FINANCIAL STATEMENTS

for the year ended

30 September 1997



Securicor Cash Services Limited DIRECTORS AND OFFICERS

DIRECTORS

HW McKay

DG Cowden

NP Buckles

LK Gateson

AI Perkins

ILE Cowden

DS Duncombe

PV David

NC Norton

FC O'Toole

RG Hawkins

I Bridges

AK Niven

TL Dighton

SECRETARY

AP Munson

REGISTERED OFFICE

Sutton Park House 15 Carshalton Road Sutton Surrey SM1 4LD

AUDITORS

Baker Tilly Chartered Accountants 2 Bloomsbury Street London WC1B 3ST

Securicor Cash Services Limited DIRECTORS' REPORT

The directors submit their report and the financial statements of Securicor Cash Services Limited for the year ended 30 September 1997.

PRINCIPAL ACTIVITIES

The principal activity of the company during the year was the transportation of cash and valuables.

REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS

The results for the year reflect improved margins following the difficult sector trading conditions in the previous two years.

In addition, the improvement on prior year trading results can be attributed to a focus on all elements of cost and the continued rollout of computerised operational systems. These systems combine further enhancements to efficiency and security with the ability to target and maintain high levels of service.

The benefits of these and other initiatives are ongoing and it is anticipated that future results will show further improvement.

DIVIDENDS

The directors recommend the payment of a dividend of 2.744p per share leaving a profit of £1,588,000 to be transferred to reserves.

DIRECTORS

The directors during the year were as follows:

HW McKay	
PAC Smith	(resigned 1 June 1997)
LJ Sinton	(resigned 21 January 1997)
LK Gateson	
AI Perkins	
ILE Cowden	
RA Hellaby	(resigned 21 January 1997)
R Bartolomy	(resigned 21 January 1997)
DS Duncombe	
DC Johnson	(resigned 21 January 1997)
DG Cowden	
FC O'Toole	
NP Buckles	
CEJ Wenham	(resigned 1 June 1997)
PV David	
NC Norton	
RG Hawkins	
I Bridges	(appointed 1 October 1996)
GM Tancock	(resigned 1 October 1996)
AK Niven	(appointed 6 May 1997)
TL Dighton	(appointed 2 January 1998)

Securicor Cash Services Limited DIRECTORS' REPORT

DIRECTORS' INTERESTS IN SHARES AND DEBENTURES

No director, who is not a holding company director, had any interest in the share capital of the company or its ultimate holding company Securicor plc, other than as stated below:

	Securicor plc	
	5p Ordinary share	
	1997	1996
DG Cowden	120	120
RG Hawkins	4,636	-
LK Gateson	1,461	1,461
ILE Cowden	4,751	4,751
DC Johnson	-	448

The following options were granted to directors, who are not holding company directors, over ordinary shares in Securicor plc during the year.

Number

	of shares
DG Cowden	27,250
NP Buckles	20,810
LK Gateston	12,181
AI Perkins	15,020
ILE Cowden	13,390
DS Duncombe	9,240
PV David	9,100
NC Norton	8,210
FC O'Toole	13,480
RG Hawkins	31,602
I Bridges	1,741
TL Dighton	18,290

PAYMENT OF SUPPLIERS

It is the company's policy to pay suppliers in accordance with the payment terms negotiated with them. Thus, prompt payment is normally made to those suppliers meeting their obligations.

The number of creditor days at 30 September 1997 was 27.

MARKET VALUE OF LAND AND BUILDINGS

The directors are of the opinion that the market value of properties at 30 September 1997 would exceed the net book values included in the financial statements. They are unable to quantify this excess in the absence of a professional valuation, the costs of which are not considered justifiable in view of the company's intention to retain ownership of its existing properties for use in its business for the foreseeable future.

EMPLOYEE INVOLVEMENT

The company has continued its practice of keeping employees informed on a regular basis of current activities, progress and general matters of interest by various methods including the circulation of the in-house magazine, the 'Securicor News' and the availability to all employees of a professional video production embracing the various world wide activities of the company and its fellow subsidiaries.

Securicor Cash Services Limited DIRECTORS' REPORT

EMPLOYMENT OF DISABLED PERSONS

The company's policy and practice is to encourage the recruitment and subsequent training, career development and promotion of disabled persons on the basis of their aptitudes and abilities, and the retention and retraining of employees who become disabled.

