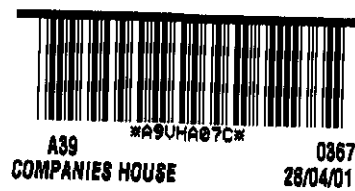


REGISTERED NUMBER
1838819
England and Wales

B TICKLE & SONS LIMITED
DIRECTOR'S REPORT AND ACCOUNTS
30 JUNE 2000



B Tickle & Sons Limited

DIRECTOR A E Tickle
Mrs E M Tickle (Retired 15 February 2000)

SECRETARY Mrs A M Tickle

REGISTERED OFFICE 26 Green End Lane
Peasley Cross
St Helens
Merseyside

REGISTERED NUMBER 1838819 England and Wales

AUDITORS Edmund Shew & Co
Chartered Accountants
35 Westfield Street
St Helens
Merseyside
WA10 1QD

BANKERS National Westminster Bank Plc
Ormskirk Street
St Helens
Merseyside

SOLICITORS Messrs Dibb Lupton Alsop
India Buildings
Water Street
Liverpool
Merseyside

Director's Report and Accounts - 30 June 2000

Pages	1&2	Report of the Director
	3	Report of the Auditors
		Accounts, comprising
	4	Profit and loss account
	5	Statement of total recognised gains and losses
	6	Balance Sheet
	7	Statement of Cash Flows
	8-13	Notes to the Accounts

B Tickle & Sons Limited

REPORT OF THE DIRECTOR

The director presents his report with the accounts of the company for the year ended 30 June 2000.

The loss for the year after taxation amounted to £65879. The director does not recommend that any dividend be paid.

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

The principal activity of the company in the year under review continued to be that of general agricultural produce millers, grinders and merchants. The further decline in British agriculture has once again resulted in expected turnover and profitability not being achieved.

FUTURE DEVELOPMENTS

Despite this decline, the director's management policies continue to include the improvement of the company's production facilities. This restructuring is expected to ensure the company's return to profitability in a more favourable market and also to ensure that the company continues to operate as a going concern.

FIXED ASSETS

The changes in tangible fixed assets related to the addition of further small items of plant and equipment. The company's property revaluation in June 1999 is also reflected in these Accounts.

Details of the company's fixed assets are in notes 8 and 9 of the Accounts.

EVENTS SINCE THE BALANCE SHEET DATE

The company's stability has been maintained despite continued adverse market conditions and the further difficulties in the agricultural industry as the result of Foot and Mouth Disease.

DIRECTORS

The directors in office in the period and their beneficial interests in the company's issued ordinary share capital were as follows:

	<u>30 June 2000</u>	<u>1 July 1999</u>
A E Tickle	94000	94000
Mrs E M Tickle (Retired 15 February 2000)	-	None

B Tickle & Sons Limited

REPORT OF THE DIRECTOR CONTINUED

DIRECTOR'S RESPONSIBILITIES

Company law requires the director to prepare accounts for each financial period which 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 director is required to:

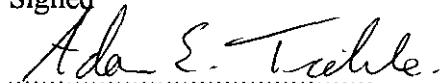
- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the accounts;
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable him to ensure that the accounts comply with the Companies Act 1985. He is 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

The auditors, Edmund Shew & Co, will be proposed for re-appointment in accordance with Section 385 of the Companies Act 1985.

Signed



A E Tickle

Director

Approved 26 April 2001

Auditors' Report to the Shareholders of B Tickle & Sons Limited

We have audited the accounts on pages 4 to 13 which have been prepared under the historical cost convention as modified by the revaluation of leasehold land and buildings and the accounting policies as set out on page 8.

RESPECTIVE RESPONSIBILITIES OF DIRECTOR AND AUDITORS

As described on page 2, the company's director is responsible for the preparation of accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion to you.

BASIS OF OPINION

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the accounts. It also includes an assessment of the significant estimates and judgments made by the director in the preparation of the accounts, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all 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.

FUNDAMENTAL UNCERTAINTY

In forming our opinion, we have considered the adequacy of the disclosures made in the financial statements concerning the ability of the company to meet its liabilities as they fall due, this being dependent on the continued support of its bankers. The financial statements have been prepared on a going concern basis, the validity of which depends upon future funding being available. The financial statements do not include any adjustments which would result from a failure to obtain such funding. Our opinion is not qualified in this respect.

OPINION

In our opinion the accounts give a true and fair view of the state of the company's affairs as at 30 June 2000 and of its loss for the year then ended and have been properly prepared in accordance with the provisions of the Companies Act 1985.

