

**REGISTRAR**

**SOUTHERN BEAR TRADING LIMITED**  
**REPORT OF THE DIRECTORS AND**  
**FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 MARCH 2010**  
**REGISTRATION NUMBER: 057380831**

THURSDAY



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**SOUTHERN BEAR TRADING LIMITED**  
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**For The Year Ended 31 March 2010**

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**SOUTHERN BEAR TRADING LIMITED**

**COMPANY INFORMATION**

**For The Year Ended 31 March 2010**

**DIRECTORS:**

M Clough

**REGISTERED OFFICE:**

5 Furlong Parade  
Burslem  
Stoke-on-Trent  
Staffordshire  
ST6 3AX

**REGISTERED NUMBER:**

05730081 (England and Wales)

**AUDITORS:**

RSM Tenon Audit Limited  
Statutory Auditor  
Charterhouse  
Legge Street  
Birmingham  
B4 7EU

## **SOUTHERN BEAR TRADING LIMITED**

### **REPORT OF THE DIRECTORS**

**For The Year Ended 31 March 2010**

The directors present their report with the financial statements of the company for the year ended 31 March 2010

#### **PRINCIPAL ACTIVITY**

The principal activity of the company in the year under review was that of a holding company for its subsidiary undertakings

#### **REVIEW OF BUSINESS**

On the 23<sup>rd</sup> February 2010 the board decided to dispose of Tarvail Limited and Tarvail Design Limited

The company sold the whole of the issued share capital of Tarvail Limited and Tarvail Design Limited on 23 February 2010. The loss on the sale of these investments has been shown as an exceptional item in the profit & loss account

#### **DIVIDENDS**

No dividends will be distributed for the year ended 31 March 2010

#### **DIRECTORS**

Changes in directors holding office are as follows

J P Pither – resigned 04 May 2010

N G McGowan – resigned 08 February 2010

J C D Parsons – resigned 08 February 2010

C W Dalton – resigned 23 February 2010

M Clough – appointed 12 March 2010

#### **FINANCIAL RISKS**

The financial risk is managed by the Parent Company. Further details of these risks can be found in the Consolidated Financial Statements which can be obtained from the registered office 5 Furlong Parade, Burslem, Stoke-on-Trent, Staffordshire, ST6 3AX

#### **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice

Directors are required by company law to prepare financial statements which give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for the period ending on that date. In preparing those financial statements, 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 a 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 the financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities

Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information. The directors confirm that there is no relevant information that they know of and which they know the auditors are unaware of

**SOUTHERN BEAR TRADING LIMITED**

**REPORT OF THE DIRECTORS**

**For The Year Ended 31 March 2010**

**AUDITORS**

The audit business of RSM Bentley Jennison, who had previously been appointed as the company's auditors has merged with that of RSM Tenon Audit Limited who succeeded to the office of auditors to the company. The audit report on the financial statements has therefore been issued by the successor firm, RSM Tenon Audit Limited.

Approved by the Board and signed on its behalf by

**ON BEHALF OF THE BOARD:**



M Clough  
Director

Date **30 NOVEMBER 2010**

**REPORT OF THE INDEPENDENT AUDITORS TO THE SHAREHOLDERS OF  
SOUTHERN BEAR TRADING LIMITED  
(Registered Number: 05730081)**

We have audited the financial statements of Southern Bear Trading Limited for the year ended 31 March 2010, set out on pages 5 to 11. 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 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 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 members as a body, for our audit work, for this report, or for the opinions we have formed.

**Respective responsibilities of directors and auditors**

As explained more fully in the Directors' Responsibilities Statement set out on page 2, 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 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**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements.

**Opinion on 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 March 2010 and of its profit for the year then ended,

- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and

- have been prepared in accordance with the requirements of the Companies Act 2006.

**Opinion on other matters 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.

Richard Eccles

Senior Statutory Auditor

for and on behalf of

RSM Tenon Audit Limited

Statutory Auditor

Date

22/12/10

*RSM Tenon Audit Limited*

Charterhouse  
Legge Street  
Birmingham  
B4 7EU

**SOUTHERN BEAR TRADING LIMITED**

**PROFIT AND LOSS ACCOUNT  
For The Year Ended 31 March 2010**

	Notes	2010 £	2009 £
<b>TURNOVER</b>		-	-
Administrative expenses		(13,505)	(3,486)
Other operating income	4	5,203,868	-
<i>Including exceptional items of £5,203,868 (2009 £nil)</i>		<u>          </u>	<u>          </u>
<b>OPERATING PROFIT/(LOSS)</b>	3	5,190,363	(3,486)
Exceptional item			
Loss on disposal of subsidiary undertaking	5	(4,943,000)	-
Interest payable and similar charges	6	<u>(25,074)</u>	<u>(64,374)</u>
<b>PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		222,289	(67,860)
Tax on profit/(loss) on ordinary activities	7	<u>-</u>	<u>-</u>
<b>PROFIT/(LOSS) FOR THE FINANCIAL YEAR AFTER TAXATION</b>		<u>222,289</u>	<u>(67,860)</u>

