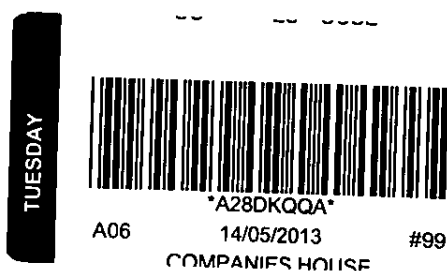


Thomas Brothers (Wellington and Taunton) Limited
Annual report and financial statements
for the 8 week period ended 28 December 2012

Registered number 03111508



Thomas Brothers (Wellington and Taunton) Limited

Annual report and financial statements for the 8 week period ended 28 December 2012

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Thomas Brothers (Wellington and Taunton) Limited

Directors' report for the 8 week period ended 28 December 2012

The directors present their annual report for the 8 week period ended 28 December 2012 and the audited financial statements of Thomas Brothers (Wellington and Taunton) Limited ('the Company') for the 8 week period from 31 October 2012 to 28 December 2012. The Company became a wholly owned subsidiary of Dignity Funerals No 2 Limited, a subsidiary of Dignity plc and a member of the Dignity plc group ('the Group') on 31 October 2012. The comparative period is for the 52 week period ended 30 October 2012.

Principal activities, business review and future developments

The Company does not trade. The only transactions in the period were

- On 31 October 2012, the trade and assets of the business were sold to Dignity Funerals No 2 Limited for £445,419, which generated a profit of £357,354 and has no impact on tax, and
- A dividend in specie of £400,000, £4,000 per share, paid to its immediate parent company Dignity Funerals No 2 Limited

During the period, the accounting reference date has been changed from 30 October to 31 December to bring it in line with the Group. The Directors believe the Company will be dormant going forward.

Risks

All risks are managed by the directors of Dignity plc on a group basis. From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of the Group and are not managed separately. Accordingly, the principal risks and uncertainties of the Group, which include those of the Company, are discussed within the Principal risks and uncertainties Report of the group's annual report which does not form part of this report.

Results and dividends

The results for the period are shown on page 4. The Company declared a dividend in specie of £400,000, £4,000 per share (52 week period ended 30 October 2012: £nil).

Directors

The directors who served during the period and up to the date of signing the financial statements were

M K McCollum (appointed 31 October 2012)

R H Portman (appointed 31 October 2012)

S L Whittern (appointed 31 October 2012)

A R Davies (appointed 31 October 2012)

R Nurcombe (resigned 31 October 2012)

J Nurcombe (resigned 31 October 2012)

Thomas Brothers (Wellington and Taunton) Limited

Directors' report

for the 8 week period ended 28 December 2012 (continued)

Directors' indemnities

During the period, the Group maintained liability insurance for its Directors and Officers. The Directors of this company have the benefit of this indemnity provision in the Group's Articles of Association. The indemnity provision, which is a qualifying third-party indemnity provision as defined by Section 234 of the Companies Act 2006, was in force throughout the period and is currently in force.

Statement of directors' responsibilities

The directors are responsible for preparing the Directors' 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 prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they 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 judgements and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- 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 adequate accounting records that are sufficient to show and explain the company's transactions and 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 2006. 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.

Statement of disclosure of information to auditors

The Directors confirm that as far as each Director is aware there is no relevant audit information of which the Company's auditor are unaware. The Directors further confirm each of them have taken all steps that they ought to have done as Directors to make themselves aware of any relevant audit information and to establish that the Company's auditor are aware of that information.

Independent auditors

PricewaterhouseCoopers LLP were appointed by the directors as first auditors of the Company. A resolution to reappoint PricewaterhouseCoopers LLP will be proposed at the annual general meeting.

By order of the board



SL Whittern
Director

19 April 2013

Independent auditors' report to the members of Thomas Brothers (Wellington and Taunton) Limited

We have audited the financial statements of Thomas Brothers (Wellington and Taunton) Limited for the 8 week period ended 28 December 2012 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. 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).

