FINANCIAL STATEMENTS

for the year ended

31 December 2011

THURSDAY



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# Andersons (Denton Holme) Limited OFFICERS AND PROFESSIONAL ADVISERS

#### **DIRECTORS**

M Barker V Woods

SECRETARY

C Barker

### REGISTERED OFFICE

Denton Holme Sawmills Denton Street Carlisle Cumbria CA2 5EQ

### **AUDITOR**

Baker Tilly UK Audit LLP Chartered Accountants The Waterfront Salts Mill Road Saltaire West Yorkshire BD17 7EZ

#### **BANKERS**

National Westminster Bank plc PO Box 666 Ashton House Waterloo Street Bolton BL1 8FH

#### DIRECTORS' REPORT

The directors submit their report and financial statements of Andersons (Denton Holme) Limited for the year ended 31 December 2011

#### PRINCIPAL ACTIVITIES

The principal activity of the company during the year was that of timber merchants and kitchen furniture suppliers

#### REVIEW OF THE BUSINESS & FUTURE DEVELOPMENTS

The company's balance sheet as detailed on page 8 shows a satisfactory position, shareholders' funds amounting to £810,213

The company supplies timber, kitchen and joinery products, to both trade and retail customers, from its three branches located in Carlisle, Dumfries and Kilmarnock The company also has a property for redevelopment

The directors are pleased to report another profitable year of trading for the company in difficult trading conditions caused by reduced consumer spending in the economy as a whole Premises have been secured for a fourth branch which is planned to open in August 2012 Cash resources have been managed carefully during the period with the company continuing to trade well within its banking facilities

The directors believe that the company is well positioned to take advantage of the opportunities presented as the economic climate slowly improves

The directors consider their key performance indicators to be the following

Turnover

reduced by 4%

Gross margin

maintained at 32%

As a result of a group restructure in January 2011, the company became a wholly owned subsidiary of Triggerdown Ltd Further details are set out in note 18 to the financial statements

#### **RESULTS AND DIVIDENDS**

The profit for the year, after taxation, amounted to £41,053 (2010 - profit £90,483) Particulars of dividends paid are detailed in note 8 to the financial statements

#### FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The directors believe they have addressed all the major risks faced by the business. Long term supply agreements remain in place with key suppliers. Debt is monitored closely to minimise bad debt risk and major debt has insurance policy cover. Overhead cost is closely monitored to maintain net margin. Cashflow remains tightly controlled.

The directors continue to monitor and anticipate changes in the marketplace and embrace new products and technologies to ensure the business remains a market leader

The new build housing market is showing a slow recovery and, along with customers improving their existing properties, this enables Andersons to embrace all opportunities in the current trading environment

#### DIRECTORS

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

M Barker

V Woods

## Andersons (Denton Holme) Limited DIRECTORS' REPORT

### STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITOR

The directors who were in office on the date of approval of these financial statements have confirmed, as far as they are aware, that there is no relevant audit information of which the auditor is unaware. Each of the directors have confirmed that they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that it has been communicated to the auditor

On-behalf of the board

M Barker Director

6 August 2012

# Andersons (Denton Holme) Limited DIRECTORS' RESPONSIBILITIES IN THE PREPARATION OF FINANCIAL STATEMENTS

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law)

Under company law the directors must not approve the financial statements unless they are satisfied that they 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

- a select suitable accounting policies and then apply them consistently,
- b make judgements and accounting estimates that are reasonable and prudent,
- c 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 adequate accounting records that are sufficient to show and explain the company's transactions and 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 2006. 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.

### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ANDERSONS (DENTON HOLME) LIMITED

We have audited the financial statements on pages 6 to 17 The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006 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 opinions we have formed

#### Respective responsibilities of directors and auditor

As more fully explained in the Directors' Responsibilities Statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors

#### Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's website at www frc org uk/apb/scope/private cfm

#### Opinion on the financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2011 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice,
- have been prepared in accordance with the requirements of the Companies Act 2006

#### Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

#### Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
  - we have not received all the information and explanations we require for our audit.

