following contributions:

	2009	2008
	£	£
Charitable	1,400	2,400

Auditor

Mitchell Charlesworth are deemed to be re-appointed under section 487(2) of the Companies Act 2006.

Registered office: 5 Temple Square Temple Street Liverpool L2 5RH Signed by order of the directors

Company Secretary

Approved by the directors on 23rd September 2009

Statement of Directors' Responsibilities

Year ended 31st March 2009

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;
- 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 that disclose with reasonable accuracy at any time the financial position of the company and 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.

In so far as the directors are aware:

- there is no relevant audit information of which the company's auditor is unaware; and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

Mitchell Charlesworth

Chartered Accountants
5 Temple Square Temple Street Liverpool

GRANGE PACKAGING & DISTRIBUTION LIMITED

Independent Auditor's Report to the Shareholders of Grange Packaging & Distribution Limited

Year ended 31st March 2009

We have audited the accounts of Grange Packaging & Distribution Limited for the year ended 31st March 2009 on pages 7 to 21, which have been prepared on the basis of the accounting policies set out on pages 11 to 12.

This report is made solely to the company's shareholders, 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 shareholders 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 shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

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.

Mitchell Charlesworth

Chartered Accountants
5 Temple Square Temple Street Liverpool

GRANGE PACKAGING & DISTRIBUTION LIMITED

Independent Auditor's Report to the Shareholders of Grange Packaging & Distribution Limited (continued)

Year ended 31st March 2009

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.

Opinion

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 31st March 2009 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.

MITCHELL CHARLESWORTH

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Chartered Accountants Registered Auditor

5 Temple Square Temple Street Liverpool L2 5RH

23rd September 2009

Profit and Loss Account

Year ended 31st March 2009

		2009	2008
	Note	£	£
Turnover	2	10,610,952	9,356,697
Cost of sales		7,250,170	5,777,035
Gross profit		3,360,782	3,579,662
Administrative expenses		3,251,538	3,370,036
Other operating income	3	(426,924)	(3,661)
Operating profit	4	536,168	213,287
Interest receivable	7	21,730	18,953
Interest payable and similar charges	8	(17,952)	(19,878)
Profit on ordinary activities before taxation		539,946	212,362
Tax on profit on ordinary activities	9	144,768	72,917
Profit for the financial year		395,178	139,445

All of the activities of the company are classed as continuing.

Statement of Total Recognised Gains and Losses

	2009 £	2008 £
Profit for the financial year attributable to the shareholders	395,178	139,445
Total recognised gains and losses relating to the year Prior year adjustment	395,178	139,445 278,585
Total gains and losses recognised since the last annual report	395,178	418,030

Balance Sheet

31st March 2009

		200	19	200	8
	Note	£	£	£	£
Fixed assets					
Intangible assets	11		_		_
Tangible assets	12		1,325,541		1,100,792
			1,325,541		1,100,792
Current assets					
Stocks	13	178,397		93,510	
Debtors	14	993,776		1,774,314	
Cash at bank		1,034,999		80,886	
		2,207,172		1,948,710	
Creditors: Amounts falling due					
within one year	15	1,564,129		1,429,096	
Net current assets			643,043		519,614
Total assets less current liabilities			1,968,584		1,620,406
Provisions for liabilities					
Deferred taxation	16		200,000		210,000
			1,768,584		1,410,406
Capital and reserves					
Capital and reserves Called-up equity share capital	19		87,000		87,000
Share premium account			17,309		17,309
Other reserves	20		•		17,309
	21		13,000		,
Profit and loss account	22		1,651,275		1,293,097
Shareholders' funds	23		1,768,584		1,410,406

These accounts were approved by the directors and authorised for issue on 23rd September 2009, and are signed on their behalf by:

A S Lord

Cash Flow Statement

		2009	9	2008	}
	Note	£	£	£	£
Net cash inflow from operating					
activities	24		1,675,025		171,864
Returns on investments and Servicing of finance					
Interest received		21,730		18,953	
Interest paid		(37,830)		_	
Net cash inflow/(outflow) from retu	rns on				
investments and servicing of finance			(16,100)		18,953
Taxation			(212,573)		(133,586)
Capital expenditure Payments to acquire tangible fixed ass Receipts from sale of fixed assets	sets	(461,239) 6,000		(225,845)	
receipts from sale of fixed assets					
Net cash outflow from capital expenditure			(455,239)		(225,845)
Equity dividends paid			(37,000)		(21,750)
Increase/(decrease) in cash	24		954,113		(190,364)

Notes to the Accounts

Year ended 31st March 2009

1. Accounting policies

Basis of accounting

The accounts have been prepared under the historical cost convention.