Respective responsibilities of directors and auditors

As explained more fully in the Statement of directors' responsibilities 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 and express an opinion on 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 Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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. In addition, we read all the financial and non-financial information in the Annual Report and Financial Statements to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Basis for disclaimer of opinion on profit for the period and qualified opinion on state of affairs

We were unable to obtain sufficient appropriate audit evidence in relation to the opening balances as at 31 October 2012. Because of the possible effect of the limitation in evidence available to us, we are unable to form an opinion on the profit for the 8 week period ended 28 December 2012. In addition, our opinion on the state of affairs of the company is qualified because of the possible effects of this matter on the comparability of the current period's figures and the corresponding figures.

Disclaimer of opinion on profit for the period and qualified opinion on state of affairs

Because of the significance of the matter described in the paragraph above, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the company's profit for the period ended 28 December 2012. Accordingly, we do not express an opinion on:

- the company's profit for the period ended 28 December 2012,
- whether the financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- whether the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

In our opinion, except for the possible effects on the comparability of the current period's figures and the corresponding figures of the matter described above, the financial statements give a true and fair view of the state of the company's affairs as at 28 December 2012.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

In respect solely of the limitation on our work relating to corresponding figures for the 52 week period ended 30 October 2012 and the resulting opening balances at 31 October 2012, described above:

- we have not obtained all the information and explanations that we consider necessary for the purposes of our audit, and
- we were unable to determine whether adequate accounting records had been kept.

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:

- returns adequate for 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.

Other matter

The financial statements of the company for the 52 week period ended 30 October 2012, forming the corresponding figures in the financial statements for the 8 week period ended 28 December 2012, are unaudited.



Matthew Mullins (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Birmingham

19 April 2013

Thomas Brothers (Wellington and Taunton) Limited

Profit and loss account

for the 8 week period ended 28 December 2012

	Note	8 week period ended 28 December 2012 £	52 week period ended 30 October 2012 £
Turnover	2	-	300,762
Cost of sales		-	(177,925)
Gross profit		-	122,837
Administrative expenses	3	-	(75,868)
Operating profit	3	-	46,969
Other interest receivable and similar income	4	-	1
Interest payable and similar charges	4	-	(2,002)
Net interest payable and similar charges	4	-	(2,001)
Profit on disposal of trade and net assets		357,354	-
Profit on ordinary activities before taxation		357,354	44,968
Tax on profit on ordinary activities	5	-	(8,971)
Profit for the financial period	12	357,354	35,997

The results have been derived wholly from discontinued activities

Statement of total recognised gains and losses

There were no other recognised gains or losses other than those included within the profit for the financial periods as shown above. Therefore no separate statement of total recognised gains and losses has been presented.

Note of historical cost profit and loss

There is no material difference between the profit on ordinary activities before taxation and the profit for the financial periods stated above and their historical cost equivalents.

Thomas Brothers (Wellington and Taunton) Limited

Balance sheet as at 28 December 2012

		28 December 2012	30 October 2012
	Note	£	£
Fixed assets			
Tangible assets	7	-	59,139
Current assets			
Stock		-	6,036
Debtors	8	45,419	47,591
Cash at bank and in hand		-	38,763
		45,419	92,390
Creditors: amounts falling due within one year	10	-	(63,464)
Net current assets		45,419	28,926
Total assets less current liabilities		45,419	88,065
Net assets		45,419	88,065
Capital and reserves			
Called up share capital	11	100	100
Profit and loss reserve	12	45,319	87,965
Total shareholders' funds	13	45,419	88,065

The financial statements on pages 4 to 13 were approved by the board of directors on 19 April 2013 and were signed on its behalf by



SL Whittern

Director

Thomas Brothers (Wellington and Taunton) Limited

Registered number 03111508

Thomas Brothers (Wellington and Taunton) Limited

Notes to the financial statements for the 8 week period ended 28 December 2012

1 Principal accounting policies

Basis of preparation

These financial statements are prepared on a going concern basis under the historical cost convention and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. A summary of the principal accounting policies, which have been consistently applied, is set out below. The financial statements of the company for the 52 week period ended 30 October 2012, forming the corresponding figures in the financial statements for the 8 week period ended 28 December 2012, are unaudited, as the Company was exempt from audit requirements.

The company has taken advantage of the exemptions contained within Financial Reporting Standard ('FRS') 1 (revised 1996), 'Cash flow statements' and has not prepared a cash flow statement, as the Company is included in the consolidated financial statements of Dignity plc, which include a consolidated cash flow statement.