**CONTINUING OPERATIONS**

The company's investments were disposed of on 23 February 2010

**TOTAL RECOGNISED GAINS AND LOSSES**

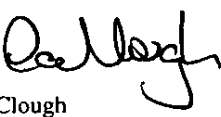
The company has no recognised gains or losses other than the losses for the current year or previous year

**SOUTHERN BEAR TRADING LIMITED**  
(Registration Number: 05730081)

**BALANCE SHEET**  
**31 March 2010**

	Notes	2010 £	2009 £
<b>FIXED ASSETS</b>			
Investments	8	-	3,438,392
<b>CURRENT ASSETS</b>			
Debtors	9	646,848	2,363
Cash at bank		<u>-</u>	<u>870</u>
		646,848	3,233
<b>CREDITORS</b>			
Amounts falling due within one year	10	<u>645,495</u>	<u>3,067,475</u>
<b>NET CURRENT ASSETS/(LIABILITIES)</b>		<u>1,353</u>	<u>(3,064,242)</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		1,353	374,150
<b>CREDITORS</b>			
Amounts falling due after more than one year	11	<u>-</u>	<u>595,086</u>
<b>NET ASSETS / (LIABILITIES)</b>		<u>1,353</u>	<u>(220,936)</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	14	1,353	1,353
Profit and loss account	15	<u>-</u>	<u>(222,289)</u>
<b>SHAREHOLDERS' FUNDS</b>	19	<u>1,353</u>	<u>(220,936)</u>

The financial statements were approved by the Board of Directors on 30 NOVEMBER 2010 and were signed on its behalf by

  
M Clough



**SOUTHERN BEAR TRADING LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**For The Year Ended 31 March 2010**

**1 ACCOUNTING POLICIES**

**Basis of preparing the financial statements**

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

The company is exempt by virtue of s401 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

**Cash flow statement**

The ultimate parent of the Company is Environ Group (Investments) plc, formerly Southern Bear plc who prepares consolidated financial statements which includes a consolidated cash flow statement. These are available from Companies House. As a result and on the basis that Southern Bear Trading Limited, on its own, qualifies as a small reporting entity, is exempt from the requirement to present a cash flow statement in accordance with FRS 1.

**Deferred tax**

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

**Going concern**

The financial statements have been prepared as a going concern on the basis that the Company has full financial support from its ultimate parent company, Environ Group (Investments) plc.

**Other fixed asset investments**

Fixed asset investments are stated at historical cost less provision for any diminution in value.

**2 STAFF COSTS**

There were no staff costs for the year ended 31 March 2010 nor for the year ended 31 March 2009.

The average monthly number of employees during the year was as follows:

	2010 No	2009 No
Management	<u>4</u>	<u>4</u>

**3 OPERATING PROFIT / (LOSS)**

No emoluments were paid to the directors during the year (2009 - £nil).

**4 EXCEPTIONAL ITEMS**

	Year Ended 31 3 10 £	Year Ended 31 3 09 £
Waiver of amount due to subsidiary undertakings	<u>5,203,868</u>	<u>-</u>

**SOUTHERN BEAR TRADING LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS - continued**  
**For The Year Ended 31 March 2010**

**5 LOSS ON SALE OF INVESTMENT**

The company disposed of the entire share capital of its two investments, Tarvail Limited and Tarvail Design Limited. The sale proceeds generated less the cost of investment and the write off of inter company loans generated the loss disclosed.

**6 INTEREST PAYABLE AND SIMILAR CHARGES**

	2010 £	2009 £
Bank interest	136	1,090
Bank loan interest	<u>24,938</u>	<u>63,284</u>
	<u>25,074</u>	<u>64,374</u>

**7 TAXATION**

**Analysis of the tax charge**

No liability to UK corporation tax arose on ordinary activities for the year ended 31 March 2010 nor for the year ended 31 March 2009.

**Factors affecting the tax charge**

The tax assessed for the year is different to the standard rate of corporation tax in the UK. The difference is explained below.