Turnover

The turnover shown in the profit and loss account represents amounts invoiced during the year, exclusive of Value Added Tax.

Amortisation

Amortisation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Goodwill

Over 10 years

Fixed assets

All fixed assets are initially recorded at cost.

Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Leasehold Property Improvements

- Over 25 years

Plant & Machinery
Fixtures & Fittings

15% reducing balance25% reducing balance

Motor Vehicles
Office Fixture & Fittings

25% reducing balance15% reducing balance

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Operating lease agreements

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease.

Pension costs

The company operates a defined contribution pension scheme for employees. The assets of the scheme are held separately from those of the company. The annual contributions payable are charged to the profit and loss account.

Notes to the Accounts

Year ended 31st March 2009

1. Accounting policies (continued)

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more or a right to pay less tax.

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

2. Turnover

The turnover and profit before tax are attributable to the one principal activity of the company. An analysis of turnover is given below:

		2009	2008
	United Kingdom	10,610,952	9,356,697
3.	Other operating income		
		2009	2008
		£	£
	Insurance income	375,588	3,661
	Rental income	51,336	_
		426,924	3,661
			

Insurance income received during the year relates to extra costs of working and business interruption following a fire at one of the company's premises. Further details are provided in the directors report.

Notes to the Accounts

Year ended 31st March 2009

4. Operating profit

Operating profit is stated after charging:

	2009	2008
	. £	£
Depreciation of owned fixed assets	226,530	189,211
Loss on disposal of fixed assets	3,960	_
Auditor's remuneration		
- as auditor	7,500	7,700
- for other services	3,000	3,100
Operating lease costs:		
- Plant and equipment	118,605	121,747
- Other	473,850	391,467

5. Particulars of employees

The average number of staff employed by the company during the financial year amounted to:

	2009	2008
	No	No
Number of production staff	154	172
Number of administrative staff	8	8
Number of management staff	6	6
	168	186
		-

The aggregate payroll costs of the above were:

	2009	2008
	£	£
Wages and salaries	3,211,684	3,601,146
Social security costs	297,237	337,772
Other pension costs	17,778	15,557
	3,526,699	3,954,475

6. Directors' emoluments

The directors' aggregate emoluments in respect of qualifying services were:

	2009	2008
	£	£
Emoluments receivable Value of company pension contributions to r	482,105	767,073
purchase schemes	4,465	5,270
	486,570	772,343

Notes to the Accounts

6. Directors' emoluments	(continued)
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0.	Directors' emoluments (continued)		
	Emoluments of highest paid director:	2009 £	2008 £
	Total emoluments (excluding pension contributions)	187,766	349,928
	The number of directors who accrued benefits under con	mpany pension schemo	es was as follows:
		2009	2008
	Money purchase schemes	No 3	No 3
7.	Interest receivable		
		2009	2008
	Bank interest receivable	£ 21,730	£ 18,953
8.	Interest payable and similar charges		
		2009	2008
	Other similar charges payable	17,952	19,878 19,878
9.	Taxation on ordinary activities		
	(a) Analysis of charge in the year		
		2009	2008
	Current tax:	£	£
	In respect of the year:		
	UK Corporation tax based on the results for the year		
	at 28% (2008 - 30%)	176,528	82,398
	Over/under provision in prior year	(21,760)	20,519
	Total current tax	154,768	102,917
	Deferred tax:		
	Origination and reversal of timing differences	(10,000)	(30,000)
	Tax on profit on ordinary activities	144,768	72,917

Notes to the Accounts

Year ended 31st March 2009

9. Taxation on ordinary activities (continued)

(b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is higher than the standard rate of corporation tax in the UK of 28% (2008 - 30%).