AUDITORS

In accordance with section 386, Companies Act 1985, the company has elected to dispense with the obligation to appoint auditors annually. Accordingly, Baker Tilly, Chartered Accountants, are deemed to be reappointed for the succeeding financial year.

By order of the board:

AP Munson Secretary

9 January 1998

Securicor Cash Services Limited DIRECTORS' RESPONSIBILITIES IN THE PREPARATION OF FINANCIAL STATEMENTS

Company law requires 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 those financial statements, directors are required to:

- a. select suitable accounting policies and then apply them consistently;
- b. make judgements and estimates that are reasonable and prudent;
- c. state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- d. 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 which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the requirements of 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.

AUDITORS' REPORT TO THE MEMBERS OF SECURICOR CASH SERVICES LIMITED

We have audited the financial statements on pages 7 to 15.

Respective responsibilities of directors and auditors

As described on page 5 the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements 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 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.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 30 September 1997 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

BAKER TILLY

Registered Auditor Chartered Accountants 2 Bloomsbury Street London WC1B 3ST

9 January 1998

PROFIT AND LOSS ACCOUNT

for the year ended 30 September 1997

	Notes	1997 £'000	1996 £'000
TURNOVER		174,739	157,619
Cost of sales		(150,369)	(139,312)
Gross profit		24,370	18,307
Other operating expenses (net)	1	(18,974)	(19,849)
OPERATING PROFIT/(LOSS)		5,396	(1,542)
Exceptional item Interest payable	3 2	(670) (3,260)	(1,395) (2,560)
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION	3	1,466	(5,497)
Taxation	6	(561)	(1,958)
PROFIT/(LOSS) ON ORDINARY ACTIVITIES AFTER TAXATION		2,027	(3,539)
Dividends	7	439	-
PROFIT/(LOSS) FOR THE YEAR RETAINED	16	1,588	(3,539)

The operating profit for the year arises from the company's continuing operations.

No separate statement of Total Recognised Gains and Losses has been presented as all such gains and losses have been dealt with in the profit and loss account.

The results stated above represents the company's historical cost results for the year.

BALANCE SHEET 30 September 1997

	Notes	1997 £'000	1996 £'000
FIXED ASSETS	0	25 112	20.025
Tangible assets Investments	8 9	35,113	29,925 10,000
mvestments			<u> </u>
		35,113	39,925
CURRENT ASSETS	• •	222	922
Stocks	10 11	<i>777</i> 21,799	832 24,763
Debtors Cash at bank and in hand	11	21,799	198
		22,780	25,793
CREDITORS: Amounts falling due within one year	12	38,949	45,506
NET CURRENT LIABILITIES		(16,169)	(19,713)
TOTAL ASSETS LESS CURRENT LIABILITIES		18,944	20,212
CREDITORS: Amounts falling due after more than one year	13	-	2,856
		18,944	17,356
		10,544	
CAPITAL AND RESERVES			
Called up share capital	15	16,000	16,000
Profit and loss account	16	2,944	1,356
	17	18,944	17,356

Approved by the board on 9 January 1998 and signed on its behalf by

Director

Director

ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The financial statements have been prepared under the historical cost convention in accordance with applicable accounting standards and based upon the continued support of group companies.

TANGIBLE FIXED ASSETS

Fixed assets are stated at historical cost.

Depreciation is provided on all tangible fixed assets, other than freehold land, at rates calculated to write each asset down to its estimated residual value evenly over its expected useful life, as follows:-

Freehold buildings
Equipment and vehicles
Leasehold property - long lease
- short lease

over 50 years over 3 to 15 years over 50 years over the term of the lease.

STOCKS

Stocks are valued at the lower of cost and net realisable value. Provision is made for obsolete and slow-moving items.

DEFERRED TAXATION

Provision is made for taxation deferred or accelerated by the effect of timing differences, to the extent that it is probable that a liability will crystallise, at the rate expected to be ruling at that date.

LEASED ASSETS AND OBLIGATIONS

All leases are "operating leases" and the annual rentals are charged to profit and loss on a straight line basis over the lease term.

PENSION CONTRIBUTIONS

The company is included in the Group defined benefit pension scheme. The contributions to the scheme are charged to the profit and loss account on a basis that spreads the expected cost of providing pensions over the employees' working lives with the Group.