26 April 2001

35 Westfield Street
St Helens

Edmund Shew 

EDMUND SHEW & CO
Chartered Accountants
and Registered Auditors

B Tickle & Sons Limited**Profit and loss account for the year ended 30 June 2000**

	<u>Notes</u>	2000 £	1999 £
TURNOVER	2	2077500	2370686
Cost of sales		(1808474)	(2017752)
GROSS PROFIT		269026	352934
Distribution costs		(92067)	(84120)
Administrative expenses		(200970)	(201497)
OPERATING (LOSS)/PROFIT	3	(24011)	67317
Profit on sale of Fixed Assets		54	-
Interest Received and Property Income		8332	1674
(Loss)/Profit on Ordinary Activities before Interest Payable		(15625)	68991
Interest payable	6	(50254)	(58422)
(LOSS)/PROFIT on ordinary activities before taxation		(65879)	10569
TAX on Profit on ordinary activities	7	46584	(14891)
(LOSS) for the financial year after taxation		(19295)	(4322)
DIVIDENDS paid		-	-
RETAINED (LOSS) for the financial year		(19295)	(4322)
RETAINED (LOSS) at 30 June 1999		(190574)	(186252)
RETAINED (LOSS) at 30 June 2000		(209869)	(190574)

Statement of Continuing Operations for the year ended 30 June 2000

None of the company's activities were acquired or discontinued during the above two financial periods.

The notes on pages 8 to 13 form part of these financial statements.

B Tickle & Sons Limited

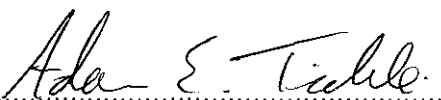
Statement of Total Recognised Gains and Losses for the Year Ended 30 June 2000

	2000 £	1999 £
Loss for the financial period after taxation	(65879)	(4322)
Unrealised surplus on revaluation of property	-	120000
Total recognised (losses)/gains relating to the period	(65879)	115678

B Tickle & Sons LimitedBalance Sheet - 30 June 2000

	<u>Notes</u>	2000 £	1999 £
FIXED ASSETS			
Intangible assets	8	1	1
Tangible assets	9	862211	938892
		862212	938893
CURRENT ASSETS			
Stocks	10	65502	57065
Debtors	11	286479	289428
Cash in hand	12	44	42
		352025	346535
CREDITORS: amounts falling due within one year	13	(755888)	(722655)
NET CURRENT LIABILITIES		(403863)	(376120)
TOTAL ASSETS LESS CURRENT LIABILITIES		458349	562773
CREDITORS: amounts falling due after more than one year	14	(297298)	(335843)
PROVISIONS FOR LIABILITIES AND CHARGES			
Deferred Taxation	19	-	(46584)
NET ASSETS		161051	180346
CAPITAL AND RESERVES			
Called up share capital	15	94000	94000
Profit and loss account		(209869)	(190574)
Revaluation Reserve	18	270920	270920
Capital Redemption Reserve	20	6000	6000
SHAREHOLDERS' FUNDS (all equity)	16	161051	180346

The financial statements were approved by the Director on 26 April 2001.



A E Tickle
Director

The notes on pages 8 to 13 form part of these financial statements.

B Tickle & Sons Limited

Cashflow Statement for the year ended 30 June 2000

	2000		1999	
	£	£	£	£
<u>Reconciliation of Operating Profit to net cash inflow from Operating Activities</u>				
Operating (Loss)/Profit		(24011)		67317
Depreciation Charges		82817		97669
Increase/Decrease in Stocks		(8437)		6273
Decrease/Increase in Debtors		2949		(3126)
Increase/Decrease in Creditors		18772		(137695)
Net Cash Inflow from operating activities		72090		30438
<u>Cashflow Statement</u>				
Net Cash Inflow from operating activities		72090		30438
Returns on investments and servicing of finance (Note a)		(41922)		(56748)
Taxation		-		-
Capital Expenditure		(6082)		(1727)
Increase/Decrease in Cash		24086		(28037)
<u>Reconciliation of net cashflow to movement in net debt (Note b)</u>				
Increase/Decrease in Cash in Period		24086		28037
Change in net debt		24086		28037
<u>Note a - Gross Cashflows</u>				
Returns on investments and servicing of finance				
Interest and Rent Received	8332		1674	
Interest Paid	(50254)	(41922)	(58422)	(56748)
Capital Expenditure				
Payments to acquire tangible fixed assets	(6582)		(1727)	
Receipts from sales of tangible fixed assets	500	(6082)	-	(1727)
<u>Note b - Analysis of changes in Net Debt</u>				
		At 1/7/99	Cashflows	At 30/6/00
Cash in Hand		42	2	44
Overdrafts		(242093)	(5916)	(248009)
Debt due within one year		(32500)	-	(32500)
Debt due after one year		(237500)	30000	(207500)
			24086	

B Tickle & Sons Limited

Notes to the Accounts - 30 June 2000

1 ACCOUNTING POLICIES

Basis of Accounting

The accounts have been prepared under the historical cost convention as modified by the revaluation of leasehold land and buildings, and in accordance with applicable accounting standards.

