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HAINAULT SECURITIES LIMITED

FINANCIAL STATEMENTS

31 DECEMBER 1995

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FINANCIAL STATEMENTS - 31 DECEMBER 1995

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DIRECTORS' REPORT

31 DECEMBER 1995

DIRECTORS

R.E. Heath

D.R. Heath

SECRETARY

R.E. Heath

REGISTERED OFFICE

9, Nelson Street, Southend-on-Sea, Essex. SS1 1EH.

AUDITORS

Rickard Keen & Co.,

Chartered Accountants and Registered Auditors

The directors submit their report and the audited financial statements of the company for the year ended 31 December 1995.

REVIEW OF THE BUSINESS

During the year, the company disposed of its investments in land and classic cars. The company has continued its other investing activities. No significant changes in this activity are envisaged during the coming year.

On 4 April 1996, the company merged with Christopherson Heath Group Limited (No.2925652), a company incorporated in Great Britain, following an exchange of shares.

Details of the result for the year and the retained profit carried forward are as set out in the annexed profit and loss account.

DIVIDENDS

During the year the company paid interim dividends of £498,000 (1994 £615,000). The directors do not propose a final dividend for the year.

FIXED ASSETS

Changes in fixed assets are shown in the notes to the financial statements.

DIRECTORS' INTERESTS

The interests of the directors in the issued share capital of the company were as follows:

	Ordinary Shar	res of £1
	31 December 1995	1 January 1995
R.E. Heath D.R. Heath	5,000 5,000	5,000 5,000

POLITICAL AND CHARITABLE DONATIONS

During the year the company made charitable contributions totalling £2,000.

Continued

DIRECTORS' REPORT (Continued)

31 DECEMBER 1995

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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 those financial statements, the directors are required to:

- * select suitable accounting policies and then apply them consistently;
- * make judgements and estimates that are reasonable and prudent;
- * state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements.
- * 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 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

A resolution to re-appoint Messrs. Rickard Keen & Co. as auditors will be put to the members at the forthcoming annual general meeting.

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BY ORDER OF THE BOARD

R.E. HEATH SECRETARY

15 May 1996

PREPORT OF THE AUDITORS TO THE SHAREHOLDERS OF

HAINAULT SECURITIES LIMITED

We have audited the financial statements on pages 4 to 18 which have been prepared under the historical cost convention and the accounting policies set out on page 10 and 11.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As described on page 2 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 affairs of the company and of the group as at 31 December 1995 and of their results for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

RICKARD KEEN & CO.,

Chartered Accountants and Registered Auditors

9, Nelson Street, Southend-on-Sea, Essex. SS1 1EH.

16 May 1996

PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 1995

	Notes	1995 £	1994 £
TURNOVER	2	5,728	5,642
Administrative expenses		26,320	20,166
OPERATING LOSS before exceptional item	3	(20,592)	(14,524)
EXCEPTIONAL ITEM - Profit on disposal of discontinued operations		17,019	_
OPERATING LOSS		(3,573)	(14,524)
Interest and dividends receivable (net)	5	256,176	834,199
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		252,603	819,675
Tax on profit on ordinary activities	6	44,235	161,897
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		208,368	657,778
Dividends	7	498,000	615,000
DEFICIT (1994 RETAINED PROFIT) FOR THE YEAR		(289,632)	42,778
RETAINED PROFIT BROUGHT FORWARD		302,425	259,647
RETAINED PROFIT CARRIED FORWARD		12,793	302,425

There are no recognised gains or losses other than those disclosed in the profit and loss account. The operating loss relates to the company's discontinued activities, but the company continues to receive income from its investment in subsidiary companies.