	2010 £	2009 £
Profit/(Loss) on ordinary activities before tax	<u>222,289</u>	<u>(67,860)</u>
Profit/(Loss) on ordinary activities multiplied by the standard rate of corporation tax in the UK of 28% (2009 - 28%)	62,241	(19,001)
Effects of Group relief	10,802	19,001
Income not deductible for tax purposes	(73,043)	-
	<u>-</u>	<u>-</u>
Current tax charge	<u>-</u>	<u>-</u>

**SOUTHERN BEAR TRADING LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS - continued**  
**For The Year Ended 31 March 2010**

**8 FIXED ASSET INVESTMENTS**

	Shares in group undertakings £
<b>COST</b>	
At 1 April 2009	3,438,392
Disposal	(3,438,392)
At 31 March 2010	<u>-</u>
 <b>NET BOOK VALUE</b>	
At 31 March 2010	<u>-</u>
At 31 March 2009	<u>3,438,392</u>

**9 DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2010 £	2009 £
Other debtors	2,363	2,363
Amounts owed by group undertakings	<u>644,485</u>	<u>-</u>
	<u>646,848</u>	<u>2,363</u>

**10 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2010 £	2009 £
Bank loans and overdrafts (see note 12)	645,495	170,000
Amounts owed to group undertakings	<u>-</u>	<u>2,897,475</u>
	<u>645,495</u>	<u>3,067,475</u>

**SOUTHERN BEAR TRADING LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS - continued**  
**For The Year Ended 31 March 2010**

**11 CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR**

	2010	2009
	£	£
Bank loans (see note 12)	<u>-</u>	<u>595,086</u>

**12 LOANS**

An analysis of the maturity of loans is given below

	2010	2009
	£	£
Amounts falling due within one year or on demand		
Bank loans	<u>645,495</u>	<u>170,000</u>
Amounts falling due between one and two years		
Bank loans - 1-2 years	<u>-</u>	<u>170,000</u>
Amounts falling due between two and five years		
Bank loans - 2-5 years	<u>-</u>	<u>425,086</u>

**13 SECURED DEBTS**

The following secured debts are included within creditors

	2010	2009
	£	£
Bank loans	<u>645,495</u>	<u>765,086</u>

**14 CALLED UP SHARE CAPITAL**

Authorised Number	Class	Nominal value	2010	2009
			£	£
200,000	Ordinary	1p	<u>2,000</u>	<u>2,000</u>
Allotted, issued and fully paid Number	Class	Nominal value	2010	2009
			£	£
135,300	Ordinary	1p	<u>1,353</u>	<u>1,353</u>

# SOUTHERN BEAR TRADING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS - continued For The Year Ended 31 March 2010

### 15 RESERVES

	Profit and loss account £
At 1 April 2009	(222,289)
Profit for the year	<u>222,289</u>
At 31 March 2010	<u>-</u>

### 16 CONTINGENT LIABILITIES

A cross guarantee exists between the main banking facilities of the company, Environ Group (Investments) plc and its remaining subsidiaries. At 31 March 2010, net bank borrowings in the group amounted to £2,282,586 (2009 £3,872,000). These facilities are secured by way of debenture over the assets of the group companies.

### 17 RELATED PARTY DISCLOSURES

The company has taken advantage of the exemptions conferred by FRS 8 not to disclose details of transactions with group undertakings of which 90% or more of the company's voting rights are controlled within the group.

On 23 February 2010, the Company disposed of the entire issued share capital of Tarvail Limited and Tarvail Design Limited to a team led by Mr Christopher Dalton.

The agreed consideration was £50,002 payable as £2 on completion of the disposal and a deferred payment of £50,000 due six months post completion.

Mr Dalton resigned as a Director with immediate effect.

As Mr Dalton was a Director within 12 months prior to the completion of the disposal, the transaction is classed as related party.

### 18 ULTIMATE CONTROLLING PARTY

The company is a wholly owned subsidiary of Environ Group (Investments) plc, a company with no controlling party. Copies of the group accounts can be obtained from, 5 Furlong Parade, Burslem, Stoke-on-Trent, ST6 3AX.

Environ Group (Investments) plc is the immediate and ultimate parent undertaking.

### 19 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2010 £	2009 £
Profit/(Loss) for the financial year	<u>222,289</u>	<u>(67,860)</u>
Net addition/(reduction) of shareholders' funds	222,289	(67,860)
Opening shareholders' funds	<u>(220,936)</u>	<u>(153,076)</u>
Closing shareholders' funds	<u>1,353</u>	<u>(220,936)</u>

### 20 POST BALANCE SHEET EVENTS

There were no significant post balance sheet events.