Abbreviated accounts

for the period ended 31 December 2004

#AUT3U4UI# 0742
COMPANIES HOUSE 30/04/05

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Directors' report for the period ended 31 December 2004

The directors present their report and the accounts for the period ended 31 December 2004.

Incorporation and change of name

The company was incorporated on 6 November 2003 as Hallco 965 Limited. The name of the company was changed to Thos Storey Fabrications Limited on 12 January 2004. The company commenced trade on 1 January 2004.

Principal activity and review of the business

The principal activities of the company were the manufacture, sale and distribution of high quality steel fabrications to original equipment manufacturers (OEM's) in the earth moving, construction, agricultural, materials handling and specialist vehicle sectors.

On 1 January 2004, Thos Storey Property Limited (formerly Thos Storey Fabrications Limited) completed a re-organisation of its trading divisions. The trade and net attributable assets and liabilities of these divisions have been de-merged into separate trading companies, Thos Storey Fabrications Limited and Walton Fabrications Limited.

The company traded profitably during the year and the directors expect that it will continue to do so for the foreseeable future.

The business completed the re-location of many of its basic fabrications to low cost economies and continued its concentration on higher value added work in its UK plants. This along with the additional laser capacity operating at both Rugby and Stockport for the full year has led to a marked increase in volume of business as well as some improvement in gross margins.

Steel costs continued to rise throughout the year and were fully recovered from customers.

Results and dividends

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

The directors have paid an interim dividend amounting to £30,000 and they do not recommend payment of a final dividend.

Directors and their interests

The directors who served during the period and their interests in the company are as stated below:

Ordinary shares 31/12/04

or date of appointment

The directors' interests in the share capital of the ultimate parent company are disclosed in the directors' report of that entity.

Directors' report for the period ended 31 December 2004

Directors' responsibilities

Company law requires the directors to prepare financial statements for each financial period which give a true and fair view of the state of the affairs of the company and of the profit or loss of the company for that period. In preparing these the directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Auditors

Hurst & Company Accountants LLP were appointed auditors to the company and in accordance with Section 385 of the Companies Act 1985, a resolution proposing their reappointment will be put to the Annual General Meeting.

This report is prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to medium-sized companies.

This report was approved by the Board on 29 April 2005 and signed on its behalf by

F Ellis

Secretary

Independent auditors' report to Thos Storey Fabrications Limited under Section 247B of the Companies Act 1985

We have examined the abbreviated accounts set out on pages 4 to 20 together with the financial statements of Thos Storey Fabrications Limited for the period ended 31 December 2004 prepared under Section 226 of the Companies Act 1985.

This report is made solely to the company, in accordance with Section 247B 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 auditors' 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 auditors

The directors are responsible for preparing abbreviated accounts in accordance with Section 246A of the Companies Act 1985. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated accounts prepared in accordance with Section 246A(3) of the Act to the registrar of companies and whether the accounts to be delivered are properly prepared in accordance with that provision and to report our opinion to you.

Basis of opinion

We have carried out the procedures we considered necessary to confirm, by reference to the financial statements, that the company is entitled to deliver abbreviated accounts and that the abbreviated accounts are properly prepared. The scope of our work for the purpose of this report did not include examining or dealing with events after the date of our report on the full financial statements.

Opinion

In our opinion the company is entitled to deliver abbreviated accounts prepared in accordance with Section 246A(3) of the Companies Act 1985 in respect of the period ended 31 December 2004, and the abbreviated accounts on pages 4 to 20 are properly prepared in accordance with that provision.

Hurst & Company Accountants LLP

Hurst + Company Accountants Lut

Chartered Accountants and

Registered Auditors

Lancashire Gate

21 Tiviot Dale

Stockport

SK1 1TD

Date: 29 April 2005

Abbreviated profit and loss account for the period ended 31 December 2004

Acquired operations

		31/12/04
	Notes	£
Gross profit		1,623,326
Distribution costs Administrative expenses		(278,937) (801,813)
Operating profit	2	542,576
Other interest receivable and similar income Interest payable and similar charges	3 4	9,605 (61,346)
Profit on ordinary activities before taxation		490,835
Tax on profit on ordinary activities	6	(91,603)
Profit on ordinary activities after taxation		399,232
Dividends	7	(30,000)
Retained profit for the period		369,232

There are no recognised gains or losses other than the profit or loss for the above financial period.

