# TASIS UK LIMITED AND SUBSIDIARY FINANCIAL STATEMENTS FOR THE YEAR ENDED 30TH JUNE 2000

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#### DIRECTORS REPORT

The directors have pleasure to submit their annual report together with the audited financial statements for the year ended 30th June 2000.

#### PRINCIPAL ACTIVITY

The group's principal activity is the operation of an independent fee-paying school based in the UK, offering education under the American system. The company's principal activity is that of a holding company.

#### RESULTS AND DIVIDENDS

The group's results for the year are set out on page 4 and show a net profit for the year before taxation of £952,118 (1999: profit £564,487). The directors consider the state of affairs of the group and the company to be satisfactory.

To maintain working capital requirements, the directors do not recommend the payment of a dividend.

#### FIXED ASSETS

Movements in tangible assets are given in note 10 to the financial statements.

#### DIRECTORS

The directors who served during the year were:

F L Gonzalez

L F Aeschlimann

None of the directors had any beneficial interest in the company during the year.

#### **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;
- 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.

## DIRECTORS REPORT

(continued)

#### HOLDING COMPANY

Details of the holding company are shown in note 17 of the financial statements.

#### AUDITORS

A resolution to re-appoint Messrs Gibson Appleby in accordance with Section 384 of the Companies Act 1985 will be proposed at the forthcoming Annual General Meeting.

BY ORDER OF THE BOARD

M Ealey

Company secretary

#### AUDITORS REPORT TO THE MEMBERS OF

#### TASIS UK LIMITED AND SUBSIDIARY

We have audited the financial statements on pages 4 to 16 which have been prepared under the historical cost convention (as modified by the revaluation of certain fixed assets) and the accounting policies set out on page 10.

#### Respective responsibilities of directors and auditors.

As described on page 1 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 group and company's affairs as at 30th June 2000 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

25 April 2001

Gibson Appleby

Gibson Appleby
Chartered Accountants and Registered Auditor
Blenheim House
120 Church Street
BRIGHTON
BN1 1AU

## CONSOLIDATED PROFIT AND LOSS ACCOUNT

## for the year ended 30th June 2000

	Note	2000 £	1999 £
TURNOVER		10,742,674	10,192,374
Direct costs		(5,743,418)	(5,902,138)
GROSS PROFIT		4,999,256	4,290,236
Administrative and Establishment expenses		(4,279,636)	(3,849,754)
PROFIT ON ORDINARY ACTIVITIES BEFORE INTEREST		719,620	440,482
Interest receivable and similar income	4	237,898	124,469
Interest payable	5	(5,400)	(464)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	2	952,118	564,487
Tax on Profit on Ordinary Activities	6	(464,514)	(155,828)
PROFIT FOR THE FINANCIAL YEAR		487,604 ======	408,659

## Continuing Activities

None of the group's activities were acquired or discontinued during the above two financial years.

# STATEMENT OF RECOGNISED GAINS AND LOSSES

# for the year ended 30th June 2000

	Note	2000 £	1999 £
Profit on ordinary activities for the year		487,604	408,659
Prior year adjustment	8	-	(23,109)
			<del></del>
Total profits recognised since last financial statements		487,604	385,550
		=====	=====

## CONSOLIDATED BALANCE SHEET

## as at 30th June 2000

		2000		1999	1999	
	Note	£	£	£	£	
FIXED ASSETS Tangible assets	10	62	3,236		611,318	
CURRENT ASSETS Debtors Cash at bank and in hand	11	2,871,070 2,411,517		544,359 903,988		
·		5,282,587	3,4	148,347		
CREDITORS: amounts falling due within one year	12	(4,478,616)	(3,1	20,062)		
NET CURRENT ASSETS		80	3,971	3	28,285	
NET ASSETS		•	7,207 ====		39,603 =====	
CAPITAL AND RESERVES						
Called up share capital Profit and loss account	14 15		0,000 7,207		10,000 29,603	
Home and ross account	13	1,41		-		
EQUITY SHAREHOLDERS FUNDS	16		7,207 ====		39,603 =====	

Approved	by	the board	
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F L Gonzalez J. J. Hangaly
Director

## **BALANCE SHEET AT 30TH JUNE 2000**

	Note	2000 £	1999 £
FIXED ASSETS			
Investments:			
Shares in group companies	9	10,000	10,000
TOTAL ASSETS		10,000 =====	10,000
CAPITAL AND RESERVES			
Called up share capital	14	10,000	10,000
EQUITY SHAREHOLDERS FUNDS	16	10,000	10,000

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F L Gonzalez Ad Sangala Director