	2009	2008
	£	£
Profit on ordinary activities before taxation	539,946	212,362
·		
Profit on ordinary activities by rate of tax	151,185	63,709
Expenses not deductible for tax purposes	15,894	12,747
Capital allowances for period in excess of		
depreciation	11,418	16,912
Adjustments to tax charge in respect of previous	-	
periods	(21,760)	20,519
Marginal relief	(1,969)	(10,970)
Total current tax (note 9(a))	154,768	102,917

10. Dividends

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Equity dividends	2009 £	2008 £
Paid equity dividends on ordinary shares	37,000	21,750

Notes to the Accounts

Year ended 31st March 2009

11. Intangible fixed assets

	Goodwill £
Cost	
At 1st April 2008 Disposals	120,000 (120,000)
•	(120,000)
At 31st March 2009	
Amortisation	
At 1st April 2008	120,000
On disposals	(120,000)
At 31st March 2009	-
Net book value	
At 31st March 2009	
At 31st March 2008	_

12. Tangible fixed assets

	Leasehold Property £	Plant & Machinery £	Fixtures & Fittings	Motor Vehicles £	Office Fixture & Fittings £	Total £
Cost						
At 1 Apr 2008	133,148	1,829,605	188,686	27,305	142,179	2,320,923
Additions	-	366,673	40,805	6,499	47,262	461,239
Disposals	_	(32,875)	_	(5,995)	_	(38,870)
At 31 Mar 2009	133,148	2,163,403	229,491	27,809	189,441	2,743,292
Depreciation						
At 1 Apr 2008 Charge for the	58,581	1,004,340	70,244	9,537	77,429	1,220,131
year	5,325	175,332	23,887	5,241	16,745	226,530
On disposals		(26,217)	,	(2,693)	<u> </u>	(28,910)
At 31 Mar 2009	63,906	1,153,455	94,131	12,085	94,174	1,417,751
Net book value						
At 31 Mar 2009	69,242	1,009,948	135,360	15,724	95,267	1,325,541
At 31 Mar 2008	74,567	825,265	118,442	17,768	64,750	1,100,792

Notes to the Accounts

Year ended 31st March 2009

13. Stocks

	2009	2008
	£	£
Raw materials	178,397	93,510
	<u></u>	

14. Debtors

	2009	2008
	£	£
Trade debtors	934,349	1,018,765
Amounts owed by related undertakings	_	727,403
Other debtors	5,261	3,383
Prepayments and accrued income	54,166	24,763
	993,776	1,774,314

15. Creditors: Amounts falling due within one year

	2009	2008
	£	£
Trade creditors	678,131	521,657
Amounts owed to related undertakings	39,450	-
Corporation tax	176,528	234,333
Other taxation and social security	240,418	497,624
Accruals and deferred income	429,602	175,482
	1,564,129	1,429,096

16. Deferred taxation

The movement in the deferred taxation provision during the year was:

2009	2008
£	£
210,000	240,000
(10,000)	(30,000)
200,000	210,000
	£ 210,000 (10,000)

Notes to the Accounts

Year ended 31st March 2009

16. Deferred taxation (continued)

The provision for deferred taxation consists of the tax effect of timing differences in respect of:

	2009	2008
	£	£
Excess of taxation allowances over de	epreciation on	
fixed assets	200,000	210,000
	200,000	210,000

17. Commitments under operating leases

At 31st March 2009 the company had annual commitments under non-cancellable operating leases as set out below.

	2009		2008	
	Land and buildings	Other Items	Land and buildings	Other Items
	£	£	£	£
Operating leases which expire:				
Within 1 year	117,000	-	-	15,385
Within 2 to 5 years	145,020	40,400	290,020	30,291
After more than 5 years	190,000	-	190,000	_
	452,020	40,400	480,020	45,676

18. Related party transactions

In the directors' opinion, the company has no ultimate controlling party.

During the year the company made rental payments amounting to £223,497 (2008 £421,180) to Lohcin Developments Limited, a company related by virtue of common directors and shareholders. At the year end, a creditor of £39,450 (2008 debtor £727,403) remained outstanding with Lohcin Developments Limited.

The loan of £400 to People Match Recruitment Limited, a company related by virtue of common directors and shareholders was repaid during the year.

Consultancy fees amounting to £1,834 were paid to Mr W.V. Hanley during the year, a company shareholder.

Notes to the Accounts

Year ended 31st March 2009

19. Share capital

Authorised share capital:

1,000,000 Ordinary shares of £1 each		2009 £ 1,000,000		2008 £ 1,000,000
Allotted, called up and fully paid:				
	2009		2008	
Ordinary shares of £1 each	No 87,000	£ 87,000	No 87,000	£ 87,000

20. Share premium account

There was no movement on the share premium account during the financial year.

