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BOUGHTON LOAM & TURF MANAGEMENT LIMITED (FORMERLY BOUGHTON LOAM LIMITED)

FINANCIAL STATEMENTS

FOR THE YEAR ENDED

31 MARCH 2007

FINANCIAL STATEMENTS

For the year ended 31 March 2007

Company registration number

954594

Registered office

The Old Piggeries Cranford Road Burton Latimer KETTERING Northamptonshire NN15 5TB

Directors

E Ayres S P Hedley J C C Sımpson

Secretary

N D Lantsbery

Bankers

HSBC Bank plc 15 High Street

MARKET HARBOROUGH

Leicestershire LE16 7NN

Auditors

Grant Thornton UK LLP Registered Auditors Chartered Accountants Grant Thornton House Kettering Parkway KETTERING Northamptonshire NN15 6XR

FINANCIAL STATEMENTS

For the year ended 31 March 2007

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REPORT OF THE DIRECTORS

The directors present their report together with financial statements for the year ended 31 March 2007

Principal activities

The company is principally engaged in the sale and distribution of top soils and agricultural and horticultural supplies

Business review

The directors are disappointed with the performance of the company for the year but are cautiously optimistic for the forthcoming period

There was a profit for the year after taxation amounting to £14,823 (2006 loss of £130,402) The directors do not recommend payment of a dividend (2006 £nil)

On 18 January 2007 the company changed its name from Boughton Loam Limited to Boughton Loam & Turf Management Limited

Key performance indicators

Financial

- Turnover and gross margins are key measures of the company's performance Sales for the year were £2 0m (2006 £2 4m), and the gross margin was 25 1% (2006 26 0%)
- Overall profitability is a key indicator of the company's performance. The profit before tax for the year was £1,666 (2006, loss of £179,378)
- Net worth is seen as an important target for the business. At the year end, shareholders' funds were £797k (2006 £783k)

Directors

The membership of the Board at the end of the year is set out below. The Board regret to announce the death of Mr R J Toseland on 11 April 2006

The interests of the directors in the shares of the company as at 1 April 2006 and 31 March 2007 were as follows

2007 and 2006 Number

E Ayres

Mr J C C Simpson was appointed to the Board on 1 May 2007 and Mr S P Hedley was appointed to the Board on 15 July 2007

The interests of Mrs E Ayres, who is a director of the holding company, are disclosed in that company's financial statements

REPORT OF THE DIRECTORS

Financial risk management objectives and policies

The company uses various financial instruments, these include cash, secured overdraft facilities, finance lease arrangements and various items such as trade debtors and trade creditors that arise directly from its operations

The main risks arising from the company's financial instruments are interest rate risk, liquidity risk and credit risk. The Board reviews and agrees policies for managing each of these risks and they are summarised below

Interest rate risk

The company's exposure to market risk for the changes in interest rates relates primarily to the company's bank overdraft facility and finance leases. The company exposure to interest rate fluctuations on its borrowings is managed by the use of both fixed and floating facilities, which will fluctuate according to levels of working capital required.

Liquidity risk

The company seeks to manage financial risk by ensuring sufficient liquidity is available to meet foreseeable needs. Our policy has been to have sufficient facilities available to maintain short term flexibility. The maturity of borrowings is set out in note 13 to the financial statements.

Credit risk

The company's principal financial assets are cash and trade debtors

The principal credit risk lies with trade debtors. In order to manage credit risk the directors set limits for customers based on a combination of payment history and third party credit references. Credit limits are reviewed on a regular basis in conjunction with debt ageing and collection history.

Directors' responsibilities for the financial statements

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

Company law requires the directors to prepare financial statements for each financial year 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 these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments 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 that 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 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

REPORT OF THE DIRECTORS

Directors' responsibilities for the financial statements (continued)

In so far as the directors are aware

- there is no relevant audit information of which the company's auditors are 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 auditors are aware of that information

Auditors

Grant Thornton UK LLP offer themselves for reappointment as auditors in accordance with section 385 of the Companies Act 1985

BY ORDER OF THE BOARD

N D Lantsbery Secretary

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REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF

BOUGHTON LOAM & TURF MANAGEMENT LIMITED (FORMERLY BOUGHTON LOAM LIMITED)

We have audited the financial statements of Boughton Loam & Turf Management Limited for the year ended 31 March 2007 which comprise the principal accounting policies, the profit and loss account, the balance sheet and notes 1 to 22 These financial statements have been prepared under the accounting policies set out therein

This report is made solely to the company's members, 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 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

The directors' responsibilities for preparing the Directors' Report and the financial statements in accordance with United Kingdom law and Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities

Our responsibility is to audit the financial statements 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 financial statements give a true and fair view, whether they are properly prepared in accordance with the Companies Act 1985 and whether the information given in the Directors' Report is consistent with the financial statements. We also 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 financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, 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 financial statements 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 financial statements.