## CONSOLIDATED CASH FLOW STATEMENT

# for the year ended 30th June 2000

	2000	1	1999	
NET CASH INFLOW	££	£	£	
FROM OPERATING ACTIVITIES	1,813,3	30	283,203	
RETURNS ON INVESTMENT AND SERVICING OF FINANCE				
Interest received on amounts owed by related companies	80,000	70,000		
Interest received on staff loans Bank and deposit interest received	93,614 64,284	3,633 50,836		
Interest paid	-	(464)		
NET CASH INFLOW FROM RETURNS ON INVESTMENT AND SERVICING OF FINANCE	237,8	 98	124,005	
TAXATION				
Corporation tax paid	(199,540)	(131,725)	)	
TAX PAID	(199,5	10)	(131,725)	
INVESTING ACTIVITIES				
Purchase of tangible fixed assets Proceeds from sales of fixed assets	(104,670) -	(191,989) 900	•	
NET CASH OUTFLOW FOR				
CAPITAL EXPENDITURE	(104,6	70) 	(191,089)	
NET CASH INFLOW BEFORE FINANCING	1,747,0	18	84,394	
FINANCING				
Decrease/(increase) in related company loans	30,567	(286,173)	)	
NET CASH OUTFLOW FROM FINANCING	30,56	57	(286,173)	
INCREASE/(DECREASE) IN CASH	1,777,58		(201,779)	

## NOTES TO CONSOLIDATED CASHFLOW STATEMENT

## for the year ended 30th June 2000

		2000 £	1999 £
1.	Reconciliation of operating profit to Net Cash inflow from Operating Activities	·	
	Operating profit before interest	719,620	440,482
	Depreciation charge	92,752	85,253
	(Profit)/loss on sale of fixed assets	-	(900)
	Exchange differences	_	(8,406)
	(Increase)/decrease in debtors	(197,979)	2,007
	Increase/(decrease) in creditors	1,198,937	(235,233)
	Net Cash inflow from Operating Activities	1,813,330 ======	283,203

# 2. Reconciliation of changes in net debt and cashflow

	At 1 July 1999 £	Cash Flows £	At 30 June 2000 £
Cash at bank and in hand Bank overdrafts	903,988 (270,056)	1,507,529 270,056	2,411,517
	633,932	1,777,585	2,411,517 ======

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

#### for the year ended 30th June 2000

#### 1. ACCOUNTING POLICIES

#### (a) Accounting convention

The financial statements have been prepared under the historical cost convention and in accordance with statements of Standard Accounting Practice, using the accounting policies as detailed below.

#### (b) Basis of consolidation

The consolidated financial statements incorporate the results of the company and its subsidiary. All intra-group transactions have been eliminated on consolidation.

#### (c) Turnover

Turnover represents the total amount of fees, including extras, receivable in respect of services provided to students during the year and excludes VAT.

Included in turnover is an amount of £2,538,804 (1999: £2,162,013) which relates to boarding fees receivable, the accounting records of which are maintained by an overseas related company. These have not been subject to direct auditing procedures but confirmation has been received from the related company in connection with amounts receivable, and income has otherwise been globally confirmed by reference to numbers of students and standard fees charged.

#### (d) Tangible fixed assets and depreciation

Depreciation is calculated on the reducing balance basis so as to write down the value of assets over their expected useful lives.

Furniture, fixtures and fittings - 20% net book value per annum
Library and teaching equipment - 20% net book value per annum
Office equipment - 20% net book value per annum
Computer equipment - 33% net book value per annum
Motor vehicles - 25% net book value per annum
Freehold property - see below

Troubold property

It is not considered appropriate to amortise freehold property. The property is a listed building and the company carries out regular refurbishment and maintenance in order to maintain the property to a high standard. In the circumstances, the directors consider that a depreciation policy would be misleading.

#### (e) Stock

No stock of stationery and paper is included as the cost is written off directly to the profit and loss account in the period in which the expenditure is incurred.

#### (f) Translation of foreign currencies into sterling

Assets and liabilities in other currencies are translated at rates of exchange ruling at the balance sheet date. Profit and loss account items in foreign currencies are translated at exchange rates relating to the transaction date. Exchange gains or losses are taken to the profit and loss account as and when they arise.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

#### for the year ended 30th June 2000

#### 1. ACCOUNTING POLICIES (continued)

#### (g) Deferred Taxation

Provision for deferred tax is made under the liability method in respect of timing differences only where it is considered probable by the directors, that a tax liability will become payable within the foreseeable future.

#### (h) Pension costs

The company operates a money purchase pension scheme for eligible employees. Pension costs are charged against income and expenditure account in the period they are incurred.

#### (i) Leasing costs

Costs of assets held under operating leases are charged to income and expenditure account in the period they are incurred. No significant assets have been acquired under finance lease terms.