The Company is a wholly owned subsidiary of Dignity plc and has taken advantage of the exemption provided within FRS 8, Related Party Disclosures, not to disclose transactions with wholly owned subsidiary undertakings, whose voting rights are controlled within the Dignity plc group.

Dividends policy

Dividends payable are only recognised when they are appropriately approved.

Deferred taxation

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, except that deferred tax assets are only recognised to the extent that they are regarded as more likely than not to be recoverable.

Deferred tax is measured at the tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted, by the balance sheet date. Deferred tax is measured on a non-discounted basis.

Prior period accounting policies

The following accounting policies were applied in respect of the prior period. Since the acquisition date, all assets have been hived up into the financial statements of Dignity Funerals No 2 Limited.

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Goodwill

Positive goodwill is capitalised, classified as an asset on the balance sheet and amortised on a straight line basis over its useful economic life. It is reviewed for impairment at the end of the first full financial year following the acquisition and in other periods if events or changes in circumstances indicate that the carrying value may not be recoverable.

Goodwill

Goodwill is written off in equal instalments over its estimated useful economic life.

Asset class	Amortisation method and rate
Goodwill	10% straight line

Thomas Brothers (Wellington and Taunton) Limited

Notes to the financial statements for the 8 week period ended 28 December 2012 (continued)

1 Principal accounting policies (continued)

Tangible fixed assets

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

Asset class	Depreciation method and rate
Land and buildings freehold	- 2% (excluding land) straight line
Tenants improvements	- 16 67% on straight line
Fixtures, fittings & equipment	- 15% on reducing balance
Motor vehicles	- 10% straight line / 25% on reducing balance

Hire purchase and leasing commitments

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the period of the lease

Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities. Where shares are issued, any component that creates a financial liability of the company is presented as a liability in the balance sheet. The corresponding dividends relating to the liability component are charged as interest expense in the profit and loss account.

2 Turnover

Turnover represents the amounts receivable for goods and services provided during the period

3 Operating profit

Operating profit is stated after charging

	8 week period ended 28 December 2012 £	52 week period ended 30 October 2012 £
Depreciation	-	4,470
Profit on sale of fixed assets	-	(5,756)
Directors remuneration and benefits	-	8,484

For the current period, auditors' remuneration is borne by a fellow subsidiary of the group, and is not material to disclose separately. Directors did not receive any emoluments in the current period in respect of their services to the Company. The Company had no employees in the current period other than the directors.

Thomas Brothers (Wellington and Taunton) Limited

Notes to the financial statements for the 8 week period ended 28 December 2012 (continued)

4 Net interest payable and similar charges

	8 week period ended 28 December 2012	52 week period ended 30 October 2012
	£	£
Interest payable and similar charges		
Other interest payable on loans over 5 years	-	2,002
Interest payable and similar charges	-	2,002
Interest receivable and similar income		
Bank interest receivable	-	(1)
Interest receivable and similar income	-	(1)
Net interest payable and similar charges	-	2,001

Thomas Brothers (Wellington and Taunton) Limited

Notes to the financial statements for the 8 week period ended 28 December 2012 (continued)

5 Tax on profit on ordinary activities

(a) Analysis of tax charge in the period

	8 week period ended 28 December 2012	52 week period ended 30 October 2012
	£	£
Current tax current period	-	8,323
Deferred tax origination and reversal of timing differences	-	648
Tax on profit on ordinary activities	-	8,971

(b) Factors affecting tax charge for the period

The current tax charge for the period is lower (prior period lower) than the standard rate of corporation tax in the UK of 24.5% (prior period 20%). The differences are explained below

	8 week period ended 28 December 2012	52 week period ended 30 October 2012
	£	£
Profit on ordinary activities before tax	357,354	44,968
Profit on ordinary activities before tax multiplied by standard rate (prior period small company's rate) of corporation tax in the UK of 24.5% (prior period 20%)	87,552	8,994
Effects of		
Income not chargeable for tax purposes	(87,552)	(671)
UK to UK transfer pricing	124	-
Group relief claimed without charge	(124)	-
Current tax charge for the period	-	8,323

(c) Factors affecting current and future tax charges

The standard rate of corporation tax in the UK changed from 26 per cent to 24 per cent with effect from 1 April 2012

