Registered number: 4419400

## EAGLE HALL ESTATES LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

for the year ended 31 March 2009

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## **COMPANY INFORMATION**

DIRECTORS

G H Chennells Mrs R M Chennells M G Chennells A C Chennells P E Chennells

COMPANY SECRETARY

Miss C F Chennells

**COMPANY NUMBER** 

4419400

REGISTERED OFFICE

Clay Farm North Scarle Lincoln Lincolnshire LN6 9ES

**AUDITORS** 

P M & G Limited

Chartered Accountants & Registered Auditers

Mainwood Farm Kneesall Newark

Nottinghamshire NG22 0AH

**BANKERS** 

HSBC Bank plc 221 High Street Lincoln LN1 1TS

**SOLICITORS** 

Langleys Solicitors Olympic House Doddington Road Lincoln

Lincoln LN6 3SE

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# DIRECTORS' REPORT for the year ended 31 March 2009

The directors present their report and the financial statements for the year ended 31 March 2009.

#### PRINCIPAL ACTIVITIES

The principal activity of the company during the year under review was that of holding company in respect of G H Chennells (Farms) Limited. The accounts present the information about the company as an individual and not about the group as a whole.

## RESULTS AND DIVIDENDS

During the year the company continued to provide contract, management and storage facilities to its associated businesses whilst at the same time exploring opportunities to better utilise its assets. The company's balance sheet suffered a deficit in the valuation of it's core assets, decreasing shareholders funds to £14,715,372. During the year the company paid interim dividends of £33,365 on 10 April 2008 and £45,650 on 31 March 2009.

#### **DIRECTORS**

The directors who served during the year were:

G H Chennells
Mrs R M Chennells
M G Chennells
A C Chennells
P E Chennells

#### PROVISION OF INFORMATION TO AUDITORS

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the company's auditors are unaware,
   and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any
  information needed by the company's auditors in connection with preparing their report and to establish that the
  company's auditors are aware of that information.

#### **AUDITORS**

P M & G Limited have expressed their willingness to continue as auditors of the company. They will be proposed for reappointment in accordance with s385 of the Companies Act 1985.

The report of the directors has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

#### **DIRECTORS' REPORT** for the year ended 31 March 2009

#### STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Annual 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). The financial statements are required by law to 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.

This report was approved by the board on

Septular

2009 and signed on its behalf.

A C Chennells Director

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## INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF EAGLE HALL ESTATES LIMITED

We have audited the financial statements of Eagle Hall Estates Limited for the year ended 31 March 2009, set out on pages 5 to 17. These financial statements have been prepared under the accounting policies set out therein and the requirements of the Financial Reporting Standard for Smaller Entities (effective January 2007).

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 financial statements in accordance with applicable law and United Kingdom 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 and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' report is consistent with the financial statements.

In addition we 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 judgments 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.

## INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF EAGLE HALL ESTATES LIMITED

#### **OPINION**

### In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted
  Accounting Practice applicable to Smaller Entities, of the state of the company's affairs as at 31 March 2009 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.

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## PM&GLIMITED

Chartered Accountants Registered Auditers

Mainwood Farm Kneesall Newark Nottinghamshire NG22 0AH

Date: 29th Septentu 2009

# PROFIT AND LOSS ACCOUNT for the year ended 31 March 2009

	-	2009	2008
	Note	£	£
TURNOVER	1	154,101	159,928
Administrative expenses		(76,839)	(76,397)
Other operating income	2	13,827	18,512
OPERATING PROFIT	3	91,089	102,043
Income from investments in group companies		200,000	200,000
Income from other participating interests		•	139
Amounts written off investments		(20,000)	-
Interest receivable		-	231
Interest payable		(35,746)	(43,139)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		235,343	259,274
Tax on profit on ordinary activities	5	(17,000)	(38)
PROFIT FOR THE FINANCIAL YEAR	14	218,343	259,236
		=======================================	

The notes on pages 8 to 17 form part of these financial statements.

THE YEAR

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES for the year ended 31 March 2009	·	
	2009 £	2008 £
PROFIT FOR THE FINANCIAL YEAR	218,343	259,236
Unrealised (deficit)/surplus on revaluation of tangible fixed assets Unrealised deficit on revaluation of investment properties	(627,866) (20,000)	2,871,272 (20,719)

The notes on pages 8 to 17 form part of these financial statements.