BALANCE SHEET

AT 31 DECEMBER 1995

		19	95	199) 4
	Notes	£	£	£	£
FIXED ASSETS Tangible assets Investments	9 10		500 500		147 198,961 ————————————————————————————————————
CURRENT ASSETS Investments Debtors Cash at bank and in hand	10 11	13,528 27,858		15,252 4,886 118,526	
CREDITORS: Amounts falling due within one year	12	41,386 19,093		138,664 25,347	
NET CURRENT ASSETS			22,293		113,317
TOTAL ASSETS LESS CURRENT LIABILITIES			22,793		312,425
CAPITAL AND RESERVES Called up share capital Profit and Loss Account	15		10,000 12,793		10,000 302,425
Equity shareholders' funds	16		22,793		312,425
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R.E. Heath

D.R. Heath

These financial statements were approved by the board on 15 May 1996.

Company number: 616245

, HAINAULT SECURITIES LIMITED

CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 1995

		199	95	199	94
	Notes		£	£	£
NET CASH OUTFLOW FROM OPERATING ACTIVITIES	17		(29,172)		(18,754)
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE Interest received Dividends received Dividends paid		4,155 252,021 (498,000)		2,985 833,411 (615,000)	
NET CASH OUTFLOW (1994 INFLOW) FROM RETURNS ON INVESTMENTS AND SERVICING OF FINANCE			(241,824)		221,396
TAX PAID			(50,404)		(172,282)
INVESTING ACTIVITIES Payments to acquire tangible fixed assets Receipts from sale of tangible fixed assets Receipts from sale of investments		230,732		(187) 5,150	
NET CASH INFLOW FROM INVESTING ACTIVITIES			230,732		4,963
DECREASE (1994 INCREASE) IN CASH AND CASH EQUIVALENTS	19		(90,668)		35,323

, HAINAULT SECURITIES LIMITED

AND ITS SUBSIDIARY COMPANY

CONSOLIDATED PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 1995

All figures relate to continuing operations

	Notes	1995 £	1994 £
TURNOVER	2	13,136,267	12,015,044
Administrative expenses		13,154,535	11,127,635
OPERATING LOSS (1994 PROFIT) before exceptional item	3	(18,268)	887,409
Exceptional item - profit on disposal of investments		17,019	
OPERATING LOSS (1994 PROFIT)		(1,249)	887,409
Interest and dividends receivable (net)	5	609,948	531,585
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		608,699	1,418,994
Tax on profit on ordinary activities	6	253,239	485,757
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		355,460	933,237
Dividends	7	498,000	615,000
LOSS (1994 RETAINED PROFIT) FOR THE YEAR		(142,540)	318,237
RETAINED PROFIT BROUGHT FORWARD		1,860,670	1,542,433
RETAINED PROFIT CARRIED FORWARD		1,718,130	1,860,670
Parent Subsidiary		12,793 1,705,337	302,425 1,558,245
		1,718,130	1,860,670

There are no recognised gains or losses other than those disclosed in the profit and loss account.

AND ITS SUBSIDIARY COMPANY

CONSOLIDATED BALANCE SHEET AT 31 DECEMBER 1995

		19	995	19	94
FIXED ASSETS Intangible assets Tangible assets Investments	Notes 8 9 10	£	£ - 577.757 9	£	£ 30,681 666,298 198,470
CURRENT ASSETS Investments Debtors Cash at bank and in hand	10 11	- 16,844,005 11,254,519	577,766	15,252 16,613,239 13,422,627	895,449
CREDITORS: Amounts falling due within one year	12	28,098,524 26,825,897		30,051,118 29,075,897	
NET CURRENT ASSETS		•	1,272,627		975,221
TOTAL ASSETS LESS CURRENT LIABILITIES			1,850,393		1,870,670
CREDITORS: Amounts falling due after more than one year	13		122,263		
			1,728,130		1,870,670
CAPITAL AND RESERVES Called up share capital Profit and loss account	15		10,000 1,718,130		10,000 1,860,670
Equity shareholders' funds	16		1,728,130		1,870,670

