DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2010

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COMPANY INFORMATION

DIRECTORS

M C Edwards (chairman)

J T Edwards (CEO)

D C Edwards

COMPANY SECRETARY

J R Edwards

COMPANY NUMBER

01232753

REGISTERED OFFICE

The MCE Building

Crown Way

Rushden

Northamptonshire

NN10 6BS

AUDITORS

Reeves & Co LLP

Statutory Auditors & Chartered Accountants

Third Floor

24 Chiswell Street

London EC1Y 4YX

BANKERS

Lloyds TSB Bank Plc

64 Harborough Road

Northampton NN2 7SM

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DIRECTORS' REPORT FOR THE YEAR ENDED 31 MAY 2010

The directors present their report and the financial statements for the year ended 31 May 2010

PRINCIPAL ACTIVITIES

The principal activity of the company during the year continued to be that of insurance broking

BUSINESS REVIEW

The results for the year and financial position of the company are shown in the annexed financial statements

The company faced a number of market challenges during the course of the financial year. In the opinion of the directors, the company successfully identified these challenges and implemented proactive solutions resulting in a strong financial performance overall.

The directors manage the company's operations and their key performance indicators are seen as levels of brokerage and resultant turnover. Total turnover on continuing operations increased in comparison to the previous financial year to £11,380,280. This increase can be explained by marketing initiatives and systems advancements in the business.

The principal risks and uncertainties that affect the company are those that impact income, such as competition and maintaining commission levels. The directors are of the opinion that the coming financial year will continue to be challenging, with the company facing increased competition, resulting in industry pressures. The company plans to counteract this stagnant market by continued focus on sales. Additionally a continuous cost monitoring and control programme will be undertaken.

The company's operations expose it to a variety of financial risks that include the effects of changes in interest rates, credit risk and liquidity risk. The directors actively monitor the exposure of the company to these risks and where necessary takes action to mitigate identified risks. The company's principal financial assets are cash and trade debtors. The credit risk associated with the cash is limited as the company's bankers are well established and have high credit ratings assigned by international credit-rating agencies. The principal credit risk arises from its trade debtors.

The directors have a positive future outlook for the company and continue to build upon the historic results and customer base

RESULTS AND DIVIDENDS

The profit for the year, after taxation, amounted to £8,102 (2009 - £113,951)

The total distribution of dividends for the year ended 31 May 2010 will be £24,000 (2009 £24,000)

DIRECTORS

The directors who served during the year were

M C Edwards (chairman) J T Edwards (CEO) D C Edwards

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MAY 2010

AUDITORS

The auditors, Reeves & Co LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006

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 elected to prepare 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 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 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

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

This report was approved by the board on 15 October 2016 and signed on its behalf

JT Edwards (CEO)

Director

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF M C EDWARDS (INSURANCE BROKERS) LIMITED

We have audited the financial statements of M C Edwards (Insurance Brokers) Limited for the year ended 31 May 2010, set out on pages 5 to 17. 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)

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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

As explained more fully in the Statement of directors' responsibilities, 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 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

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.

OPINION ON FINANCIAL STATEMENTS

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 May 2010 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF M C EDWARDS (INSURANCE BROKERS) LIMITED

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

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

- adequate accounting records have not been kept, or returns adequate for our 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, or
- · we have not received all the information and explanations we require for our audit

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James O'Brien ACA (Senior statutory auditor)

for and on behalf of

REEVES & CO LLP

Statutory Auditors

Chartered Accountants

Third Floor

24 Chiswell Street

London

EC1Y 4YX

Date 15 ocube 2015

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MAY 2010

	Note	2010 £	2009 £
TURNOVER	1	11,380,280	10,191,091
Cost of sales		(413,071)	(464,371)
GROSS PROFIT		10,967,209	9,726,720
Administrative expenses		(10,944,100)	(9,746,056)
OPERATING PROFIT/(LOSS)	2	23,109	(19,336)
Interest receivable		19,002	167,377
Interest payable	5	(9)	(217)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		42,102	147,824
Tax on profit on ordinary activities	6	(34,000)	(33,873)
PROFIT FOR THE FINANCIAL YEAR		8,102	113,951

All amounts relate to continuing operations

There were no recognised gains and losses for 2010 or 2009 other than those included in the Profit and loss account