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF

BOUGHTON LOAM & TURF MANAGEMENT LIMITED (FORMERLY BOUGHTON LOAM LIMITED)

Opinion

In our opinion

- the financial statements 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 31 March 2007 and of its profit for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Directors' Report is consistent with the financial statements for the year ended 31 March 2007

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GRANT THORNTON UK LLP REGISTERED AUDITORS CHARTERED ACCOUNTANTS

KETTERING

21 DECEMBER 2007

PRINCIPAL ACCOUNTING POLICIES

BASIS OF PREPARATION

The financial statements have been prepared under the historical cost convention and on the going concern basis which assumes the continued support of the holding company The Bennie Group Limited (formerly Bennie Holdings Limited) (see note 22)

The principal accounting policies of the company are set out below. The policies have remained unchanged from the previous year

TURNOVER

Turnover is the total amount receivable by the company for goods supplied and services provided, excluding VAT and trade discounts

TANGIBLE FIXED ASSETS AND DEPRECIATION

Tangible fixed assets are stated at cost, net of depreciation Depreciation is calculated to write down the cost less estimated residual value of all tangible fixed assets, other than freehold land, by equal annual instalments over their expected useful lives The periods generally applicable are

Freehold buildings Plant and machinery 25 years

2 to 10 years

Motor vehicles

2 to 5 years

INTANGIBLE FIXED ASSETS

The patent is included at cost and amortised over its useful economic life of 10 years

STOCKS

Stocks are stated at the lower of cost and net realisable value

DEFERRED TAXATION

Deferred tax is recognised on all timing differences where the transactions or events that give the company an obligation to pay more tax in the future, or a right to pay less tax in the future, have occurred by the balance sheet date Deferred tax assets are recognised when it is more likely than not that they will be recovered Deferred tax is measured using rates of tax that have been enacted or substantively enacted by the balance sheet date

PRINCIPAL ACCOUNTING POLICIES

RETIREMENT BENEFITS

Defined Benefit Pension Scheme

The group operates a defined benefit scheme for the benefit of its employees It is not, however, possible to separately identify the company's share of the underlying assets and liabilities of this scheme Consequently, contributions made by the company have been treated as contributions to a defined contribution scheme

Further details and disclosures on this group defined benefit scheme are given in the financial statements of the company's parent undertaking, The Bennie Group Limited (formerly Bennie Holdings Limited)

Defined Contribution Pension Scheme

The pension costs charged against operating profits are the contributions payable to the scheme in respect of the accounting period

LEASED ASSETS

Assets held under finance leases and hire purchase contracts are capitalised in the balance sheet and depreciated over their expected useful lives. The interest element of leasing payments represents a constant proportion of the capital balance outstanding and is charged to the profit and loss account over the period of the lease.

All other leases are regarded as operating leases and the payments made under them are charged to the profit and loss account on a straight line basis over the lease term

GROUP RELIEF

It is the group's normal policy to charge for tax losses surrendered by way of group relief at the rate prevailing at the end of the financial period in respect of which relief is given

FINANCIAL INSTRUMENTS

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial habilities.

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the balance sheet. Finance costs and gains or losses relating to financial liabilities are included in the profit and loss account. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity

PROFIT AND LOSS ACCOUNT

For the year ended 31 March 2007

	Note	2007 £	2006 £
Turnover	1	2,039,788	2,357,116
Cost of sales	_	1,528,127	1,745,335
Gross profit		511,661	611,781
Other operating charges	2	669,538	744,400
Operating loss		(157,877)	(132,619)
Exceptional item Profit on sale of fixed asset		186,947	-
Net interest	3	27,404	46,759
Profit/(loss) on ordinary activities before taxation	1	1,666	(179,378)
Tax on profit/(loss) on ordinary activities	5 _	(13,157)	(48,976)
Profit/(loss) transferred to/(from) reserves	17 _	14,823	(130,402)

There were no recognised gains or losses other than the profit for the financial year