D.R. Hootk

These financial statements were approved by the board on 15 May 1996

Company number: 616245

. HAINAULT SECURITIES LIMITED

AND ITS SUBSIDIARY COMPANY

CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 1995

	Notes	£ 1	995 £	19 £	94 £
NET CASH OUTFLOW (1994 INFLOW) FROM OPERATING ACTIVITIES	17		(1,992,902)		3,241,973
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE:					
Interest received Dividends received Dividends paid		617,479 10,641 (498,000		516,649 2,161 (615,000)	
NET CASH INFLOW (1994 OUTFLOW) FROM RETURNS ON INVESTMENTS AND SERVICING OF FINANCE	-		130,120		(96,190)
TAXATION:					
Corporation tax paid			(406,881)		(301,527)
INVESTING ACTIVITIES					
Receipts from sale of investments Payments to acquire tangible	5	230,732		-	
fixed assets Receipts from sale of tangible		(166,010)	(502,299)	
fixed assets		36,833		31,663	
NET CASH INFLOW (1994 OUTFLOW) FROM INVESTING ACTIVITIES			101,555		(470,636)
DECREASE (1994 INCREASE) IN CASH AND CASH EQUIVALENTS	19		(2,168,108)		2,373,620

AND ITS SUBSIDIARY COMPANY

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 1995

1. ACCOUNTING POLICIES

The principal accounting policies are:

a. Basis of accounting

The financial statements are prepared under the historical cost convention and have been prepared in accordance with applicable accounting and financial reporting standards.

b. Basis of consolidation

The consolidated financial statements reflect the affairs of Hainault Securities Limited and Boncaster Limited for the year ended 31 December 1995.

The financial statements of Autonational Extended Warranties (Southern) Limited, Autonational Extended Warranties Limited, Direct Insurance Services Limited, and State Servants (and Allied) Motoring Association Limited, which were dormant at 31 December 1995 have been excluded from the group financial statements in accordance with S229(2) Companies Act 1985.

c. Tangible assets

Tangible fixed assets are stated at cost less depreciation.

Depreciation is provided at rates calculated to write off the cost, less estimated residual value, of fixed assets over their estimated useful lives as follows:

Office equipment - 25% per annum on a reducing balance basis Motor vehicles - 25% per annum on a reducing balance basis Leasing equipment:

computer - on a straight line basis over 4 years

d. Investments

Fixed asset investments are shown at cost. Income is included (together with the related tax credit) in the financial statements of the year in which it is receivable.

AND ITS SUBSIDIARY COMPANY

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 1995

1. ACCOUNTING POLICIES Continued

e. Foreign currency

Investments and bank transactions denominated in foreign currencies are recorded in sterling at actual exchange rates as of the date of the transaction. Assets denominated in foreign currencies at the year end are reported at the rate of exchange prevailing at the year end. Any gain or loss arising from a change in exchange rates subsequent to the date of transactions is reflected in the profit and loss account.

f. Finance leases

Income from finance leases is credited to the profit and loss account in proportion to the net investment in such leases.

g. Operating leases

Amounts payable under operating leases are written off to profit and loss account as they fall due.

2. TURNOVER

This represents income from insurance business and policy fees, and earnings from investments - all within the United Kingdom.

3. OPERATING RESULT

	Par	rent	G:	roup
	1995 £	1994 £	1995 £	1994 £
This is stated after charging:				
Directors' emoluments	2,200	4,365	2,200	4,365
Auditors' remuneration Operating leases - land and	10,000	9,750	60,831	55,925
buildings	_	-	797,981	521,714
- other	-	-	137,594	89,194
Depreciation		49	211,913	222,099
Depreciation adjustment on				
disposal of fixed assets	147	301	5,805	10,828
		75.00 V TOTAL V TOTAL		
and after crediting:				
Rent received (net)	5,600	5,600	_	_
Finance lease rentals		1,748	-	1,748

, HAINAULT SECURITIES LIMITED AND ITS SUBSIDIARY COMPANY NOTES TO THE FINANCIAL STATEMENTS 31 DECEMBER 1995

4. EMPLOYEES INCLUDING DIRECTORS

	P	arent	Group		
	1995 £	1994 £	1995 £	1994 £	
Wages and salaries Social security costs Other pension costs	2,000 5 ⁴ 5 -	2,000	7,002,116 555,147 633,081	6,303,448 506,468 348,007	
	2,545	2,000	8,190,344	7,157,923	