The company's operations were acquired from Thos Storey Property Limited (formerly Thos Storey Fabrications Limited) on 1 January 2004, following a re-organisation of that company's trading divisions.

Abbreviated balance sheet as at 31 December 2004

		31/12	2/04
	Notes	£	£
Fixed assets			
Intangible assets	8		102,339
Tangible assets	9		601,883
			704,222
Current assets			
Stocks	10	903,327	
Debtors	11	3,248,882	
Cash at bank and in hand		261	
		4,152,470	
Creditors: amounts falling		, , ,	
due within one year	12	(3,738,028)	
Net current assets			414,442
Total assets less current			
liabilities			1,118,664
Creditors: amounts falling due			
after more than one year	13		(215,707)
Provisions for liabilities			
and charges	14		(33,723)
Net assets			869,234
Capital and reserves			
Called up share capital	16		500,002
Profit and loss account	10		369,232
	48		
Equity shareholders' funds	17		869,234

The abbreviated accounts are prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to medium-sized companies .

The abbreviated accounts were approved by the Board on

F Ellis ACMA

Director

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J Huggins
Director

Cash flow statement for the period ended 31 December 2004

	Notes	31/12/04 £
Reconciliation of operating profit to net		
cash inflow from operating activities		
Operating profit		542,576
Depreciation		134,817
(Increase) in stocks		(268,243)
(Increase) in debtors		(1,083,454)
Increase in creditors		697,806
Net cash inflow from operating activities		23,502
Cash flow statement		
Net cash inflow from operating activities		23,502
Returns on investments and servicing of finance	21	(51,741)
Taxation	21	2,023
Capital expenditure	21	(114,968)
Acquisitions and disposals	21	(387,988)
		(529,172)
Equity dividends paid		(30,000)
Equity dividends paid		
	•	(559,172)
Financing	21	500,002
Decrease in cash in the period		<u>(59,170)</u>
Reconciliation of net cash flow to movement in net de	ebt (Note 22)	·
Decrease in cash in the period		(59,170)
New finance leases and hire purchase contracts		(40,140)
Net debt at 31 December 2004		(99,310)

Notes to the abbreviated financial statements for the period ended 31 December 2004

1. Accounting policies

1.1. Accounting convention

The accounts are prepared under the historical cost convention.

1.2. Turnover

Turnover represents the total invoice value, excluding value added tax, of sales made during the year.

1.3. Goodwill

Goodwill is the difference between the amount paid on the acquisition of a business and the aggregate fair values of its separable net assets. Positive goodwill is capitalised and amortised over 10 years, being the directors' estimate of its useful economic life.

1.4. Tangible fixed assets and depreciation

Depreciation is provided at rates calculated to write off the cost less residual value of each asset over its expected useful life, as follows:

Plant and machinery

5 - 50% on cost

Fixtures, fittings

and equipment

5 - 33.33% on cost

Motor vehicles

- 10 - 20% on cost

Where useful economic life is revised, depreciation will be charged over the remaining useful economic life.

1.5. Leasing

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

1.6. Stock and work in progress

Stock and work in progress is valued at the lower of cost and net realisable value. Cost includes materials and direct labour appropriate to the relevant stage of production, plus variable production overheads. Net realisable value is based on estimated selling price less future costs to completion and disposal. Certain finished goods are valued at selling price less an appropriate profit margin.

Notes to the abbreviated financial statements for the period ended 31 December 2004

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1.7. 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 or to receive more, tax, with the following exceptions:

Provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold;

Provision is made for deferred tax that would arise on remittance of the retained earnings of overseas subsidiaries, associates and joint ventures only to the extent that, at the balance sheet date, dividends have been accrued as receivable;

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.

1.8. Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange prevailing at the accounting date. Transactions in foreign currencies are recorded at the date of the transactions. All differences are taken to the Profit and Loss account.

Notes to the abbreviated financial statements for the period ended 31 December 2004

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2.	Operating profit	31/12/04 £
	Operating profit is stated after charging:	
	Depreciation and other amounts written off intangible assets	20,460
	Depreciation and other amounts written off tangible assets	114,305
	Loss on disposal of tangible fixed assets	52
	Loss on foreign currencies	37,267
	Operating lease rentals	
	- Plant and machinery	495,079
	- Land and buildings	255,000
	- Motor vehicles	39,923
	Auditors' remuneration	25,472
3.	Interest receivable and similar income	31/12/04 £
	Other interest	9,605
4.	Interest payable and similar charges	31/12/04 £
	On loans and overdrafts	61,315
	On overdue tax	31
		61,346
		01,340