TURNOVER

Turnover represents the invoiced value, net of Value Added Tax, of goods sold and services provided to customers.

INVESTMENTS

Investments in subsidiary undertakings are shown, at cost, as fixed asset investments.

Provision is made for any permanent diminution in the value of fixed asset investments.

FOREIGN CURRENCIES

Assets and liabilities denominated in foreign currencies are translated at the rate ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to the profit and loss account.

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 September 1997

		1997	1996
1	OTHER OPERATING EXPENSES (NET)	£,000	£,000
	Establishment costs Administration expenses (net)	2,411 16,563	2,056 17,793
		18,974	19,849
2	INTEREST PAYABLE	1997 £'000	1996 £'000
2	On bank loans, overdrafts and other loans repayable within 5 years: Other	3,260	2,560
3	PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE	1997 £'000	1996 £'000
	TAXATION		
	Profit/(loss) on ordinary activities before taxation is stated after charging/(crediting): Depreciation and amounts written off tangible fixed assets:		
	Charge for the year: tangible owned assets Profit/(loss) on disposals	3,331	2,188
	properties other	16 (10)	109 (73)
	Operating lease rentals: Plant and machinery Land and buildings	1,034 4,147	1,015 3,435
	Auditors' remuneration Exchange losses Exceptional item	70 (13) 670	77 160 1,395
	The exceptional item relates to the cost of fundamental reorganisations company.	and restruct	uring of the
4	EMBLOWEES	1997 No.	1996 No.
4	EMPLOYEES The average weekly number of persons (including directors) employed	NO.	NO.
	by the company during the year was: Management	583	593
	Administration Operational	486 5,899	382 5,727
		6,968	6,702

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 September 1997

1	EMPLOYEES (continued)	1997 £'000	1996 £'000
	C. C. and C. and and an arrange	£ 000	7 000
	Staff costs for the above persons:		
	Wages and salaries	95,245	90,553
	Social security costs	7,788	6,891
	Other pension costs	3,842	4,602
		106,875	102,046
		1997	1996
		£,000	£,000
	DIRECTORS' REMUNERATION Other emoluments (including pension contributions and benefits in kind)	1,148	899
	The directors' fees and other emoluments disclosed above (excluding pen amounts paid to:	sion contribution	ons) include
		1997	1996
		£'000	£'000
	The highest paid director	172	154
	The ingliest pare director		
	The highest paid director		

5 PENSIONS

The company's share of the costs of the Group's defined benefit pension scheme amounted to £3,842,000 (1996: £4,602,000).

The pension costs are assessed on the advice of independent qualified actuaries using the projected unit credit method. The most recent actuarial valuation was 5 April 1997. The assets of the scheme are held in separate trustee administered funds.

Full particulars of the pension scheme are disclosed in the published accounts of Securicor plc.

6	TAXATION	1997 £'000	1996 £'000
	Based on the result for the year: UK corporation tax at 33% (1996 - 33%)	(561)	(1,958)
7	DIVIDENDS	1997 £'000	£'000
	Ordinary Final paid 2.744p per share (1996: Nil)	439	-

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 September 1997

8	TANGIBLE FIXED ASSETS	Freehold land and buildings £'000	Leasehold Long term £'000	-	Equipment and vehicles £'000	Total £'000
	Cost:					
	1 October 1996 Additions	10,957 1,429	6,586 373	6,622 695	19,312 4,831	43,477 7,328
	Intercompany transfer	1,727	-	-	1,269	1,269
	Disposals	-	-	(14)		(1,975)
	30 September 1997	12,386	6,959	7,303	23,451	50,099
	Depreciation					
	1 October 1996	1,346	902	2,929	8,375	13,552
	Charged in the year	187	107	·438	2,599	3,331
	Disposals	-	-	(11)	• • •	(1,905)
	Intercompany transfer	-	-	-	8	8
	30 September 1997	1,533	1,009	3,356	9,088	14,986
	Net book value				·	
	30 September 1997	10,853	5,950	3,947	14,363	35,113
	30 September 1996	9,611	5,684	3,693	10,937	29,925
					1997	1996
9	FIXED ASSET INVESTMENT				£'000	£,000
	Investment in subsidiary at cost 1 October 1996 Transfer to Securicor Distribution S	Services Lim	nited		10,000 (10,000)	10,000
	30 September 1997				NIL	10,000
	The value of this investment, using £15,772,000.	the equity r	nethod of ac	counting as a	t 30 September	1996 was
						1006
					1997 £'000	1996 £'000
10	STOCKS					
	Finished goods and goods for resal	e			777	832
		· -				