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

	Parent		Group	
•	1995 No.	1994 No.	1995 No.	1994 No.
Office and management	3	3	516	561
				

5. INTEREST AND DIVIDENDS RECEIVABLE (NET)

	Pε	arent	Group		
	1995	1994	1995	1994	
	£	£	£	£	
Dividends received (gross)	252,021	833,411	10,641	2,161	
Interest receivable	4,155	2,985	599.307	531,621	
_	256,176	836,396	609,948	533,782	
Less: Interest payable within 5					
years not by instalments	-	(2,197)	_	(2,197)	
	0=6.4=6	0.01			
	256,176	834,199	609,948	531,585	

AND ITS SUBSIDIARY COMPANY NOTES TO THE FINANCIAL STATEMENTS 31 DECEMBER 1995

6. TAX ON PROFIT ON ORDINARY ACTIVITIES

		Pa	rent	Group	
		1995 £	1994 £	1995 £	1994 £
	Corporation tax based on the result for the year Tax credits attributable to	-	••	252,835	485,325
	dividends	50,404	166,682	404	432
		50,404	166,682	253,239	485,757
	Amounts due for surrender of losses to subsidiary company	(6,169)	(4,785)	-	_
		44,235	161,897	253,239	485,757
		Pa	rent	Gr	oup
		1995	1994	1995	1994
	Corporation tax rates	-	***	33%	33%
7.	DIVIDENDS				
		Par	ent	Gr	oup
		1995 £	1994 £	1995 £	1994 £
	Interims paid	498,000	615,000	498,000	615,000

8. INTANGIBLE ASSETS

Intangible assets represents the cost of purchased goodwill of £92,041 less amortisation on a straight line basis over 3 years.

HAINAULT SECURITIES LIMITED AND ITS SUBSIDIARY COMPANY NOTES TO THE FINANCIAL STATEMENTS 31 DECEMBER 1995

9.	TANGIBLE	ASSETS
<i>,</i> •	1111/47511	

			Office Equipment £
PARENT			•
COST			
At 1 January 1995			1,681
Disposals			1,681
At 31 December 1995			_
DEPRECIATION			
At 1 January 1995			1,534
Disposals			1,534
At 31 December 1995			-
NET BOOK VALUE			
At 31 December 1995			-
At 1 January 1995			147
	Office	Motor	
	Equipment £		Total £
GROUP	-	-	
COST	4 400 500	404 004	4 000 500
At 1 January 1995 Additions	1,130,742		1,322,723 166,010
Disposals		75,299 (69,001)	(81,093)
720,000010			
At 31 December 1995	1,209,361	198,279	1,407,640
DEPRECIATION			
At 1 January 1995	582,769	73,656	
Provision for year Disposals	172,505		
DISPOSAIS	(5,452)	(33,003)	(38,455)
At 31 December 1995	749,822	80,061	829,883
NET BOOK VALUE	<u> </u>	.	
At 31 December 1995	459.539	118,218	577.757
At 1 January 1995	547,973	118,325	666,298
I variatly 1999	——————————————————————————————————————	110,02)	

HAINAULT SECURITIES LIMITED AND ITS SUBSIDIARY COMPANY NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 1995

10. INVESTMENTS

	Pare	ent	Group	
	1995	1994	1995	1994
COST	£	£	£	£
At 1 January 1995 Additions	214,213	201,602 12,611	213,722	201,111 12,611
Disposals	(213,713)	-	(213,713)	-
At 31 December 1995	500	214,213	9	213,722
Listed investments		45.050		45.050
(current assets) Unlisted investments		15,252	-	15,252
(fixed assets)	500	198,961	9	198,470
	500	214,213	9	213,722
		1995 £	1994 £	
Valuation:		T.	æ	
Listed investments - Market value Taxation on potential			41,693	
chargeable gain if sold at valuation		-	4,745	

The company owns 100% of the issued share capital of Boncaster Limited, an unlisted company registered in England.