Notes to the abbreviated financial statements for the period ended 31 December 2004

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5. Employees

	Number of employees The average monthly numbers of employees (including the directors) during the period were:	31/12/04
	Manufacturing Management / Administration	177 26 203
	Employment costs	31/12/04 £
	Wages and salaries Social security costs	4,050,520 404,822 4,455,342
5.1.	Directors' emoluments Remuneration and other emoluments	31/12/04 £ 219,230
	Number of directors to whom retirement benefits are accruing under a money purchase scheme	Number 2
	Highest paid director Amounts included above: Emoluments and other benefits	£ 110,266

Notes to the abbreviated financial statements for the period ended 31 December 2004

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6. Tax on profit on ordinary activities

Analysis of charge in period	31/12/04 £
Current tax UK corporation tax	107,388
Total current tax charge	107,388
Deferred tax Timing differences, origination and reversal	(15,785)
Total deferred tax	(15,785)
Tax on profit on ordinary activities	91,603
Factors affecting tax charge for period	
The tax assessed for the period is lower than the standard rate of corporation tax in the cent). The differences are explained below:	UK (30 per
	2004
Profit on ordinary activities before taxation	£ 490,835
Profit on ordinary activities multiplied by standard rate of corporation	
tax in the UK of 30% Effects of:	147,251
Expenses not deductible for tax purposes	7,198
Capital allowances for period in excess of depreciation	(33,724)
Utilisation of tax losses	(95,625)
Assets transferred on re-organisation Marginal relief	82,717 (429)
Current tax charge for period	107,388

Notes to the abbreviated financial statements for the period ended 31 December 2004

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7.	Dividends		31/12/04 £
	Dividends on equity shares: Ordinary shares - interim paid		30,000
8.	Intangible fixed assets	Goodwill £	Total £
	Cost Transferred in on re-organisation Additions	122,799	122,799
	At 31 December 2004	122,799	122,799
	Provision for diminution in value Charge for period	20,460	20,460
	At 31 December 2004	20,460	20,460
	Net book value At 31 December 2004	102,339	102,339

Notes to the abbreviated financial statements for the period ended 31 December 2004

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		F	'ixtures,		
9.	Tangible fixed assets	Plant and fitt	U	Motor	TD-4-1
		* *	uipment	vehicles	Total
		£	£	£	£
	Cost				
	Transferred in on re-organisation	497,662	61,485	3,125	562,272
	Additions	142,904	20,563	-	163,467
	Disposals	(23,602)	-	-	(23,602)
	At 31 December 2004	616,964	82,048	3,125	702,137
	Depreciation				
	On disposals	(14,051)	-	-	(14,051)
	Charge for the period	93,489	18,378	2,438	114,305
	At 31 December 2004	79,438	18,378	2,438	100,254
	Net book value				
	At 31 December 2004	537,526	63,670	687	601,883
		======			

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

		31/12/04	
	Asset description	Net book value £	Depreciation charge £
	Plant and machinery	48,172	-
10.	Stocks		31/12/04 £
	Raw materials and consumables Work in progress		383,738 403,807
	Finished goods and goods for resale		787,545 115,782
			903,327

Notes to the abbreviated financial statements for the period ended 31 December 2004

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11.	Debtors	31/12/04 £
	Trade debtors	2,201,987
	Amounts owed by group undertakings	105,253
	Other debtors	867,548
	Prepayments and accrued income	74,094
		3,248,882
12.	Creditors: amounts falling due	31/12/04
	within one year	£
	Bank overdraft Net obligations under finance leases	59,431
	and hire purchase contracts	13,380
	Trade creditors	2,258,570
	Amounts owed to group undertaking	200,138
	Corporation tax	107,388
	Other taxes and social security costs	879,301
	Other creditors	56,402
	Accruals and deferred income	163,418
		3,738,028
13.	Creditors: amounts falling due	31/12/04
	after more than one year	£
	Net obligations under finance leases	
	and hire purchase contracts	26,760
	Amounts owed to group undertaking	188,947
		215,707

Notes to the abbreviated financial statements for the period ended 31 December 2004

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14.	Provisions for liabilities and charges		
		Deferred taxation (Note 15) £	Total £
	Transferred in on re-organisation Movements in the year At 31 December 2004	49,508 (15,785) 33,723	49,508 (15,785) 33,723
15.	Provision for deferred taxation		31/12/04 £
	Accelerated capital allowances Tax losses carried forward Undiscounted provision for deferred tax		83,141 (49,418) 33,723
	Deferred tax transferred in on re-organisation Deferred tax charge in profit and loss account Provision at 31 December 2004		49,508 (15,785) 33,723