2.	PROFIT ON ORDINARY ACTIVITIES Profit on ordinary activities before taxation is stated after charging:	Note	2000 £	1999 £
	Depreciation of tangible fixed assets		92,752	85,253
	(Profit)/loss on sale of fixed assets		· <b>-</b>	(900)
	Exchange gains		(6,620)	(8,406)
	Auditors remuneration		28,353	28,154
	Staff costs	3	4,186,980	4,073,475
	Bad debts (see below)		16,947	25,251
	Other operating lease charges		66,038	72,066
	Exceptional rebates received	7	160,985	-

#### **Bad debts**

The exceptional item comprises bad debts. Term fees are generally payable in advance and amounts outstanding at the end of the financial year, which also represents the end of the school year, where appropriate, have been fully provided against.

3.	STA	AFF COSTS	2000 £	1999 £
	(a)	Particulars of staff costs and employees are shown below:		
		Wages and salaries	3,694,457	3,653,074
		Social security costs	361,205	327,037
		Pension costs	131,318	132,314
			4,186,980	4,112,425
				======

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## for the year ended 30th June 2000

			2000	1999
3.	STA	AFF COSTS (continued)	Na	N-
	(b)	STAFF NUMBERS	No.	No.
	(10)	The average number of employees during the year		
		analysed by class or business is as follows:		
		Housekeeping	27	24
		Teaching	104	108
		Administration	25	26
		Maintenance	11	9
		Promotion	11	9
		Security	4	4
			182	180
			===	====
			2000	1999
			£	£
	(c)	DIRECTORS		
		Directors remuneration (included in 3(a) above)	63,984	28,187
		Pension contributions	1,350	1,337
		Benefits	435	645
			65,769	30,169
			=====	=====
	( <b>d</b> )		-6 41:4-66	11.6
		The company operates a money purchase scheme on behalf over two years. Contributions made by the company amount salary, the costs of which are included in the above tables.		
			2000	1999
4.	INT	EREST RECEIVABLE AND SIMILAR INCOME	£	£
	Inte	rest on amounts owed by related companies	70,000	70,000
	Ban	k deposit interest	64,201	50,836
	Exc	eptional interest receivable	92,097	_
	Othe	er interest	1,600	3,633
			237,898	124,469
				======
5.	INT	EREST PAYABLE AND SIMILAR CHARGES		
		rest on bank overdrafts (repayable on demand)	_	170
		rest on tax paid late	5,400	294
		•	<u> </u>	
			5,400	464
				=====

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

#### for the year ended 30th June 2000

_		2000	1999
6.	TAXATION	£	£
	The tax charge comprises:		
	U.K. Corporation tax payable at 30%/31%	376,609	183,983
	Over provision in prior years	87,905	(28,155)
		464,514	155,828

#### 7. EXCEPTIONAL ITEM

In October 2000, the subsidiary company completed its negotiations with its supplier of catering equipment and services in respect of a claim for inefficient service. As a result, the supplier agreed to the following:

- (a) to provide net rebates of £160,985 against invoices for catering services. Of this amount £140,691 was used to write off the loan for the purchase of catering equipment
- (b) to provide a £12,000 contribution towards legal fees
- (c) to pay interest of £92,097.

#### 8. PRIOR YEAR ADJUSTMENT

The 1998 financial statements did not include the capitalisation of £183,320 of catering equipment and the related loan creditor in error. As a result a prior year adjustment of £23,109 arose in the 1999 financial statements.

#### 9. SHARES IN GROUP COMPANIES

The shares in group companies in the balance sheet of Tasis UK Limited, represents the cost of the whole of the issued share capital of Tasis The American School in England (previously Tasis England), an unlimited company, incorporated in England and Wales.

10.	TANGIBLE FIXED ASS	ETS	Fixtures	Furniture and			
		Freehold Buildings £	and Fittings	Teaching	Office Equipment £	Motor Vehicles £	Total £
	COST						
	At 1st July 1999	306,454	634,957	74,862	138,097	16,812	1,171,182
	Additions	-	62,530	-	42,140	-	104,670
	At 30th June 2000	306,454	697,487	74,862	180,237	16,812	1,275,852
		=====		=====	=====	=====	=======
	DEPRECIATION						
	At 1st July 1999	_	385,247	69,355	89,958	15,304	559,864
	Charge for the year	-	62,448	1,101	28,803	400	92,752
	At 30th June 2000	-	447,695	70,456	118,761	15,704	652,616
		=====	=====	=====	=====	====	=====
	NET BOOK VALUE						
	At 30th June 2000	306,454	249,792	4,406	61,476	1,108	623,236
	A		======	=====	======	=====	=====
	At 30th June 1999	306,454	249,710	5,507	48,139	1,508	611,318
		=====	=====	=====	=====	=====	=====

The freehold buildings are included in the financial statements at cost, which is not considered to be significantly different from current market value.