11. DEBTORS

	P	arent	Group	
	1995	1994	1995	1994
	£	£	£	£
Trade debtors Other debtors Amounts owed by group company Prepayments	2,473 11,055	4,886	16,573,590 8,568 - 261,847	16,274,696 8,573 - 329,970
	13,528	4,886	16,844,005	16,613,239

HAINAULT SECURITIES LIMITED AND ITS SUBSIDIARY COMPANY

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 1995

12. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	P	Parent		Group
	1995	1994	1995	1994
	£	£	£	£
Amounts due to group company	-	-	5	8,626
Trade creditors		-		27,807,756
Other creditors	154	154	421,509	315,806
Taxation and social security	5,340	14,707	432,271	620,119
Accruals	13,599	10,486	454,591	323,590
	19,093	25,347	26,825,897	29,075,897
=				

13. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	I	Parent		Group	
•	1995	1994	1995	1994	
	£	£	£	£	
Accruals	-	-	122,263		
	774	-			

14. OPERATING LEASE COMMITMENTS

	Pare			oup
	Land and Buildings £	Office Equipment £	Land and Buildings £	Office Equipment £
The commitments due within the next year are:				
Expiry:				
- within 1 year	-	-	32,000	-
- within 2-5 years	-	-	131,035	40,000
- over 5 years	-	-	464,636	-

HAINAULT SECURITIES LIMITED AND ITS SUBSIDIARY COMPANY NOTES TO THE FINANCIAL STATEMENTS 31 DECEMBER 1995

15. SHARE CAPITAL

	1995 £	1994 £
Authorised: Ordinary shares of £1 each	250,000	250,000
Allotted, issued and fully paid: Ordinary shares of £1 each	10,000	10,000

16. RECONCILIATION OF MOVEMENT IN EQUITY SHAREHOLDERS' FUNDS

	Pai	rent	Group	
	1995 £	1994 £	1995 £	1994 £
Profit on ordinary activities after taxation	208,368	657,778	355,460	933,237
Dividends	498,000	615,000	498,000	615,000
			<u></u>	
Loss (1994 retained profit) for the financial year	(289,632)	42,778	(142,540)	318,237
Equity shareholders' funds at 1 January 1995	312,425	269,647	1,870,670	1,552,433
Equity shareholders' funds at 31 December 1995	22,793	312,425	1,728,130	1,870,670
:				

AND ITS SUBSIDIARY COMPANY

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 1995

17. RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES

	Par	ent	G	roup
	1995 £	1994 £	1995 £	1994 £
Operating profit/(loss) Depreciation charges Depreciation adjustment on	(3,573) -	(14,524) 49	(1,249) 242,593	887,409 252,779
disposal of tangible fixed asset Decrease/(Increase) in debtors Increase/(Decrease) in creditors Exceptional item - profit on disposal of investments	ts 147 (2,473)	301 1,604	5,805 (248,936)	10,828 (965,456)
	(6,254)	(6,184)(1,974,096)	3,056,413
	(17,019)	-	(17,019)	-
	(29,172)	(18,754)(1,992,902)	3,241,973

18. ANALYSIS OF CHANGES IN CASH AND CASH EQUIVALENTS DURING THE YEAR

	Parent		Gr	oup
	1995 £	1994 £	1995 £	1994 £
Balance at 1 January 1995 Net cash outflow/(1994 inflow)	118,526 (90,668)		13,422,627 (2,168,108)	
Balance at 31 December 1995	27,858	118,526	11,254,519	13,422,627
=			****	

19. ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS AS SHOWN IN THE BALANCE SHEET

	Parent		
	1995 £	19 <u>9</u> 4 £	Change in year £
Cash at bank and in hand	27,858	118,526	(90,668)
	Group		
	1995 £		Change in year £
Cash at bank and in hand	11,254,519	13,422,627	(2,168,108)