All of the activities of the company are classed as continuing

BALANCE SHEET AT 31 MARCH 2007

	NI - 4 -		2007		2006
	Note	£	2007 £	£	2006 £
Fixed assets		-	~	~	~
Intangible assets	6		1		1
Tangible assets	7		924,921		911,331
			924,922		911,332
Current assets			ŕ		
Stocks	8	170,571		178,174	
Debtors	9	227,274		372,638	
Current asset investment	10	-		598,006	
Cash at bank and in hand	-	2,568		1,722	
		400,413		1,150,540	
Creditors: amounts falling due					
within one year	11 -	(411,188)		1,165,155	
Net current liabilities			(10,775)		(14,615)
Total assets less current habilities			914,147		896,717
Creditors: amounts falling due					
after more than one year	12		77,724		80,617
Provisions for liabilities	14		39,000		33,500
			797,423		782,600
Capital and reserves					
Called up share capital	16		2,000		2,000
Profit and loss account	17		795,423		780,600
rion and ioss account	17				
Shareholders' funds	18		797,423		782,600

The financial statements were approved by the Board of Directors on 21 DECM-DEM 200)

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E Ayres

Director

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2007

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1 TURNOVER AND PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION

The turnover and profit/(loss) on ordinary activities before taxation are attributable to one activity, the sale and distribution of top soils and agricultural and horticultural supplies

The profit/(loss) on ordinary activities is stated after	2007 €	2006 £
Auditors' remuneration	5,200	5,000
Depreciation		
Tangible fixed assets, owned	135,229	96,909
Tangible fixed assets, held under finance leases	53,729	65,177
Hire of plant and machinery	122,414	83,822
OTHER OPERATING CHARGES		
	2007 £	2006 £
Administrative expenses	669,538	744,400
NET INTEREST		
	2007	2006
	£	£
Interest payable on bank borrowing	21,452	40,985
Finance charges in respect of finance leases	6,094	8,958
	27,546	49,943
Interest receivable from group undertakings	-	(3,184)
Other interest receivable	(142)	
	27,404	46,759

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2007

4 DIRECTORS AND EMPLOYEES	4	DIRECTORS	AND	EMPLOYEES
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Staff costs during the year were as follows		
	2007	2006
	£	£
Wages and salaries	562,795	606,173
Social security costs	55,029	55,582
Other pension costs	10,640	46,850
-	628,464	708,605
The average number of employees of the company during the year was 24 (2006) 23	3)	
Remuneration in respect of directors was as follows		
	2007	2006
	£	£
Emoluments	-	23,595
Compensation for loss of office	 -	15,174
	<u>-</u>	38,769

During the year 1 director (2006 1) participated in a defined benefit pension scheme

5 TAX ON PROFIT/(LOSS) ON ORDINARY ACTIVITIES

The tax credit represents	2007 £	2006 £
Corporation tax at 30% (2006 30%) Adjustments in respect of prior periods	(16,000) (2,657)	(62,900) (3,576)
Total current tax	(18,657)	(66,476)
Deferred tax Origination and reversal of timing differences (note 14)	5,500	17,500
	(13,157)	(48,976)

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2007

TAX ON PROFIT/(LOSS) ON ORDINARY ACTIVITIES (CONTINUED)

The tax assessed for the year is lower (2006 lower) than the standard rate of corporation tax in the UK of 30% (2006 30%) The differences are explained as follows

	2007 £	2006 £
Profit/(loss) on ordinary activities before tax	1,666	(179,378)
Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in the UK at 30% (2006 30%)	500	(53,813)
Effect of		
Expenses not deductible for tax purposes Differences between capital allowances and depreciation Other timing differences Adjustments to tax charge in respect of prior years	4,889 (21,389) - (2,657)	2,139 (13,185) 1,959 (3,576)
Current tax credit for the period	(18,657)	(66,476)

6 INTANGIBLE FIXED ASSETS

	Patent £
Cost At 1 April 2006 and at 31 March 2007	102,000
Amortisation At 1 April 2006 and at 31 March 2007	101,999
Net book amount at 31 March 2006 and 31 March 2007	1

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2007

7 TANGIBLE FIXED ASSETS

	Freehold land and buildings £	Plant and machinery £	Motor vehicles £	Total £
Cost	ı	£	ı	
At 1 April 2006	583,249	1,081,563	198,088	1,862,900
Additions	303,247	178,027	77,232	255,259
Transfers from group undertakings		6,750		6,750
	592 240	1,266,340	275,320	2,124,909
Democale	583,249	(93,496)	(88,769)	(182,265)
Disposals		(55,450)	(88,703)	(162,203)
At 31 March 2007	583,249	1,172,844	186,551	1,942,644
Depreciation	220.206	(02.016	100 249	051 560
At 1 April 2006	239,206	603,015	109,348	951,569
Provided in the year	13,539	135,179	40,240	188,958
	252,745	738,194	149,588	1,140,527
Eliminated on disposals	<u> </u>	(49,917)	(72,887)	(122,804)
At 31 March 2007	252,745	688,277	76,701	1,017,723
Net book amount				
at 31 March 2007	330,504	484,567	109,850	924,921
Not be also and				
Net book amount	244 042	170 510	99 740	011 221
at 31 March 2006	344,043	478,548	88,740	911,331