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

M C EDWARDS (INSURANCE BROKERS) LIMITED REGISTERED NUMBER 01232753

BALANCE SHEET AS AT 31 MAY 2010

			2010		2009
	Note	£	£	£	£
FIXED ASSETS					
Tangible fixed assets	7		1,499,991		1,634,018
Fixed asset investments	8		5		5
			1,499,996		1,634,023
CURRENT ASSETS					
Debtors	9	5,110,525		4,002,593	
Cash at bank and in hand	10	1,132,445		4,272,015	
		6,242,970		8,274,608	
CREDITORS: amounts falling due within one year	11	(5,663,265)		(7,813,032)	
NET CURRENT ASSETS			579,705		461,576
TOTAL ASSETS LESS CURRENT LIABIL	ITIES		2,079,701		2,095,599
PROVISIONS FOR LIABILITIES					
Deferred tax	12		(41,206)		(41,206)
NET ASSETS			2,038,495		2,054,393
CAPITAL AND RESERVES					
Called up share capital	13		1,000		1,000
Profit and loss account	14		2,037,495		2,053,393
SHAREHOLDERS' FUNDS	15		2,038,495		2,054,393

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

M C Edwards (chairman)

Director

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

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MAY 2010

	Note	2010 £	2009 £
Net cash flow from operating activities	17	(3,082,978)	(705,164)
Returns on investments and servicing of finance	18	18,993	167,160
Taxation		(35,128)	(95, 244)
Capital expenditure and financial investment	18	(16,457)	(155,304)
Equity dividends paid		(24,000)	(24,000)
DECREASE IN CASH IN THE YEAR		(3,139,570)	(812,552)

RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS/DEBT FOR THE YEAR ENDED 31 MAY 2010

	2010	2009
	£	£
Decrease in cash in the year	(3,139,570)	(812,552)
MOVEMENT IN NET DEBT IN THE YEAR	(3,139,570)	(812,552)
Net funds at 1 June 2009	4,272,015	5,084,567
NET FUNDS AT 31 MAY 2010	1,132,445	4,272,015

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2010

1. ACCOUNTING POLICIES

1.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

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

1.2 BASIS OF CONSOLIDATION

The company is the parent company of a medium sized group and as such, is required to prepare group accounts by section 399 of the Companies Act 2006. However, each of the five subsidiaries are dormant companies and for this reason, can be excluded from the consolidation on the grounds that their inclusion would not be material by virtue of section 405 of the Companies Act 2006.

1.3 TURNOVER

Commissions receivable is recognised when the company's obligations to arrange the respective insurance policy has been substantially completed and the income due is reasonably certain

The brokerage fee is recognised when and to the extent that the insurance services to which it relates have been substantially completed

14 TANGIBLE FIXED ASSETS AND DEPRECIATION

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases.

Freehold property - 2% straight line
L/Term Leasehold Property - 2% straight line
Motor vehicles - 25% straight line
Fixtures & fittings - 33% straight line
Leasehold improvements - 10% straight line
Computer equipment - 33% straight line

1.5 INVESTMENTS

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

16 OPERATING LEASES

Rentals under operating leases are charged to the Profit and loss account on a straight line basis over the lease term

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the period until the date the rent is expected to be adjusted to the prevailing market rate

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2010

1. ACCOUNTING POLICIES (continued)

17 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

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 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

1.9 INSURANCE DEBTORS AND CREDITORS

- (i) The company acts as an agent in broking the insurable risks of its clients and, generally, is not liable as a principle for premiums due to underwriters nor for claims payable to clients Notwithstanding the company's legal relationship with clients and underwriters and since, in practice, premium and claims monies are usually accounted for by insurance intermediaries, it has followed generally accepted accounting practice by showing cash, debtors and creditors relating to insurance business as assets and liabilities of the company itself
- (ii) The company has adopted Financial Reporting Standard 5 (FRS 5) 'Reporting the substance of transactions' and offsets debtors and creditors from insurance broking transactions only where it is legally enforceable

2. OPERATING PROFIT/(LOSS)

The operating profit/(loss) is stated after charging

	2010	2009
	£	£
Depreciation of tangible fixed assets		
- owned by the company	150,484	136,423
Auditors' remuneration	13,175	10,300
Operating lease rentals	·	·
- other operating leases	57,813	58,103
		