Baker Tilly UK Audit LLP

KEITH HILLAM (Senior Statutory Auditor)

For and on behalf of BAKER TILLY UK AUDIT LLP, Statutory Auditor

Chartered Accountants

The Waterfront Salts Mill Road Saltaire West Yorkshire **BD177EZ** 

14 August 2012

# Andersons (Denton Holme) Limited PROFIT AND LOSS ACCOUNT

for the year ended 31 December 2011

TURNOVER	Notes 2	2011 £ 7,917,394	2010 £ 8,214,394
Cost of sales	2	5,410,759	5,561,863
Gross profit  Administrative expenses		2,506,635 2,446,583	2,652,531 2,476,748
OPERATING PROFIT  Interest receivable	3	60,052	175,783
		60,152	176,075
Interest payable and similar charges  PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	6	(4,434) <del>55,718</del>	(23,030) ———————————————————————————————————
Taxation	7	14,665	62,562
PROFIT FOR THE FINANCIAL YEAR	20	41,053	90,483

The profit for the year arises from the company's continuing operations

No separate Statement of Total Recognised Gains and Losses has been presented as all such gains and losses have been dealt with in the Profit and Loss Account

# Andersons (Denton Holme) Limited NOTE OF HISTORICAL COST PROFITS AND LOSSES for the year ended 31 December 2011

	2011	2010
	£	£
Profit on ordinary activities before taxation	55,718	153,045
Realisation of gains recognised in previous periods	_	800,388
Historical cost profit on ordinary activities before taxation	55,718	953,433
Historical cost profit for the year after taxation	41,053	890,871

# Andersons (Denton Holme) Limited BALANCE SHEET

### 31 December 2011

	Notes	2011 £	2010 £
FIXED ASSETS Tangible assets	9	259,800	342,223
CURRENT ASSETS			
Stocks	10	1,097,011	1,018,977
Debtors	11	1,420,186	2,004,203
Cash at bank and in hand		142,519	390,573
Cheditore		2,659,716	3,413,753
CREDITORS	12	1.001.020	2 507 536
Amounts falling due within one year	12	1,901,030	2,507,536
NET CURRENT ASSETS		758,686	906,217
TOTAL ASSETS LESS CURRENT LIABILITIES		1,018,486	1,248,440
CREDITORS			
Amounts falling due after more than one year	13	186,437	7,680
Amounts faming the after more than one year	13	100,137	7,000
Deferred taxation	16	21,836	16,600
		810,213	1,224,160
CAPITAL AND RESERVES			
Called up share capital	19	50,000	50,000
Profit and loss account	20	760,213	1,174,160
SHAREHOLDERS' FUNDS	21	810,213	1,224,160

The financial statements on pages 6 to 17 were approved by the board of directors and authorised for issue on 6 August 2012 and are signed on their behalf by

Director

### NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2011

#### 1 ACCOUNTING POLICIES

#### BASIS OF ACCOUNTING

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of certain fixed assets

#### GOING CONCERN

The company continued to trade profitably in 2011 due to the prompt action taken in the previous two years to match staffing levels and costs to anticipated revenues as recessionary conditions continued to impact on the economy.

During the year the company continued to operate well within its banking facilities, which have been renewed subsequent to the year end Management accounts for the first six months of 2012 show continued profitability

Given the above, the directors are satisfied that the company has sufficient cashflows to meet its liabilities as they fall due for at least one year from the date of approval of the financial statements

#### CASH FLOW STATEMENT

The directors have taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from including a cash flow statement in the financial statements on the grounds that the company is wholly owned and its parent publishes a consolidated cash flow statement

#### **TURNOVER**

Turnover is recognised at the fair value of the consideration received or receivable for sale of goods and services in the ordinary nature of the business, exclusive of Value Added Tax

#### **FIXED ASSETS**

All fixed assets are initially recorded at cost

#### **DEPRECIATION**

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

Leasehold Property Plant & Machinery Fixtures & Fittings

Motor Vehicles

over the period of the lease4% - 10% straight line

10% - 25% straight line25-33% straight line

#### STOCKS

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

#### HIRE PURCHASE AGREEMENTS

Assets held under hire purchase agreements are capitalised and disclosed under tangible fixed assets at their fair value. The capital element of the future payments is treated as a liability and the interest is charged to the profit and loss account at a constant rate of charge on the balance of capital repayments outstanding

### NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2011

#### ACCOUNTING POLICIES (continued)

#### **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.

#### **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 that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

#### FINANCIAL INSTRUMENTS

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either 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

	2011	2010
	£	£
United Kingdom	7,917,394	8,214,394

# Andersons (Denton Holme) Limited NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2011

3	OPERATING PROFIT		
	Operating profit is stated after charging/(crediting)		
		2011 £	2010 £
	Depreciation of owned fixed assets	134,457	166,899
	Depreciation of owned tixed assets  Depreciation of assets held under hire purchase agreements	6,053	3,821
	(Profit)/Loss on disposal of fixed assets	(18,671)	1,305
	Auditor's remuneration	` , ,	,
	- as auditor	11,000	10,500
	Operating lease costs	•	
	- Other	293,542	175,750
			<del></del>
4	PARTICULARS OF EMPLOYEES		
	The average number of staff employed by the company during the financial y	ear was	
		2011	2010
		No	No
	Number of production staff	40	37
	Number of administrative staff	12	11
	Number of management staff	2	2
		54	50
	The aggregate payroll costs of the above were		
	35 5 1 7		
		2011	2010
		£	£
	Wages and salaries	1,246,877	1,250,625
	Social security costs	141,077	136,853 29,865
	Other pension costs	30,892	<del></del>
		1,418,846	1,417,343
5	DIRECTORS' REMUNERATION		
	The directors' aggregate remuneration in respect of qualifying services were		
		2011	2010
		£	£ £
	Remuneration receivable	210,478	271,809
	Value of company pension contributions to money purchase schemes	22,311	21,456
		232,789	293,265
	Remuneration of highest paid director		
	Remaineration of ingliest paid director	2011	2010
		£	£
	Total remuneration (excluding pension contributions)	137,763	165,315
	Value of company pension contributions to money purchase schemes	10,900	10,728
		148,663	176,043

# Andersons (Denton Holme) Limited NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2011

5	DIRECTORS' REMUNERATION (continued)		
The number of directors who accrued benefits under company pension schemes was as follows:			
	Money purchase schemes	2011 No 2	2010 No 2
6	INTEREST PAYABLE AND SIMILAR CHARGES		
	On bank loans and overdrafts On finance leases Other interest	2011 £ 1,169 2,934 331 4,434	2010 £ 12,977 9,077 976 23,030
7	TAXATION ON ORDINARY ACTIVITIES		
	(a) Analysis of charge in the year		
	Current tax	2011 £	2010 £
	In respect of the year		
	UK Corporation tax based on the results for the year at 20% (2010 - 28%) Over provision in prior year	10,000 (571)	88,000 (538)
	Total current tax	9,429	87,462
	Deferred tax		
	Origination and reversal of timing differences	5,236	(24,900)
	Tax on profit on ordinary activities	14,665	62,562

### NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2011

#### 7 TAXATION ON ORDINARY ACTIVITIES (continued)

### (b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 20% (2010 - 28%), as explained below

	2011	2010
Profit on ordinary activities before taxation	55,718 55,718	£ 153,045
Profit on ordinary activities by rate of tax	11,144	42,853
Effects of		
Depreciation in excess of capital allowances	(2,824)	16,349
Expenses not deductible for tax	1,520	31,387
Other differences	160	483
Over provision in prior years	(571)	(538)
Small companies relief	-	(3,072)
Total current tax (note 7(a))	9,429	87,462
DIVIDENDS		
Equity dividends		
	2011	2010
	£	£
Paid during the year		
Equity dividends on ordinary shares £9 10	455,000	36,000

During the year ended 31 December 2010 a dividend of £7 20 per £1 ordinary share was declared. The holder of 45,000 £1 ordinary shares waived his right to this dividend