#### NOTES TO THE FINANCIAL STATEMENTS

#### for the year ended 30th June 2000

		2000	1999
11.	DEBTORS	£	£
11.	Trade debtors	65,252	22,236
	Amounts owed by related companies (b)	2,417,773	2,332,841
	Other debtors (a)	180,295	37,513
	Prepayments	207,750	151,769
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		<b>2,</b> 871,070	2,544,359
		======	======

- a) Other debtors includes staff loans of £25,806 (1999: £22,514) which are recoverable after more than one year.
- b) Amounts owed by related companies fluctuate on a day to day basis to take into account trading transactions. Although the amounts bear interest at commercial rates, there are no fixed terms relating to security or repayment.

		2000 £	1999 £
12.	CREDITORS: amounts falling due within one year:		
	Bank overdrafts	_	270,056
	Trade creditors	549,965	299,085
	Other taxation, social security and pension costs	227,418	195,990
	Accruals and deferred income	3,115,735	2,044,531
	Other creditors	3,390	152,565
	Corporation Tax	466,609	157,835
	Amounts owed to related companies	115,499	-
		4,478,616	3,120,062
		======	======

Amounts held on behalf of students amounting to £53,917 (1999: £16,712) have been netted against seperate bank accounts set up for this purpose. These amounts have therefore, been excluded from the financial statements.

#### 13. PROVISION FOR LIABILITIES AND CHARGES

The potential amount of deferred taxation relating to timing differences between accounting and tax written down values of tangible fixed assets, amounts to £24,397 (1999: £26,804). No provision has been included in the financial statements as these timing differences are not expected to reverse in the foreseeable future.

#### NOTES TO THE FINANCIAL STATEMENTS

#### for the year ended 30th June 2000

		2000	1999
		£	£
14.	SHARE CAPITAL		
	Authorised, issued and fully paid:		
	10,000 ordinary shares of £1 each	10,000	10,000
		====	=====
15.	PROFIT AND LOSS ACCOUNT		
	As at 1st July 1999	929,603	544,053
	Prior year adjustment (see note 8)	-	(23,109)
	As at 1st July 1999	929,603	520,944
	Retained profit for the year	487,604	408,659
	As at 30th June 2000	1,417,207	929,603
		======	======

The company has relied on the statutory dispensation provided by section 228(7) CA 1985 not to publish a separate profit and loss account. The company was dormant throughout the period and therefore the profit dealt with in the books of the holding company is £Nil.

		2000	1999
		£	£
16.	SHAREHOLDERS FUNDS		
	Net profit for the year	487,604	408,659
	Net addition to shareholders funds	487,604	408,659
	Opening shareholders funds	939,603	530,944
	Closing sharehholders funds	1,427,207	939,603
			=====

#### 17. HOLDING COMPANY

The company's holding company is Carona Trust, a trust registered in Liechtenstein. The ultimate control of the trust is not known.

#### 18. CONTINGENT LIABILITIES AND GAINS

Negotiations are currently ongoing with the Inland Revenue in connection with service charges paid to a related company, by the subsidiary company, and corporation tax liabilities for earlier years have not yet been agreed. The directors however, consider that any subsequent adjustments are not material to these accounts.

#### NOTES TO THE FINANCIAL STATEMENTS

#### for the year ended 30th June 2000

#### 19. FINANCIAL COMMITMENTS

During 1996, Tasis The American School in England, the subsidiary company, renewed its lease in respect of the school premises for a further 12 years at an annual rent of £165,000.

During 2000, the company entered into a new lease in respect of an additional property to be used as a residence by faculty members. This lease runs for eight years at an annual rent of £16,000.

Commitments under other operating leases, not relating to land and buildings.

	2000	1999
	£	£
Expiring in less than one year	29,919	35,178
Expiring between two and five years	27,042	36,888
Expiring after more than five years	_	-
	56,961	72,066
	_ ====	=====

#### 20. RELATED PARTY TRANSACTIONS

In addition to the balances disclosed in notes 11 and 12 to the financial statements, the group has also entered into the following related party transactions during the year.

- a) Tasis The American School England, leases the school premises from Mikron for £178,000 (1999: £165,000) per annum. During the year, and in accordance with the terms of the lease agreement, Mikron re-imbursed Tasis The American School in England £180,525 (1999: £551,906) for buildings work and improvements which had been undertaken at the school.
- b) During the year, Tasis The American School in England received £80,000 (1999: £70,000) from Mikron being interest due on the inter company loan as referred to in note 11.
- c) A service charge of £1,379,199 (1999: £1,304,556) was paid to ACE, a related company, during the year for administration expenses undertaken by the company, including the administration of the boarding income.