Notes to the abbreviated financial statements for the period ended 31 December 2004

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16.	Share capital	31/12/04
		£
	Authorised	
	501,000 Ordinary shares of £1 each	501,000
	Allotted, called up and fully paid	
	500,002 Ordinary shares of £1 each	500,002

On 23 December 2004, 500,000 £1 ordinary shares were issued for consideration of £500,000, however, the procedures necessary to increase the authorised share capital to allow this issue were not completed.

This has subsequently been done on 19 April 2005. The accounts have been prepared on the basis of the fully paid subscription at 23 December 2004.

17.	Reconciliation of movements in shareholders' funds	31/12/04 £
	Profit for the period	399,232
	Dividends	(30,000)
		369,232
	Net proceeds of equity share issue	500,002
	Net addition to shareholders' funds	869,234

Notes to the abbreviated financial statements for the period ended 31 December 2004

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18. Financial commitments

At 31 December 2004 the company had annual commitments under non-cancellable operating leases as follows:

	Land and	
	buildings	Other 31/12/04
	31/12/04	
	£	£
Expiry date:		
Within one year	168,000	249,157
Between one and five years	75,000	109,586
	243,000	358,743
	=	

Although some of the leases referred to above are in the name of Thos Storey Property Limited the commitments are being met by this company.

19. Related party transactions

Included within creditors: amounts falling due within one year is an amount of £200,138 due to Thos Storey Property Limited (formerly Thos Storey Fabrications Limited). Thos Storey Property Limited is a subsidiary of Thos Storey Group Limited which is controlled by the directors of this company.

Included within creditors: amounts falling due after more than one year is an amount of £188,947 due to Thos Storey Property Limited (formerly Thos Storey Fabrications Limited).

During the period the company has paid rental charges and interest to Thos Storey Property Limited of £417,157 and £8,179 respectively.

Included within debtors is an amount of £105,253 owed by Walton Fabrications Limited. Walton Fabrications Limited is a subsidiary of Thos Storey Group Limited.

During the period the company has received interest of £17,784 from Walton Fabrications Limited.

During the period the company has received services from Lloyds International Limited amounting to £23,363. As at 31 December 2004, an amount of £23,363 is due to Lloyds International Limited and this is included within trade creditors.

Lloyds International Limited is a company controlled by the directors of this company.

Notes to the abbreviated financial statements for the period ended 31 December 2004

continued		

20. Ultimate parent undertaking

The ultimate parent company is Thos Storey Group Limited, a company registered in England and Wales, company number 4955996.

Notes to the abbreviated financial statements for the period ended 31 December 2004

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21. Gross cash flows

	31/12/04 £
Returns on investments and servicing of finance	
Interest received	9,605
Interest paid	(61,346)
	(51,741)
Taxation	
Corporation tax repaid	2,023
Capital expenditure	
Payments to acquire tangible assets	(124,467)
Receipts from sales of tangible assets	9,499
	(114,968)
Acquisitions and disposals	===
Net overdrafts acquired on re-organisation	(387,988)
Financing	
Issue of ordinary share capital	500,002
•	

Major non-cash transactions

The consideration for the acquisition of the assets following the group re-organisation that occurred during the year comprised the introduction of an inter-company loan account. Further details of the assets acquired on re-organisation are set out below.

Acquisition of trade and net attributable assets following re-organisation

Net assets acquired

net assets acquired	
Intangible assets	122,799
Tangible fixed assets	561,132
Stock	635,084
Debtors	2,165,428
Taxation recoverable	2,023
Cash at bank and in hand	95,612
Creditors	(2,360,020)
Bank overdrafts	(483,600)
Deferred taxation	(49,509)
	688,949

Notes to the abbreviated financial statements for the period ended 31 December 2004

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Analysis of changes in net debt	Cash	Other	Closing
			688,949 =====
Inter company loan account			188,947
Shares allotted			500,002
Satisfied by			

22.

·	Cash flows	Other changes	Closing balance
	£	£	£
Cash at bank and in hand Overdrafts	261 (59,431)		261 (59,431)
	(59,170)		(59,170)
Finance leases and hire purchase contracts		(40,140)	(40,140)
Net debt	(59,170)	(40,140)	(99,310)