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2010

3.	STAFF COSTS		
	Staff costs, including directors' remuneration, were as follows		
		2010 £	2009 £
	Wages and salaries	2,433,863	5,788,945
	Social security costs	220,924	664,713
	Other pension costs	3,563,533	226,100
		6,218,320	6,679,758
	The average monthly number of employees, including the directors,	during the year was a	s follows
		2010	2009
		No.	No
	Administrative staff	125	110
	Management staff	9	9
		134	119
4.	DIRECTORS' REMUNERATION		
		2010 £	2009 £
	Emoluments	262,930	3,818,610
	Emolumenta		
	Company pension contributions to money purchase pension		100.000
	schemes	3,350,333	192,800
	During the year retirement benefits were accruing to 3 directors (20 pension schemes	09 - 3) in respect of m	oney purchase
	The highest paid director received remuneration of £107,711 (2009)	- £1,995,778)	
	The value of the company's contributions paid to a money purchanglest paid director amounted to £12,000 (2009 - £188,000)	se pension scheme in	respect of the
5	INTEREST PAYABLE		
•	III, ERECT I ATROCK	2040	0000
		2010	2009
		£	£

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2010

6	TAXATION		
		2010 £	2009 £
	ANALYSIS OF TAX CHARGE IN THE YEAR CURRENT TAX (see note below)	_	~
	UK corporation tax charge on profit for the year	34,000	35,272
	DEFERRED TAX (see note 12)		
	Deferred tax	-	(1,399)
	TAX ON PROFIT ON ORDINARY ACTIVITIES	34,000	33,873
	FACTORS AFFECTING TAX CHARGE FOR THE YEAR		
	The tax assessed for the year is the same as (2009 - the same UK (21%) as set out below	ame as) the standard rate of co	rporation tax in
		2010 £	2009 £
	Profit on ordinary activities before tax	42,102	147,824
	Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 21% (2009 - 21%)	8,841	31,043
	EFFECT\$ OF:		
	Expenses not deductible for tax purposes Deferred tax movement	13,719 -	13,481 (9,252)
	Depreciation in excess of capital allowances during the yea Other tax adjustments	ır 11,198 242	-
	CURRENT TAX CHARGE FOR THE YEAR (see note above	ve) 34,000	35,272

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2010

7. TANGIBLE FIXED ASSETS

	Freehold property £	Long leasehold £	Motor vehicles £	Furniture, fittings and equipment £	Leasehold improvem't s £	Total £
COST						
At 1 June 2009 Additions	421,876 -	719,870 -	48,051 -	677,836 16,457	246,075 -	2,113,708 16,457
At 31 May 2010	421,876	719,870	48,051	694,293	246,075	2,130,165
DEPRECIATION		<u> </u>				
At 1 June 2009	79,455	36,750	11,787	322,327	29,371	479,690
Charge for the year	8,438	14,397	12,013	90,389	25,247	150,484
At 31 May 2010	87,893	51,147	23,800	412,716	54,618	630,174
NET BOOK VALUE						
At 31 May 2010	333,983	668,723	24,251	281,577	191,457	1,499,991
At 31 May 2009	342,421	683,120	36,264	355,509	216,704	1,634,018

8 FIXED ASSET INVESTMENTS

Shares in group undertakings

COST OR VALUATION

At 1 June 2009 and 31 May 2010

5

SUBSIDIARY UNDERTAKINGS

The following were subsidiary undertakings of the company

Name	Class of shares	Holding
Rider Direct Insurance Services Limited	Ordinary	50%
CC Direct Limited	Ordinary	50%
Peugeot Scooter Plus Limited	Ordinary	50%
Cagiva Choice Limited	Ordinary	50%
Crusade Solutions Limited	Ordinary	50%

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2010

8. FIXED ASSET INVESTMENTS (continued)

The aggregate of the share capital and reserves as at 31 May 2010 and of the profit or loss for the year ended on that date for the subsidiary undertakings were as follows

	Name Rider Direct Insurance Services Limited CC Direct Limited Peugeot Scooter Plus Limited Cagiva Choice Limited Crusade Solutions Limited	Aggregate of share capital and reserves £ 2 2 2 2 2	Profit/(loss) £
9	DEBTORS		
		2010 £	2009 £
	Trade debtors	994,708	845,772
	Insurance debtors	3,723,695	2,700,881
	Other debtors	34,324	16,106
	Prepayments and accrued income	357,798	439,834
		5,110,525	4,002,593
10.	ANALYSIS OF CASH AT BANK		
		2010 £	2009 £
	Cash held on agents for insurers	708,537	477,068
	Cash held on office	423,908	3,794,947
	Total	1,132,445	4,272,015