#### 9 TANGIBLE FIXED ASSETS

8

	Leasehold	Plant &	Fixtures &	Motor	
	Property	Machinery	Fittings	Vehicles	Total
	£	£	£	£	£
Cost					
At 1 January 2011	18,341	207,032	808,394	424,334	1,458,101
Additions	_	_	36,806	39,942	76,748
Disposals		_	(32,417)	(97,743)	(130,160)
At 31 December 2011	18,341	207,032	812,783	366,533	1,404,689
Depreciation					
At 1 January 2011	12,514	178,048	568,459	356,857	1,115,878
Charge for the year	1,834	9,905	73,407	55,364	140,510
On disposals	· -	´ <del>-</del>	(17,570)	(93,929)	(111,499)
At 31 December 2011	14,348	187,953	624,296	318,292	1,144,889
Net book value					
At 31 December 2011	3,993	19,079	188,487	48,241	259,800
At 31 December 2010	5,827	28,984	239,935	67,477	342,223

### NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2011

#### 9 TANGIBLE FIXED ASSETS (continued)

In respect of certain fixed assets stated at valuations, the comparable historical cost and depreciation values are as follows

	2011 £	2010 £
Historical cost		660.000
At 1 January 2011	•	669,277
Disposals in year	-	(669,277)
At 31 December 2011	<del></del>	
Depreciation		<del></del>
At 1 January 2011	-	258,510
On disposals	-	(269,665)
Charge for year	-	11,155
At 31 December 2011	<del></del>	
At 31 December 2011	-	-
Net historical cost value		
At 31 December 2011	-	_
At 1 January 2011		410.767
At 1 January 2011	<del>-</del>	410,767

#### Hire purchase agreements

Included within the net book value of £259,800 is £45,608 (2010 - £20,559) relating to assets held under hire purchase agreements. The depreciation charged to the financial statements in the year in respect of such assets amounted to £6,053 (2010 - £3,821)

#### 10 STOCKS

	Finished goods Development property	2011 £ 787,933 309,078	2010 £ 709,899 309,078
		1,097,011	1,018,977
11	DEBTORS		
		2011 f	2010 £
	Trade debtors	466,688	600,415
	Amounts owed by group undertakings	_	671,865
	Amounts owed by related undertakings	704,378	140,710
	Other debtors	101,642	117,842
	Directors' current account	41,093	378,542
	Prepayments and accrued income	106,385	94,829
		1,420,186	2,004,203

During the year ended 31 December 2011 the company loaned monies to M Barker, a director, on an interest free basis. The balance at 31 December 2011 was £41,093 (2010 £365,266) and the maximum balance outstanding during the year was £365,266. During the year amounts were also owing to the company by V Woods, director. The balance at 31 December 2011 was £nil (2010 £13,276) and the maximum balance outstanding during the year was £13,276.

# Andersons (Denton Holme) Limited NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2011

12	CREDITORS Amounts falling due within one year	·	
		2011	2010
		£	£
	Bank loans	50,308	220,000
	Trade creditors	914,645	971,840
	Amounts owed to group undertakings	5,000	_
	Corporation tax	97,429	132,854
	Other taxation and social security	191,929	266,967
	Obligations under hire purchase agreements	17,107	17,676
	Other creditors	144,321	374,659
	Factoring account	339,460	434,252
	Directors' current account	29,026	_
	Accruals and deferred income	111,805	89,288
		1,901,030	2,507,536
	The bank loan is an interest only loan on which interest is being incurred at The following liabilities disclosed under creditors falling due within one y		
		£	£
	Bank loans	50,308	220,000
	Factoring account	339,460	434,252
	Hire purchase contracts	17,107	17,676
		406,875	671,928
3	CREDITORS Amounts falling due after more than one year		
		2011	2010
		£	£
	Bank loans and overdrafts	165,000	_
	Obligations under hire purchase agreements	21,437	7,680
	, and the second	186,437	7,680
	The following liabilities disclosed under creditors falling due after more	<del></del>	
	company		
		2011	2010
		£	1
	Bank loans and overdrafts	165,000	-
	Hire purchase contracts	21,437	7,680
		106 427	7,680
		186,437	7,080