21. Other reserves

	2009	2008
	£	£
Capital redemption reserve	13,000	13,000
	· · · · · · · · · · · · · · · · · · ·	

22. Profit and loss account

	2009 £	2008 £
Balance brought forward as previously reported Prior year adjustment	1,293,097 -	896,817 278,585
Balance brought forward restated Retained profit for the financial year Equity dividends	1,293,097 395,178 (37,000)	1,175,402 139,445 (21,750)
Balance carried forward	1,651,275	1,293,097

Notes to the Accounts

Year ended 31st March 2009

23. Reconciliation of movements in shareholders' funds

£
139,445
(21,750)
117,695
1,014,126
278,585
1,410,406

24. Notes to the cash flow statement

Reconciliation of operating profit to net cash inflow from operating activities

	2009	2008
	£	£
Operating profit	536,168	213,287
Depreciation	226,530	189,211
Loss on disposal of fixed assets	3,960	_
Increase in stocks	(84,887)	(66,566)
Decrease/(increase) in debtors	800,416	(711,077)
Increase in creditors	192,838	547,009
Net cash inflow from operating activities	1,675,025	171,864

Reconciliation of net cash flow to movement in net funds

	2009 £	2008 £
Increase/(decrease) in cash in the period	954,113	(190,364)
Movement in net funds in the period	954,113	(190,364)
Net funds at 1 April 2008	80,886	271,250
Net funds at 31 March 2009	1,034,999	80,886

Analysis of changes in net funds

	1 Apr 2008	Cash flows 3	1 Mar 2009
	£	£	£
Net cash:			
Cash in hand and at bank	80,886	954,113	1,034,999
Net funds	80,886	954,113	1,034,999

At

At

Notes to the Accounts

Year ended 31st March 2009

25. Contingencies

The directors have confirmed that there were no contingent liabilities which should be disclosed at 31st March 2009.

26. Capital commitments

Amounts contracted for but not provided in the accounts amounted to £Nil (2008 - £100,500).

Detailed Profit and Loss Account

	200	9	200	8
Turnover	£	£ 10,610,952	£	£ 9,356,697
Cost of sales		, , , ,		, ,
Opening stock - finished goods Purchases	93,510 2,432,626		26,944 1,096,695	
Outside labour	2,432,020 2,386,375		2,412,927	
Extra costs of working following fire Wages & labour National insurance contributions on direct	247,005 2,093,588		2,159,269	
labour	175,463		174,710	
	7,428,567		5,870,545	
Closing stock - raw materials	(178,397)		(93,510)	
		7,250,170		5,777,035
Gross profit		3,360,782		3,579,662
Overheads				
Directors salaries Directors pension contributions	447,735		750,865 5,270	
Administrative staff salaries	4,465 670,361		5,270 691,012	
Staff national insurance contributions	121,774		163,062	
Staff pension contributions	13,313		10,287	
Rent	473,850		391,467	
Rates	160,552		136,876	
Light and heat	254,844		177,226	
Insurance	107,107		107,639	
Repairs and maintenance (allowable)	415,758		376,396	
Other establishment expenses	38,518		42,877	
Motor and travel expenses	33,583		52,048	
Telephone	15,805		14,570	
Equipment leasing charges	118,605		121,747	
Printing, stationery and postage	19,785		17,906	
Staff training	1,405		1,140	
Sundry expenses Advertising	8,139 1,022		18,081	
Entertaining	1,469		4,588 1,050	
Legal and professional fees	65,705		69,886	
Consultancy fees	36,556		14,280	
Auditors remuneration	7,500		7,700	
Depreciation	226,530		189,211	
Loss on disposal of fixed assets	3,960		_	
Bank charges	3,197		4,852	
		3,251,538	_	3,370,036
Carried forward		109,244		209,626

Detailed Profit and Loss Account

	2 009		2008	
	£	£	£	£
Brought forward .	1	09,244		209,626
	1	09,244	-	209,626
Other operating income	4	26,924		3,661
Operating profit	5	36,168		213,287
Bank interest receivable		21,730		18,953
	5	557,898		232,240
Other similar charges	((17,952)		(19,878)
Profit on ordinary activities	5	39,946		212,362

Notes to the Detailed Profit and Loss Account

	2009	2008
	£	£
Other operating income		
Insurance income	375,588	3,661
Rental income	51,336	
	426,924	3,661
Interest receivable		
Bank interest receivable	21,730	18,953
		