The gross amount of freehold land and buildings on which depreciation is being provided is £330,287

The figures stated above include assets held under finance leases and similar hire purchase contracts, as follows

	Plant and machinery	Motor vehicles £
Net book amount at 31 March 2007	127,557	95,311
Net book amount at 31 March 2006	140,568	82,731
Depreciation provided in the year	39,613	14,116

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2007

8	STOCKS		
		2007	2006
		£	£
	Raw materials and consumable stores	170,571	178,174
9	DEBTORS		
		2007	2006
		£	£
	Trade debtors	196,719	280,420
	Amounts due from group undertakings	150,715	589
	Other debtors	22,935	68,320
	Prepayments and accrued income	7,620	23,309
		227,274	372,638
10	CURRENT ASSET INVESTMENTS		
10	CURRENT ASSET INVESTIMENTS		
		2007	2006
		£	£
	Fixed asset held for re-sale		598,006
11	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		2007	2006
		2007 £	2000 £
		_	
	Bank overdraft	70,803	733,629
	Trade creditors	200,607	277,990
	Amounts owed to group undertakings Social security and other taxes	17,903 16,951	18,550 19,759
	Accruals	31,063	61,790
	Amounts due under finance leases	62,268	53,437
	Other creditors	11,593	
		411,188	1,165,155

The bank overdraft is secured by a fixed and floating charge over all the company's assets and cross guarantees given by group undertakings

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2007

	CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR			
		2007 £	2006 £	
	Amounts due under finance leases	77,724	80,617	
	BORROWINGS			
	Borrowings are repayable as follows	2007 £	2006 £	
	Within one year Bank loans and overdrafts Finance leases	70,803 62,268	733,629 53,437	
	After one and within two years Finance leases	62,269	38,696	
	After two and within five years Finance leases	15,455	41,92	
	-	210,795	867,683	
	PROVISIONS FOR LIABILITIES			
			Deferred taxation (note 15	
	At 1 April 2006 Provided during the year (note 5)		33,500 5,500	
	At 31 March 2007	,	39,000	
	DEFERRED TAXATION			
	Deferred taxation is provided for in full in the financial statements and is set out below	2007 £	200	
	Accelerated capital allowances Other timing differences	39,000	32,000 1,500	
	_	39,000	33,500	

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2007

16 SHARE CAPITAL

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20	007 and 2006				
	£				
	5,000				
	2,000				
	£				
	780,600				
	14,823				
	795,423				
RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS					
2007	2006				
£	£				
14 022	(120 402)				
782,600	(130,402) 913,002				
	2007 £				

19 CAPITAL COMMITMENTS

Shareholders' funds at 31 March 2007

The company had no capital commitments at 31 March 2007 or 31 March 2006

20 CONTINGENT LIABILITIES

There is an unlimited multi-lateral guarantee with other group undertakings in respect of group borrowings which are secured by a fixed and floating charge over all the assets of the company. The amounts subject to this guarantee at 31 March 2007 totalled £nil (2006 £nil)

797,423

782,600

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2007

21 RETIREMENT BENEFITS

Defined Benefit Pension Scheme

The group operates a defined benefit scheme for the benefit of its employees. It is not, however, possible to separately identify the company's share of the underlying assets and liabilities of this scheme. Consequently, contributions made by the company have been treated as contributions to a defined contribution scheme.

The assets of the scheme are administered by trustees in a fund independent from those of the group

Further details and disclosures on this group defined benefit scheme are given in the financial statements of the company's parent undertaking, The Bennie Group Limited (formerly Bennie Holdings Limited)

Defined Contribution Pension Scheme

In addition to the above, a group personal pension scheme is operated for the benefit of employees This is a defined contribution scheme, administered by Scottish Equitable, in funds independent from those of the company

22 CONTROLLING RELATED PARTY AND RELATED PARTY TRANSACTIONS

The ultimate parent undertaking and controlling related party of this company is its parent company, The Bennie Group Limited (formerly Bennie Holdings Limited)

The ultimate controlling related party of the company is Mrs P O Toseland, as a result of her majority shareholding in The Bennie Group Limited (formerly Bennie Holdings Limited)

The largest group of undertakings for which group accounts have been drawn up is that headed by The Bennie Group Limited (formerly Bennie Holdings Limited)

As a wholly owned subsidiary of The Bennie Group Limited (formerly Bennie Holdings Limited), the company is exempt from the requirements of FRS 8 to disclose transactions with other members of the group headed by The Bennie Group Limited (formerly Bennie Holdings Limited)