Going Concern

The accounts have been prepared on the basis that the company continues to operate as a going concern. This in turn is dependent upon the continued support of the company's bankers.

Turnover

Turnover represents net invoiced sales of goods, excluding VAT.

Intangible Fixed Assets and Amortisation

Goodwill is the difference between the amount paid on the acquisition of the trading assets of Special Milling Ltd and the aggregate fair value of the separable net assets. It is not being amortised.

Tangible fixed assets

These are recorded at cost with the exception of Land and Buildings which were further revalued during the year ended 30 June 1999.

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life:

Land and Buildings	2% on cost on straight line basis on revalued amount
Plant and Machinery etc	15% and 25% both on 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, on a first-in, first-out basis. Net realisable value is based on estimated selling price less any further costs expected to be incurred to disposal.

Deferred Taxation

Provision is made at current rates for taxation deferred in respect of all material timing differences except to the extent that, in the opinion of the director, there is reasonable probability that the liability will not arise in the foreseeable future.

Leasing and hire purchase commitments

Assets held under finance leases and hire purchase contracts are capitalised in the balance sheet and are depreciated over their useful lives.

The corresponding lease or hire purchase obligation is capitalised in the balance sheet as a liability. The interest element of the rental obligations is charged to the profit and loss account over the period of the lease and represents a constant proportion of the balance of capital repayments outstanding.

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profit as incurred.

Pension Costs

Contributions in respect of the company's defined contribution pension schemes are charged to the profit and loss account for the period in which they are payable to the scheme. Contributions to the Director's self administered scheme are similarly charged.

B Tickle & Sons Limited

Notes to the accounts - 30 June 2000 continued

2 TURNOVER

Turnover is attributable to one continuing activity, that of general agricultural produce millers, grinders and merchants. An analysis of turnover by geographical market is given below

	2000 £	1999 £
United Kingdom	2065891	2334884
Malta and the Falklands	11609	35802
	2077500	2370686

All the company's sale transactions are conducted in sterling currency.

3 OPERATING LOSS

The operating Loss (1999 - Profit) is stated after charging:

	2000 £	1999 £
Depreciation of owned tangible fixed assets	68693	78577
Depreciation of assets held under hire purchase contracts	3960	8400
Amortisation of Land and Buildings	10164	10692
Auditors' remuneration	15316	16431
Director's pension fund contributions	NIL	NIL

4 DIRECTORS EMOLUMENTS

	2000 £	1999 £
Fees	-	-
Other Emoluments	23936	26004
	23936	26004
Benefits in Kind	7373	6341
	31309	32345

5 STAFF COSTS excluding directors emoluments were as follows:-

	2000 £	1999 £
Wages and Salaries	93961	106566
Social Security Costs	8964	11616
Other Pension Costs	5233	3703
	108158	121885

The average weekly number of employees excluding directors during the year was as follows:-

	2000	1999
Administration	3	4
Manufacturing	5	6
	8	10

B Tickle & Sons Limited

Notes to the accounts - 30 June 2000 continued

6	INTEREST PAYABLE	2000	1999
		£	£
	Bank Overdraft	19140	20835
	Bank Loan not wholly repayable within five years	20934	25490
	Other loans not wholly repayable within five years.	8152	9850
	Finance charges payable under hire purchase contracts	2028	2247
		50254	58422
7	TAX ON PROFIT ON ORDINARY ACTIVITIES	2000	1999
		£	£
	Based on Profit for the Period	-	-
	Transfer from/(to) Deferred Taxation	46584	(14891)
		46584	(14891)
8	INTANGIBLE FIXED ASSETS		Goodwill
	Cost		£
	At 1 July 1999		1
	Additions		-
	Disposals		-
	At 30 June 2000		1
	Amortisation		
	At 1 July 1999		-
	On disposals		-
	Charge for the year		-
	At 30 June 2000		-
	Net book values		
	At 30 June 2000		1
	At 30 June 1999		1

B Tickle & Sons Limited

Notes to the Accounts - 30 June 2000 continued

9 TANGIBLE FIXED ASSETS

Cost/Valuation
 At 1 July 1999
 Revaluation
 Additions
 Disposals
 At 30 June 2000
 Depreciation
 At 1 July 1999
 On disposals
 Charge for year
 At 30 June 2000
 Net book values
 At 30 June 2000
 At 30 June 1999

Land & Buildings	Plant & Machinery Etc	Total
£	£	£
550000	1229807	1779807
-	-	-
-	6582	6582
-	(2000)	(2000)
550000	1234389	1784389
42024	798891	840915
-	(1554)	(1554)
10164	72653	82817
52188	869990	922178
497812	364399	862211
507976	430916	938892

The net book value of plant and machinery above includes an amount of £11891 (1999 £25160) in respect of assets held under hire purchase contracts.