In addition to the change above, legislation to reduce the main rate of corporation tax from 24 per cent to 23 per cent from 1 April 2013 was substantively enacted at the balance sheet date

Further rate changes are anticipated, if these are subsequently enacted in the form expected then the corporation tax rate will reduce by two per cent in 2014 to 21 per cent and a further one per cent in 2015 to 20 per cent. These proposed changes are not expected to have a material impact on the financial statements

Thomas Brothers (Wellington and Taunton) Limited

Notes to the financial statements for the 8 week period ended 28 December 2012 (continued)

6 Dividends

	8 week period ended 28 December 2012	52 week period ended 30 October 2012
	£	£
Dividends in specie £4,000 per Ordinary Share (prior period £nil)	400,000	-

7 Tangible assets

	Freehold land & buildings £	Plant & machinery £	Fixtures and fittings £	Motor expenses £	Total £
Cost					
At 30 October 2012	49,507	5,500	21,577	71,950	148,534
Transfer to Dignity Funerals No 2 Limited	(49,507)	(5,500)	(21,577)	(71,950)	(148,534)
At 28 December 2012	-	-	-	-	-
Accumulated depreciation					
At 30 October 2012	4,159	5,500	18,566	61,170	89,395
Transfer to Dignity Funerals No 2 Limited	(4,159)	(5,500)	(18,566)	(61,170)	(89,395)
At 28 December 2012	-	-	-	-	-
Net book value					
At 28 December 2012	-	-	-	-	-
At 30 October 2012	45,348	-	3,011	10,780	59,139

Thomas Brothers (Wellington and Taunton) Limited

Notes to the financial statements for the 8 week period ended 28 December 2012 (continued)

8 Debtors

	28 December 2012	30 October 2012
Amounts falling due within one year:	£	£
Trade debtors	-	45,881
Amounts owed by group undertakings	45,419	-
Other debtors	-	1,664
Deferred tax (see note 9)	-	46
	45,419	47,591

Amounts owed by group undertakings are unsecured and non interest bearing

9 Deferred tax

The amounts of deferred tax recognised are as follows

	28 December 2012 £'000	30 October 2012 £'000
At beginning of period	46	694
Deferred tax charged to the profit and loss account	-	(648)
Transfer to Dignity Funerals No 2 Limited	(46)	-
	-	46

The Company has no recognised or unrecognised deferred tax

Analysis of deferred tax

	28 December 2012 £'000	30 October 2012 £'000
Difference between accumulated depreciation and amortisation and capital allowances	-	46
	-	46

Thomas Brothers (Wellington and Taunton) Limited

Notes to the financial statements for the 8 week period ended 28 December 2012 (continued)

10 Creditors: amounts falling due within one year

	28 December 2012	30 October 2012
	£	£
Bank loans and overdrafts	-	43,964
Trade creditors	-	1,947
Corporation tax	-	8,323
Social security and other taxes	-	249
Other creditors	-	8,981
	-	63,464

11 Called up share capital

	28 December 2012	30 October 2012
	£	£
Allotted and fully paid		
100 (prior period 100) Ordinary Shares of £1 each	100	100

12 Profit and loss reserve

	28 December 2012
	£
At the beginning of the period	87,965
Profit for the financial period	357,354
Dividends paid (note 6)	(400,000)
At the end of the period	45,319

Thomas Brothers (Wellington and Taunton) Limited

Notes to the financial statements for the 8 week period ended 28 December 2012 (continued)

13 Reconciliation of movements in shareholders' funds

	28 December 2012	30 October 2012
	£	£
Profit for the financial period	357,354	35,997
Dividends paid (note 6)	(400,000)	-
Net (reduction) / addition to shareholders' funds	(42,646)	35,997
Opening shareholders' funds	88,065	52,068
Closing shareholders' funds	45,419	88,065

14 Ultimate parent undertaking and controlling party

The Company was acquired on 31 October 2012 and the Company's ultimate holding company and controlling party since that date and at 28 December 2012 was Dignity plc

The parent company of the smallest and largest group in which the financial statements of the Company are consolidated is Dignity plc. Copies of the consolidated financial statements of the Dignity plc group are available from 4 King Edwards Court, King Edwards Square, Sutton Coldfield, West Midlands, B73 6AP, the Company's registered office

The immediate parent company is Dignity Funerals No 2 Limited