

**SWINTON (DENTON) LIMITED**

**DIRECTORS' REPORT AND  
FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER 1998**



**SWINTON (DENTON) LIMITED**

Directors:	G E Jones S A Hargreaves J M Price
Secretary:	S A Hargreaves
Registered office:	6 Gt. Marlborough Street Manchester M1 5SW
Registered number:	1232766 England

## **SWINTON (DENTON) LIMITED**

### **REPORT OF THE DIRECTORS**

The directors submit their report and financial statements of the Company for the year ended 31 December 1998.

#### **BUSINESS REVIEW**

The principal activity of the Company is that of a dormant holding company. All the Company's subsidiary undertakings are dormant with one exception which operates as an insurance intermediary.

#### **DIRECTORS**

The members of the board during the year were:

G E Jones  
S A Hargreaves  
J M Price

The interests of the directors in the shares of other bodies corporate in the same group as the Company were as follows:

**(a) Swinton (Holdings) Limited**

**Options to subscribe for ordinary shares of 10p each**

	<b>As at 01.01.98</b>	<b>Granted</b>	<b>Exercised</b>	<b>As at 31.12.98</b>
<b>J M Price</b>	17,341	-	-	17,341
<b>S A Hargreaves</b>	8,671	-	-	8,671

**(b) Royal & Sun Alliance Insurance Group plc**

**Ordinary shares of 25p each**

	<b>As at 01.01.98</b>	<b>Acquired</b>	<b>Disposed</b>	<b>As at 31.12.98</b>
<b>S A Hargreaves</b>	-	3,194	3,194	-

**Options to subscribe for ordinary shares of 25p each**

	<b>As at 01.01.98</b>	<b>Granted</b>	<b>Exercised</b>	<b>As at 31.12.98</b>
<b>J M Price</b>	38,310	11,173	8,011	41,472
<b>S A Hargreaves</b>	10,712	3,975	3,194	11,493

G E Jones is a director of the parent company, Swinton (Holdings) Limited, and his shareholdings are shown in the financial statements of that company.

## **SWINTON (DENTON) LIMITED**

### **REPORT OF THE DIRECTORS**

#### **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, and to 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.

#### **ELECTIVE REGIME**

At the Annual General Meeting of the Company held on Friday, 16 September 1994 it was resolved unanimously as an elective resolution in accordance with Section 379A of the Companies Act 1985 ("the Act") as follows:-

"That the Company hereby elects:-

- (i) pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the Company in general meetings; and
- (ii) pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings".

**By Order of the Board**



**S A HARGREAVES**  
Secretary

**14 October 1999**

**SWINTON (DENTON) LIMITED**

**BALANCE SHEET AS AT 31 DECEMBER 1998**

	Note	1998 £	1997 £
<b>FIXED ASSETS</b>			
Investments	2	2,239,335	2,239,335
		<hr/>	<hr/>
<b>CREDITORS</b>			
Amounts falling due within one year	3	(19,905,973)	(19,905,973)
		<hr/>	<hr/>
<b>NET CURRENT LIABILITIES</b>		(19,905,973)	(19,905,973)
		<hr/>	<hr/>
		(17,666,638)	(17,666,638)
		<hr/>	<hr/>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	4	26,260	26,260
Profit and loss account		(17,692,898)	(17,692,898)
		<hr/>	<hr/>
		(17,666,638)	(17,666,638)
		<hr/>	<hr/>

The company was dormant within the meaning of Section 250, Companies Act 1985, throughout the financial year ended 31 December 1998.

  
**G E JONES – DIRECTOR**

**14 October 1999**

## SWINTON (DENTON) LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 1998

#### 1. ACCOUNTING POLICIES

##### Basis of preparation

These financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards. The Company is exempt under S228(1) of the Companies Act 1985 from the obligation to prepare and deliver consolidated financial statements. The Company is included by full consolidation in the consolidated financial statements of Swinton (Holdings) Limited.

#### 2. FIXED ASSET INVESTMENTS

	Shares £	Loans £	Total £
In subsidiary undertakings:			
Cost:			
At 1 January 1998 and at 31 December 1998	16,171,790	5,000,061	21,171,851
	<hr/>	<hr/>	<hr/>
Amounts provided:			
At 1 January 1998 and at 31 December 1998	14,164,168	4,768,348	18,932,516
	<hr/>	<hr/>	<hr/>
Net book value:			
At 31 December 1998 and at 31 December 1997	2,007,622	231,713	2,239,335
	<hr/>	<hr/>	<hr/>

Details of the company's subsidiary undertakings are shown in note 5 on page 7.

The directors have considered the value of the Company's fixed asset investments and are satisfied that the aggregate value of the assets, without actually revaluing them, was not less than the aggregate amount (before provisions for diminution in value) at which they are stated in the financial statements. Hence, the provisions for diminution in value have not been treated as a realised loss, section 275(1) of the Companies Act 1985, for the purposes of determining distributable profits.

**SWINTON (DENTON) LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 1998**

	1998 £	1997 £
<b>3. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR</b>		
Amounts due to group undertakings	19,905,973	19,905,973
	<u>                    </u>	<u>                    </u>
<b>4. SHARE CAPITAL</b>		
Authorised, issued and fully paid		
26,000 ordinary shares of 1p each	260	260
26,000 deferred shares of £1 each	26,000	26,000
	<u>                    </u>	<u>                    </u>
	26,260	26,260
	<u>                    </u>	<u>                    </u>

## **SWINTON (DENTON) LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 1998**

#### **5. DETAILS OF SUBSIDIARY UNDERTAKINGS**

The Company's subsidiary undertakings, all of which are wholly owned and registered in England and Wales, are:

Armitage Parfitt (Northern) Limited  
John Buckingham (Insurance Services) Limited  
John Buckingham (Sheffield) Limited  
Capital Care Centre Limited  
Cash Care Centre Limited  
Countrywide Claims Recovery Limited  
Creswood Limited  
Drivers Legal Protection Limited  
Fowden Brothers Limited  
Fowden Brothers (Insurance Services) Limited  
Foxall & Wilson Limited  
GIK Limited  
Hatfield Group of Companies Limited  
Stanley Holt (Insurance Services) Limited  
Inter-City Leasing Limited  
J S Realization Number One Limited  
J S Realization Number Two Limited  
J S Realization Number Three Limited  
J S Realization Number Four Limited  
J S Realization Number Five Limited  
J S Realization Number Six Limited  
J S Realization Number Seven Limited  
J S Realization Number Eight Limited  
J S Realization Number Nine Limited  
J S Realization Number Ten Limited  
Marlborough Investments Limited  
Matchline Limited  
Palmer Hill & Company Limited  
Palmer Hill (Insurance Services) Limited  
Swinton (Countrywide) Limited  
Swinton Financial Services Limited  
Swinton Franchising Limited  
Swinton Group Limited  
Swinton House Securities Limited  
Swinton (North East) Limited  
Swinton North West Limited  
Swinton Ormskirk Limited  
Swinton. The Impartial Advice Company Limited  
Swinton (South) Limited  
Swinton (Wythenshawe) Limited  
Swinton Yorkshire (Franchising) Limited  
Switchquote Limited  
Wantage Limited  
West Midland Trust Limited

Swinton Group Limited, whose principal activity is that of an insurance intermediary, is the only subsidiary that has traded during the year, all other subsidiaries being dormant.



**SWINTON (DENTON) LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 1998**

**6. ULTIMATE PARENT COMPANY**

The ultimate parent company is Royal & Sun Alliance Insurance Group plc and the immediate parent company is Swinton (Holdings) Limited. Both companies are registered in England and Wales.