1967512

REPORT OF THE DIRECTORS AND

FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 1995

FOR

<u>D.T.E. FINANCIAL SERVICES LIMITED</u>



INDEX TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 1995

	Page
Company Information	1
Report of the Directors	2
Report of the Auditors	4
Profit and Loss Account	5
Balance Sheet	6
Cash Flow Statement	7
Notes to the Cash Flow Statement	8
Notes to the Financial Statements	10
Trading and Profit and Loss Account	18

COMPANY INFORMATION FOR THE YEAR ENDED 30 APRIL 1995

DIRECTORS:

K R Train

G Epstein

M J MacDonald D A Roberts IS A MacLaverty

SECRETARY:

M J MacDonald

REGISTERED OFFICE:

DTE House

Hollins Mount

Bury Lancashire BL98AT

REGISTERED NUMBER: 01967512 (England and Wales)

AUDITORS:

John A Edgar and Co

Chartered Accountants and

Registered Auditors 569 Market Street Whitworth

Rochdale

Lancashire

OL12 8QS

BANKERS:

National Westminster Bank plc

PO Box No 305 55 King Street Manchester M60 2DB

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 30 APRIL 1995

The directors present their report with the financial statements of the company for the year ended 30 April 1995.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of the provision of financial services, particularly the supply of life assurance and pension products.

REVIEW OF BUSINESS

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

The directors consider the results for the year and the final balance sheet position to be satisfactory and expect the present level of activity to continue for the foreseeable future.

DIVIDENDS AND TRANSFERS TO RESERVES

No dividends will be distributed for the year ended 30 April 1995. The retained profit transferred to reserves will be £1,227.

DIRECTORS

The directors during the year under review were:

K R Train
G Epstein
M J MacDonald
D A Roberts
I S A MacLaverty

J F Rylance

- appointed 31.3.95

- appointed 31.3.95 - resigned 31.3.95

The beneficial interests of the directors holding office on 30 April 1995 in the issued share capital of the company were as follows:

		30.4.95	1.5.94 or date of appointment if later
Ordinary £1 shares			
K R Train)		
G Epstein) held jointly	900	900
M J MacDonald)		
D A Roberts		-	
I S A MacLaverty		-	-

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 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.
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and. explained in the accounts.

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.

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 30 APRIL 1995

AUDITORS

The auditors, John A Edgar and Co, will be proposed for re-appointment in accordance with Section 385 of the Companies Act 1985.

ON BEHALF OF THE BOARD:

M J MacDonald - SEGRETARY

Dated: 26 February 1996

REPORT OF THE AUDITORS TO THE SHAREHOLDERS OF D.T.E. FINANCIAL SERVICES LIMITED

We have audited the financial statements on pages five to seventeen which have been prepared under the historical cost convention and the accounting policies set out on page ten.

Respective responsibilities of directors and auditors

As described on page two 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 judgments 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 as at 30 April 1995 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

John A Edgar and Co

Chartered Accountants and

Registered Auditors

569 Market Street

Whitworth

Rochdale

Lancashire

OL12 8QS

Dated: 27 February 1996

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 APRIL 1995

		30.4.95	30.4.94
	Notes	£	£
TURNOVER	2	397,974	390,279
Cost of sales		21,034	22,386
GROSS PROFIT		376,940	367,893
Administrative expenses		377,010	343,174
		(70)	24,719
Other operating income	3	5,000	-
OPERATING PROFIT	5	4,930	24,719
Interest payable and similar charges	6	4,124	10,643
PROFIT ON ORDINARY AC BEFORE TAXATION	TIVITIES	806	14,076
Tax on profit on ordinary activities	7	(421)	3,783
PROFIT FOR THE FINANCI AFTER TAXATION	AL YEAR	1,227	10,293
Retained profit brought forward		11,186	893
RETAINED PROFIT CARRI	ED FORWARD	£12,413	£11,186

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current and previous years.

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profits for the current and previous years.

BALANCE SHEET 30 APRIL 1995

	-	30.4.9.	5	30.4.9	4
	Notes	£	£	£	£
FIXED ASSETS:					
Tangible assets	8		42,136		58,205
CURRENT ASSETS:					
Stocks	9	645		320	
Debtors	10	70,800		54,331	
Investments	11	165		<u>165</u>	
		71,610		54,816	
CREDITORS: Amounts falling					
due within one year	12	95,675		80,362	
NET CURRENT LIABILITIES:		•	(24,065)		(25,546)
TOTAL ASSETS LESS CURRENT LIABILITIES:			18,071		32,659
CREDITORS: Amounts falling					
due after more than one year	13		(4,658)		(20,473)
			£13,413		£12,186
CAPITAL AND RESERVES:					
Called up share capital	16		1,000		1,000
Profit & loss account			12,413		11,186
Shareholders' funds	20		£13,413		£12,186

ON BEHALF OF THE BOARD:

K R Train - DIRECTOR

Approved by the Board on 26 February 1996

CASH FLOW STATEMENT FOR THE YEAR ENDED 30 APRIL 1995

	30.4.95	5	30.4.94	1
	£	£	£	£
Net cash (outflow)/inflow from operating activities		(18,798)		114,622
Returns on investments and				
servicing of finance Interest paid	(2,008)		(8,342)	
Interest element of finance lease rentals payments	(2,116)		(2,301)	
Net cash outflow from returns on investments and				
servicing of finance		(4,124)		(10,643)
Taxation Corporation Tax paid	(3,783)		(1,200)	
Corporation Tax refund	918			
Tax paid		(2,865)		(1,200)
Investing activities Purchase of tangible fixed assets	(5,507)		(12,904)	
Sale of tangible fixed assets	25,700		20,300	
Net cash inflow from investing activities		20,193		7,396
Net cash (outflow)/inflow before financing		(5,594)		110,175
Financing	(46,082)		(57,815)	
Loan repayments in year Amount withdrawn by directors	(351)		(201)	
Net cash outflow from financing		(46,433)		(58,016)
(Decrease)/Increase in cash and				
cash equivalents		£(52,027)		£52,159