TOTAL RECOGNISED GAINS AND LOSSES RELATING TO

3,109,789

(429,523)

Registered number: 4419400

BALAN	CE SH	EET
as at 31	March	2009

	Note	£	2009 £	£	2008 £
FIXED ASSETS					
Tangible fixed assets	6		17,457,198		18,113,997
Investment property	7		100,000		120,000
Fixed asset investments	8		8,325		28,300
			17,565,523		18,262,297
CURRENT ASSETS					
Debtors	9	81,358		52,567	
Cash at bank		42,342		-	
		123,700		52,567	
CREDITORS: amounts falling due within one year	10	(2,088,361)		(2,206,331)	
NET CURRENT LIABILITIES			(1,964,661)		(2,153,764)
TOTAL ASSETS LESS CURRENT LIABILIT	TIES		15,600,862		16,108,533
CREDITORS: amounts falling due after more than one year	11		(876,490)		(884,623)
PROVISIONS FOR LIABILITIES					
Deferred tax	12		(9,000)		-
NET ASSETS			14,715,372		15,223,910
CAPITAL AND RESERVES					
Called up share capital	13		8,300		8,300
Revaluation reserve	14		7,579,993		8,229,797
Profit and loss account	14		7,127,079		6,985,813
SHAREHOLDERS' FUNDS			14,715,372		15,223,910

The financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 applicable to small companies, and in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2007).

The financial statements were approved and authorised for issue by the board and were signed on its behalf on Sepherber 2009

M G Chennells Director

The notes on pages 8 to 17 form part of these financial statements.

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2009

#### 1. ACCOUNTING POLICIES

#### 1.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements have been prepared under the historical cost convention as modified by the revaluation of Freehold land and buildings and Investment properties and in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2007).

The company is exempt from the requirement to prepare group accounts by virtue of section 248 of the Companies Act 1985. These financial statements therefore present information about the company as an individual undertaking and not about its group.

#### 1.2 TURNOVER

Turnover comprises revenue recognised by the company in respect of goods and services supplied, exclusive of Value Added Tax and trade discounts.

#### 1.3 TANGIBLE FIXED ASSETS AND DEPRECIATION

Tangible fixed assets are stated at cost or valuation less depreciation. Depreciation is not charged on freehold land. Depreciation on other tangible fixed assets is provided at rates calculated to write off the cost or valuation of those assets, less their estimated residual value, over their expected useful lives on the following bases:

Plant & machinery

20% reducing balance

The directors have adopted a policy of revaluing freehold land and buildings on an annual basis with the surplus or deficit on book value being transferred to the revaluation reserve.

## 1.4 INVESTMENTS

Investments held as fixed assets are shown at cost less provision for impairment.

#### 1.5 INVESTMENT PROPERTIES

Investment properties are included in the Balance sheet at their open market value in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2007) and are not depreciated. This treatment is contrary to the Companies Act 1985 which states that fixed assets should be depreciated but is, in the opinion of the directors, necessary in order to give a true and fair view of the financial position of the company.

#### 1.6 LEASING AND HIRE PURCHASE

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible fixed assets. Assets acquired by finance lease are depreciated over the shorter of the lease term and their useful lives. Assets acquired by hire purchase are depreciated over their useful lives. Finance leases are those where substantially all of the benefits and risks of ownership are assumed by the company. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the Profit and loss account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

# NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2009

### 1. ACCOUNTING POLICIES (continued)

#### 1.7 DEFERRED TAXATION

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

Deferred tax is not provided on timing differences arising from the revaluation of fixed assets in the financial statements.

A net deferred tax asset is recognised only if it can be regarded as 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 assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse.

Deferred tax assets and liabilities are not discounted.

#### 1.8 GOVERNMENT GRANTS

Government grants relating to tangible fixed assets are treated as deferred income and released to the Profit and loss account over the expected useful lives of the assets concerned. Other grants are credited to the Profit and loss account as the related expenditure is incurred.

#### 1.9 PENSIONS

The company operates a defined contribution pension scheme and the pension charge represents the amounts payable by the company to the fund in respect of the year.

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#### 2. OTHER OPERATING INCOME

	2009 £	2008 £
Other operating income Rents receivable	3,827 10,000	8,512 10,000
	13,827	18,512

#### 3. OPERATING PROFIT

The operating profit is stated after charging:

	2009 £	2008 £
Depreciation of tangible fixed assets:		
- owned by the company	4,386	5,483
- held under finance leases	21,413	26,767
Auditors' remuneration	3,000	3,000
Pension costs	18,000	18,000

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# NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2009

#### 4. DIRECTORS' REMUNERATION

	2009 £	2008 £
Aggregate emoluments	33,000	32,626

During the year retirement benefits were accruing to 3 directors (2008 - 3) in respect of money purchase pension schemes.

### 5. TAXATION

	2009	2008
ANALYSIS OF TAX CHARGE IN THE YEAR	£	£
CURRENT TAX (see note below)		
UK corporation tax charge on profit for the year Adjustments in respect of prior periods	8,000	38
TOTAL CURRENT TAX	8,000	38
<b>DEFERRED TAX</b> (see note 12)		
Origination and reversal of timing differences	9,000	-
TAX ON PROFIT ON ORDINARY ACTIVITIES	17,000	38

#### FACTORS AFFECTING TAX CHARGE FOR THE YEAR

Profit before tax includes £200,000 dividend income which is not subject to corporation tax. This is the most significant factor affecting the tax charge for the year.