# Andersons (Denton Holme) Limited NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2011

14	CREDITORS - CAPITAL INSTRUMENTS		
	Creditors include finance capital which is due for repayment as follows	2011 £	2010 £
	Amounts repayable	*	~
	In one year or less or on demand	50,308	220,000
	In more than one year but not more than two years In more than two years but not more than five years	44,000 121,000	_
	in more than two years but not more than rive years	<del></del>	
		215,308	220,000
15	COMMITMENTS UNDER HIRE PURCHASE AGREEMENTS		
	Future commitments under hire purchase agreements are as follows		
		2011	2010
		£	£
	Amounts payable within 1 year Amounts payable between 2 to 5 years	17,107 21,437	17,676 7,680
	Amounts payable between 2 to 3 years		
		38,544	25,356
16	DEFERRED TAXATION		
	The movement in the deferred taxation provision during the year was		
		2011	2010
	Provision brought forward	£ 16,600	£ 41,500
	Profit and loss account movement arising during the year	5,236	(24,900)
	Provision carried forward	21,836	16,600
			<del></del>
	The provision for deferred taxation consists of the tax effect of timing difference	ences in respect of	f
		2011 £	2010 £
	Excess of taxation allowances over depreciation on fixed assets	21,836	16,600
		21,836	16,600
17	COMMITMENTS UNDER OPERATING LEASES		

At 31 December 2011 the company had annual commitments under non-cancellable operating leases as set

	2011		2010	
	Land and		Land and	
	buildings	Other	buildings	Other
	£	£	£	£
Operating leases which expire				
Within 2 to 5 years	96,400	-	62,000	970
After more than 5 years	134,600	-	157,600	-
	231,000	-	219,600	970

#### NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2011

#### 18 RELATED PARTY TRANSACTIONS

Until 24 January 2011 the company was a wholly owned subsidiary of Singleday Ltd As a result of a group reorganisation on 24 January 2011, Singleday Ltd's assets and liabilities were transferred to two other companies by way of a demerger and Singleday Ltd was liquidated Andersons (Denton Holme) Ltd consequently became a wholly owned subsidiary of Triggerdown Ltd Triggerdown Ltd is controlled by M Barker, a director of Andersons (Denton Holme) Ltd

Consolidated accounts are prepared by Triggerdown Limited and, consequently, the company has taken advantage of the exemption in FRS 8 "Related Party Disclosures" not to disclose transactions with its parent company

During the year the company sold a vehicle to M Barker, director, for £16,000 and a second vehicle to V Woods, director, for £2,947 Both transactions were at open market value

The company is also related to Reverseword Ltd, a company which is controlled by M Barker During the year the company paid rent of £111,601 (2010 - £nil) to Reverseword Ltd on normal commercial terms At the year end there was a debt due to the company from Reverseword Ltd of £555,458 (2010 - £nil)

The company is also related to Pacific Imports Ltd, a company which is controlled by M Barker During the year the company settled expenses on behalf of Pacific Imports Ltd totalling £8,210 At the year end there was a debt due to the company from Pacific Imports Ltd of £199,920 (2010 - £191,710) A provision of £51,000 (2010 - £51,000) has been made against this debt

#### 19 SHARE CAPITAL

		2011 £	2010 £
	Allotted, called up and fully paid 50,000 Ordinary shares of £1 each	50,000	50,000
20	PROFIT AND LOSS ACCOUNT		
		2011 £	2010 £
	At the beginning of the year	1,174,160	573,662
	Profit for the financial year	41,053	90,483
	Dividends	(455,000)	(36,000)
	Transfer from revaluation reserve	· · · ·	546,015
	At the end of the year	760,213	1,174,160
21	RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS		
		2011 £	2010 £
	Profit for the financial year	41.053	90,483
	Dividends	(455,000)	(36,000)
	Net (reduction)/addition to shareholders' funds	(413,947)	54,483
	Opening shareholders' funds	1,224,160	1,169,677
	Closing shareholders' funds	810,213	1,224,160