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2010

11	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		2010 £	2009 £
	Trade creditors Insurance creditors Other creditors Corporation tax Social security and other taxes Accruals and deferred income	1,789,541 3,486,263 659 34,000 69,480 283,322	3,544,132 2,270,602 1,790,926 35,128 56,971 115,273
		5,663,265	7,813,032
12.	DEFERRED TAXATION		
		2010 £	2009 £
	At beginning and end of year	41,206	41,206
	The provision for deferred taxation is made up as follows		
		2010 £	2009 £
	Accelerated capital allowances	41,206	41,206
13.	SHARE CAPITAL		
		2010 £	2009 £
	ALLOTTED, CALLED UP AND FULLY PAID		
	1,000 Ordinary shares of £1 each	1,000	1,000
14	RESERVES		
			Profit and loss account £
	At 1 June 2009 Profit for the year Dividends Equity capital		2,053,393 8,102 (24,000)
	At 31 May 2010		2,037,495

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2010

15.	RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS				
		2010 £	2009 £		
	Opening shareholders' funds Profit for the year Dividends (Note 16)	2,054,393 8,102 (24,000)	1,964,442 113,951 (24,000)		
	Closing shareholders' funds	2,038,495	2,054,393		
16.	DIVIDENDS				
		2010 £	2009 £		
	Final dividends paid on equity capital of £24 (2009 £24) per share	24,000	24,000		
17.	NET CASH FLOW FROM OPERATING ACTIVITIES				
		2010 £	2009 £		
	Operating profit/(loss) Depreciation of tangible fixed assets Loss on disposal of tangible fixed assets Increase in debtors (Decrease)/increase in creditors	23,109 150,484	(19,336) 136,423 2,667		
		(1,107,932) (2,148,639)	(931,600) 106,682		
	NET CASH OUTFLOW FROM OPERATING ACTIVITES	(3,082,978)	(705,164)		
18.	ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN CASH FLOW STATEMENT				
		2010 £	2009 £		
	RETURNS ON INVESTMENTS AND SERVICING OF FINANCE				
	Interest received Interest paid	19,002 (9)	167,377 (217)		
	NET CASH INFLOW FROM RETURNS ON INVESTMENTS AND SERVICING OF FINANCE	18,993	167,160		

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2010

18. ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN CASH FLOW STATEMENT (continued)

	2010 £	2009 £
CAPITAL EXPENDITURE AND FINANCIAL INVESTMENT		
Purchase of tangible fixed assets Sale of tangible fixed assets	(16,457) -	(166,304) 11,000
NET CASH OUTFLOW FROM CAPITAL EXPENDITURE	(16,457)	(155,304)

19. ANALYSIS OF CHANGES IN NET DEBT

			Other non-cash	
	1 June 2009	Cash flow	changes	31 May 2010
	£	£	£	£
Cash at bank and in hand	4,272,015	(3,139,570)	-	1,132,445
NET FUNDS	4,272,015	(3,139,570)	-	1,132,445

20 PENSION COMMITMENTS

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £230,000 (2009 £226,100). There were no amounts outstanding at the balance sheet date.

In addition to the above, during the year the company made payments of £3,333,533 (2009 £Nil) into an EFURB (Employer Financed Unapproved Retirement Benefit Scheme) on behalf of the directors

21. OPERATING LEASE COMMITMENTS

At 31 May 2010 the company had annual commitments under non-cancellable operating leases as follows

	Land	Land and buildings	
	2010	2009	
	£	£	
EXPIRY DATE:			
Between 2 and 5 years	73,667	50,000	

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2010

22. RELATED PARTY TRANSACTIONS

During the year, the company received management charges of £753 (2009 £570), to Fishface Creative Limited, a company of which M C Edwards is a director and shareholder

During the year, the company received commissions of £1,250,575 (2008 £287,568) from White Knight Solutions Limited, a company over which the directors have a significant influence. At the year end, the company was owed £80,350 (2009 £67,475) relating to commissions earned, but not yet invoiced

During the year, the company paid dividends of £12,024 (2008 £12,024) to M C Edwards, who is also a director of the company and £11,976 (2009 £11,976) to J R Edwards, who is the spouse of M C Edwards

23 CONTROLLING PARTY

The company was under the control of M C Edwards, the managing director and majority shareholder, throughout the current and previous year