## FACTORS THAT MAY AFFECT FUTURE TAX CHARGES

Agricultural buildings allowances are being phased out from 2012 and the annual allowance available is being reduced leading up to that date. As allowances reduce the tax liability will increase.

6.

# NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2009

TANGIBLE FIXED ASSETS			
	Land and buildings £	Plant and machinery £	Total £
COST OR VALUATION			
At 1 April 2008 Disposals Revaluation surplus/(deficit)	17,985,000 (3,134) (627,866)	216,766 - -	18,201,766 (3,134) (627,866)
At 31 March 2009	17,354,000	216,766	17,570,766
DEPRECIATION			
At 1 April 2008 Charge for the year		87,769 25,799	87,769 25,799
At 31 March 2009	-	113,568	113,568
NET BOOK VALUE			
At 31 March 2009	17,354,000	103,198	17,457,198
At 31 March 2008	17,985,000	128,997	18,113,997

The net book value of assets held under finance leases or hire purchase contracts, included above, are as follows:

	2009	2008
	£	£
Plant and machinery	85,653	107,066

Included in land and buildings is freehold land at valuation of £11,474,000 (2008 - £11,370,000), cost £5,143,479 (2008 - £5,144,675) which is not depreciated. The properties and buildings included in land and buildings are not depreciated as the directors do not consider a charge to be material.

Cost or valuation at 31 March 2009 is as follows:

	buildings £
AT COST	-
AT VALUATION:	
Open market basis at 31 March 2009	17,354,000
	17,354,000

The land and buildings were revalued on 31 March 2009 by Brown & Co, on the basis of open market value for existing use.

Land and

# NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2009

## 6. TANGIBLE FIXED ASSETS (continued)

If the land and buildings had not been included at valuation they would have been included under the historical cost convention as follows:

	2009 £	2008 £
Cost Accumulated depreciation	9,757,136	9,758,332
Net book value	9,757,136	9,758,332

#### 7. INVESTMENT PROPERTY

	property £
COST AND VALUATION	
At 1 April 2008 Surplus/(deficit) on revaluation	120,000 (20,000)
At 31 March 2009	100,000
COMPRISING	<del></del>
Cost Annual revaluation surplus/(deficit):	116,871
2006	8,848
2007	15,000
2008	(20,719)
2009	(20,000)
	100,000

The 2009 valuations were made by Brown & Co., Chartered Surveyors, on an open market value for existing use basis.

## 8. FIXED ASSET INVESTMENTS

Shares in group under-takings £	Investments in participating interests	Total £
8,300	20,000	28,300
•	25	25
-	(20,000)	(20,000)
8,300	25	8,325
	under-takings £ 8,300	Shares in group under-takings £  8,300 20,000 - 25 - (20,000)

Freehold

# NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2009

## 8. FIXED ASSET INVESTMENTS (continued)

#### SUBSIDIARY UNDERTAKINGS

The following were subsidiary undertakings of the company:

Name G H Chennells (Farms) Limited Holding 100%

The aggregate of the share capital and reserves as at 31 March 2009 and of the profit or loss for the year ended on that date for the subsidiary undertakings were as follows:

Name	Aggregate of share capital and reserves £	Profit/(loss)
G H Chennells (Farms) Limited	233,487	327,515

#### **PARTICIPATING INTERESTS**

Included in the investments in participating interests are shares in P M Engineering Contractors Limited. The first set of accounts have not yet been prepared for this business and the directors do not believe the results will be material.

On 17 July 2009 a liquidator was appointed to voluntary wind up Holland Transport Limited. As a result the investment in this participating interest has been written off in the year.

#### 9. DEBTORS

	2009 £	2008 £
Trade debtors	38,118	44,588
Amounts owed by undertakings in which the company has a participating interest Other debtors	43,240	7,979 -
	81,358	52,567

# NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2009

# 10. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2009 £	2008 £
Bank loans and overdrafts	45,898	185,146
Net obligations under finance leases and hire purchase contracts	35,970	35,970
Trade creditors	431	113
Amounts owed to group undertakings	1,925,920	1,935,895
Corporation tax	8,000	-
Social security and other taxes	123	3,757
Other creditors	72,019	45,450
	2,088,361	2,206,331

The company's bank loans, overdraft and hire purchase balances are secured liabilities and a cross guarantee exists between the company and its subsidiary, G H Chennells (Farms) Limited in respect of the group's bank facilities which are secured by fixed and floating charges on the group's assets.