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 September 1997

••	PERTOR			1997 £'000	1996 £'000
11	DEBTORS			£ 000	2 000
	Due within one year: Trade debtors			15,796	17,289
	Amounts due from group undertakings			2,468	2,967
	Amounts due from associated undertakings			198	44
	Other debtors			795	1,189
	Prepayments and accrued income			2,542	3,274
				21,799	24,763
				1007	1006
				1997 £'000	1996 £'000
12	CREDITORS: Amounts falling due within one	e year			
	Bank loans and overdrafts			3,070	•
	Trade creditors			2,141	3,842
	Amounts owed to fellow subsidiary undertaking	ngs		21,971	31,130
	Amounts owed to associated undertakings			7	12
	Corporation tax			5,276	5,167
	Other taxation and social security costs Other creditors			1,179	688
	Accruals and deferred income			5,305	4,667
				38,949	45,506
	The bank loans and overdrafts are secured by a of the company.	debenture giving	fixed or floa	ting charges	on all assets
12	CREDITORS. A manufactuling due in more th	.on one voes		1997 £'000	1996 £'000
13	CREDITORS: Amounts falling due in more th	-		2 000	
	Amounts owed to fellow subsidiary undertaking	ngs			2,856
14	PROVISION FOR LIABILITIES AND CHAI	RGES			
	Deferred taxation provided in the financial staffollows:	atements and the	unprovided	potential lial	oility are as
		-	provided	Unprovide	
		1997	1996	1997	1996
		£'000	£'000	£,000	£'000
	Accelerated Capital Allowances	-	-	400	-
	Other timing differences	-	-	96	11
		NIL	NIL	496	11

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 September 1997

15	SHARE CAPITAL	1997 £'000	1996 £'000
	Authorised, issued and fully paid: 16,000,000 ordinary shares of £1 each	16,000	16,000
	The ultimate holding company of Securicor Cash Services Limited is Securico in England and Wales. Copies of the group accounts of Securicor plc can be Park House, 15 Carshalton Road, Sutton, Surrey SM1 4LD.		
16	PROFIT AND LOSS ACCOUNT	1997 £'000	1996 £'000
	1 October 1996 Profit/(loss) for the financial year Purchased goodwill written off	1,356 1,588	4,930 (3,539) (35)
	30 September 1997	2,944	1,356
	The goodwill write off in the year represents consideration paid in connection trading contracts from Enquiry Data Limited.	n with the acc	quisition of
17	RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS	1997 £'000	1996 £'000
	Profit/(loss) after taxation Goodwill written off Dividends	2,027 - 439	(3,539) (35)
	Net increase/(decrease) in shareholders' funds Opening shareholders' funds	1,588 17,356	(3,574) 20,930
	Closing shareholders' funds	18,944	17,356
18	CAPITAL COMMITMENTS	1997 £'000	1996 £'000
	Capital expenditure contracted for but not provided in the financial statements	24,155	NIL

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 September 1997

19 COMMITMENTS UNDER OPERATING LEASES

At 30 September 1997 the company had annual commitments under non-cancellable operating leases as follows:

	1997	1996
	£,000	£'000
Plant and machinery		
expiring within 1 year	-	14
expiring between 1 and 2 years	-	13
expiring between 2 and 5 years	-	8
Land and buildings		
expiring within 1 year	76	33
expiring between 1 and 2 years	50	65
expiring between 2 and 5 years	666	643
expiring after 5 years	2,525	2,596
	3,317	3,372

20 CONTINGENT LIABILITIES

- a) The company is included in a group registration for VAT purposes and is therefore jointly and severally liable for all other group companies' unpaid debts in this connection.
- b) The company is included within a divisional composite banking arrangement with certain fellow subsidiary undertakings and has provided an unlimited guarantee.
- c) The company, together with certain other group companies, is jointly and severally liable under the terms of a guarantee provided in respect of a revolving credit loan facility granted to Security Services plc.

21 RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption in FRS8 that transactions do not need to be disclosed with companies 90% or more of whose voting rights are controlled within the group.