The company's property was further revalued on 25 June 1999 by Messrs Johnathan Kersh Commercial, Commercial Chartered Surveyors, of Cotton House, The Cotton Exchange Building, Old Hall Street, Liverpool at £550,000.

The property is held under a lease of 999 years commencing in 1945 at a non-renewable peppercorn rental. The valuation is based on a long leasehold basis with vacant possession. On the historical cost basis the premises would have been included at a value of £279080. The cumulative depreciation based on cost at 30 June 2000 would have been £33290.

10 STOCKS

Stocks for Resale
 Consumables

	2000	1999
	£	£
Stocks for Resale	59264	51165
Consumables	6238	5900
	65502	57065

11 DEBTORS

Trade debtors
 Other Debtors
 Amounts owed by associated companies
 Prepayments

	2000	1999
	£	£
Trade debtors	185713	159561
Other Debtors	50290	82462
Amounts owed by associated companies	1367	1367
Prepayments	49109	46038
	286479	289428

B Tickle & Sons Limited

Notes to the Accounts - 30 June 2000 continued

12 ANALYSIS OF CHANGES IN NET DEBT

	2000 £	1999 £
At 1 July		
Cash in Hand	42	13
Bank Overdraft	(512093)	(540101)
	(512051)	(540088)
Net Cash Inflow	24086	28037
At 30 June		
Cash in Hand	44	42
Bank Overdraft	(488009)	(512093)
	(487965)	(512051)

13 CREDITORS: amounts falling due within one year

	2000 £	1999 £
Bank Loan (secured)	32500	32500
Bank overdraft (secured)	248009	242093
Trade creditors	410207	364045
Other creditors	36602	39926
Director's pension fund loan	12000	12000
Hire purchase obligations	8161	11257
Taxation and social security	3959	4655
Accruals	4450	16179
	755888	722655

The bank borrowing is secured by a floating charge over the assets of the company, plus the personal guarantee of the director. The borrowing is repayable on demand. The hire purchase contracts are secured on the assets concerned.

14 CREDITORS: amounts falling due after more than one year

	2000 £	1999 £
Bank Loan Account	207500	237500
Hire purchase obligations	1798	10343
Directors Pension Fund Loan	88000	88000
Debt due after more than one year	297298	335843
Bank Loan Account		
Between 1 - 2 years	32500	32500
Between 2 - 5 years	130000	130000
In 5 years or more (repayable at £32500 per annum plus interest at 2.5% above clearing bank base rate)	45000	75000
	207500	237500
Hire Purchase repayable as follows in instalments:-		
Between 1 - 2 years	1798	8161
Between 2 - 5 years	-	2182
	1798	10343
Directors Pension Fund Loan repayable as follows in instalments:-		
Between 1 - 2 years	12000	12000
Between 2 - 5 years	36000	36000
In 5 years or more (repayable at £12000 per annum, plus interest at 3% above Clearing Bank Base Rate)	40000	40000
	88000	88000

The bank borrowing is secured by a floating charge over the assets of the company, plus the personal guarantee of the director. The borrowing is repayable on demand. The hire purchase contracts are secured on the assets concerned.

B Tickle & Sons LimitedNotes to the Accounts - 30 June 2000 continued

15	CALLED UP SHARE CAPITAL	2000	1999
		£	£
	Authorised Ordinary Shares of £1 each	144000	144000
	Allotted, Called Up and Fully Paid Ordinary Shares of £1 each	94000	94000
16	RECONCILIATION OF MOVEMENTS ON SHAREHOLDERS' FUNDS	2000	1999
		£	£
	(Loss) for the financial year after taxation	(19295)	(4322)
	Other recognised gains relating to the year	-	120000
	Opening Shareholders' funds at 1 July 1999	180346	64668
	Closing Shareholders' funds at 30 June 2000	161051	180346
17	COMMITMENTS		
	Pension Commitments		
	The company operates three pension schemes; two defined contribution pension schemes on behalf of certain of its employees and a self administered scheme on behalf of its director. The assets of the schemes are held separately from those of the company in independently administered funds. Contributions are paid based upon the recommendations of qualified actuaries. The annual commitments under these schemes are variable.		
18	REVALUATION RESERVE	2000	1999
		£	£
	Surplus on revaluation of property		
	At 1 July 1999	270920	150920
	Surplus on Revaluation	-	120000
	At 30 June 2000	270920	270920
19	DEFERRED TAXATION	2000	1999
		£	£
	At 1 July 1999	46584	31693
	Provision on Revaluation of Property	-	14891
	Transfer from Deferred Taxation	(46584)	-
	At 30 June 2000	-	46584
20	CAPITAL REDEMPTION RESERVE	2000	1999
		£	£
	At 1 July 1999	6000	6000
	At 30 June 2000	6000	6000