#### 11. CREDITORS:

### AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2009	2008
	£	£
Bank loans	454,102	450,000
Net obligations under finance leases and hire purchase contracts	17,938	53,923
Accruals and deferred income	404,450	380,700
	876,490	884,623
Creditors include amounts not wholly repayable within 5 years as follows:		
	2009	2008
	£	£
Repayable by instalments	15,015	-
Repayable other than by instalments	404,450	380,700
	419,465	380,700

The bank loan is a long term flexible business loan and is repayable by instalments; interest is charged at rates varying with the HSBC plc base rate. The bank loan and hire purchase balances are secured liabilities as disclosed in note 10.

Included in accruals and deferred income are advance royalties that have been received from Aggregate Industries UK Limited amounting to £371,250 (2008 - £347,500).

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2009			
12.	DEFERRED TAXATION		
		2009 £	2008 £
	At beginning of year Charge for year	9,000	-
	At end of year	9,000	_
	The provision for deferred taxation is made up as follows:		
		2009 £	2008 £
	Accelerated capital allowances	9,000	<del>-</del>
13.	SHARE CAPITAL		
		2009 £	2008 £
	AUTHORISED, ALLOTTED, CALLED UP AND FULLY PAID		
	8,300 ordinary shares shares of £1 each	8,300	8,300

# NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2009

#### 14. RESERVES

	Revaluation	Profit and loss
	reserve	account
	£	£
At 1 April 2008	8,229,797	6,985,813
Profit for the year		218,343
Dividends: Equity capital		(79,015)
Deficit on revaluation of freehold property	(647,866)	
Transfer between Revaluation reserve and P/L account	(1,938)	1,938
At 31 March 2009	7,579,993	7,127,079

No provision has been made in these accounts for the potential tax liability which could arise if the freehold land and buildings were realised at the revalued amounts, as the directors do not anticipate any significant disposals of these assets in the foreseeable future.

Included within the profit and loss account balance, there is an amount of £5,624,809 (2008 - £5,625,100) that relates to part of a dividend received from the company's subsidiary, G H Chennells (Farms) Ltd., following a Group re-organisation in March 2003. The dividend derived from the profits on the sale of the freehold land and buildings by G H Chennells (Farms) Ltd to Eagle Hall Estates Ltd and prior to the sale there was a revaluation reserve in respect of the freehold land and buildings transferred, totalling £5,681,153.

During the year land and buildings were sold outside the group, crystallising part of the revaluation reserves and an appropriate transfer has been made from the revaluation reserve to reflect this. In addition the sale of certain land and buildings has resulted in reducing the amount of reserves considered to be available for distribution to the shareholders to £5,624,809 (2008 - £5,625,100), until the relevant remaining assets have been disposed of outside the group.

#### 15. DIVIDENDS

	2009 £	2008 £
Dividends paid on equity capital	79,015	62,001

### 16. CONTINGENT LIABILITIES

During the year the company guaranteed the hire purchase liabilities of Holland Transport Limited. On 17 July 2009 a liquidator was appointed to voluntary wind up the company. The assets financed by hire purchase have subsequently been sold and the hire purchase liabilities have been cleared. No calls have been made on the company to clear any of the hire purchase liabilities. The remaining assets of the business have yet to be sold to clear the bank overdraft. The directors do not believe that there will be a material shortfall between the bank overdraft and the value of the remaining assets. No provision has been made for any potential shortfall.

# NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2009

#### 17. CAPITAL COMMITMENTS

At 31 March 2009 the company had capital commitments as follows:

2009	2008
£	£
159.555	-

Contracted for but not provided in these financial statements

## 18. PENSION COMMITMENTS

The company operates a defined contribution pension scheme in respect of the directors. The scheme and its assets are held by independent managers. The pension charge represents contributions due from the company and amounted to £18,000 (2008 - £18,000).

#### 19. RELATED PARTY TRANSACTIONS

The company's freehold land and buildings are rented to its subsidiary, G H Chennells (Farms) Limited at a nominal rent. The subsidiary company is responsible for all dilapidation's and operating costs in respect of the property.

Charges for marketing services were made to the company's subsidiary G H Chennells (Farms) Limited which amounted to £147,601 (2008 - £150,563). In addition, contract and management services were provided to Holland Transport Limited and charges of £6,500 (2008 - £6,500) were made in respect of these services. All services were charged at full market rate.

At the year end trade debtors included amounts of £35,627 (2008 - £34,778) owed by G H Chennells (Farms) Limited and £2,491 (2008 - £1,909) owed by Holland Transport Limited..

During the year the director, Mr M G Chennells, purchased land from the company at market value for £4,000.

#### 20. PRINCIPAL SUBSIDIARIES

Сомрару паме	Country	Percentage Shareholding	Description
Company name	Country	Shareholding	Description
G H Chennells (Farms) Limited	England	100%	Farming