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 30 APRIL 1995

1.	RECONCILIATION OF OPERATING PROFIT TO NET CASH (OUTFLOW)/INFLOW FRO	M
	OPERATING ACTIVITIES	

	30.4.95	30.4.94
	£	£
Operating profit	4,930	24,719
Depreciation charges	10,871	15,746
Loss on sale of fixed assets	5	3,794
Increase in stocks	(325)	(295)
(Increase)/Decrease in debtors	(16,966)	110,851
Decrease in creditors	(17,313)	(40,193)
Net cash (outflow)/inflow		
from operating activities	<u>(18,798)</u>	114,622

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

Year ended 30 April 1995

£

Balance at 1 May 1994	(12,344)
Net cash outflow	(52,027)

Balance at 30 April 1995

(64,371)

Year ended 30 April 1994

	£
Balance at 1 May 1993	(64,503)
Net cash inflow	52,159

Balance at 30 April 1994

(12,344)

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

Year ended 30 April 1995

	30.4.95 £	1.5.94 £	Change in year £
Short-term investments Bank overdrafts	165 (64,536)	165 (12,509)	(52,027)
	(64,371)	(12,344)	(52,027)

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 30 APRIL 1995

Year ended 30 April 1994

			Change in
	30.4.94	1.5.93	year
	£	£	£
Short-term investments	165	165	-
Bank overdrafts	(12,509)	<u>(64,668</u>)	52,159
	(12,344)	<u>(64,503</u>)	52,159

4. ANALYSIS OF CHANGES IN FINANCING DURING THE YEAR

Year ended 30 April 1995

	Loans and
	finance
•	lease
	obligations
	£
Balance at 1 May 1994	49,893
New finance leases	15,000
Other loan repayments	(17,787)
Finance lease repayments	(28,295)
Net withdrawn by directors	(351)
Balance at 30 April 1995	18,460

Year ended 30 April 1994

	Loans and
	finance
	lease
	obligations
	£
Balance at 1 May 1993	72,135
New finance leases	35,774
Bank loan repayments	(6,875)
Other loan repayments	(31,640)
Finance lease repayments	(19,300)
Net withdrawn by directors	(201)
Balance at 30 April 1994	49,893

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 1995

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention.

Turnover

Turnover represents commissions and other income received during the year.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life or, if held under a finance lease, over the lease term, whichever is the shorter.

Office equipment and computers

- 15% on reducing balance

Motor vehicles

- 25% on reducing balance

Stocks

Stock is valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Deferred taxation

Provision is made at current rates for taxation deferred in respect of all material timing differences except to the extent that, in the opinion of the directors, there is reasonable probability that the liability will not arise in the foreseeable future.

Hire purchase and leasing commitments

Assets obtained under hire purchase contracts or finance leases are capitalised in the balance sheet. Those held under hire purchase contracts are depreciated over their estimated useful lives. Those held under finance leases are depreciated over their estimated useful lives or the lease term, whichever is the shorter.

The interest element of these obligations is charged to the profit and loss account over the relevant period. The capital element of the future payments is treated as a liability.

Pensions

The company operates a defined contribution pension scheme. Contributions payable for the year are charged in the profit and loss account.

2. TURNOVER

The turnover and profit before taxation are attributable to the one principal activity of the company.

3. OTHER OPERATING INCOME

		30.4.95	30.4.94
		£	£
	Management charges	5,000	
4.	STAFF COSTS		
		30.4.95	30.4.94
		£	£
	Wages and salaries	284,450	245,062
	Social security costs	14,745	10,840
	Other pension costs	5,644	4,867
		304,839	260,769

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 1995

	The average weekly number of employees during the year was as follows:		
	the average weekly number of employees during the year was as follows.	30.4.95	30.4.94
	Management and administration	6	6
	Sales and general administration	_6	_5
		12	11
5.	OPERATING PROFIT		
	The operating profit is stated after charging:		
		30.4.95	30.4.94
		£	£
	Depreciation - owned assets	3,572	4,112
	Depreciation - assets on hire purchase		
	or finance leases	7,299	11,634
	Loss on disposal of fixed assets	5	3,794
	Auditors' remuneration	771	500
	Directors' emoluments (see below)	196,963	177,815
	Details of individual emoluments, excluding pension contributions, were as for		
		30.4.95	30.4.94
	CI.:	£	£
	Chairman	44,200	38,600
	Highest paid director	56,929	56,333
	These emoluments are included in the information which follows.		
	The directors' emoluments, excluding pension contributions, fell within the fo	illowing ranges:	
		30.4.95	30.4.94
	£NiI - £5,000	2	1
	£35,001 - £40,000	-	2
	£40,001 - £45,000	3	-
	£55,001 - £60,000	1	1
6.	INTEREST PAYABLE AND SIMILAR CHARGES		
		30.4.95	30.4.94
		£	£
	Bank loans, overdrafts and other loans		
	repayable within five years:		
	otherwise than by instalments	2,008	8,342
	Finance charges - hire purchase	•	,
	or finance leases	2,116	2,301
		4,124	10,643

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 1995

7. TAXATION

The tax charge on the profit on ordinary activities for the year was as follows:		
	30.4.95	30.4.94
	£	£
Based on the adjusted results of the years		

Based on the adjusted results of the year:

UK Corporation Tax

Adjustment to previous years

(310) 3,783

(111)
(421) 3,783

UK Corporation Tax has been charged at 25% (1994 - 25%).

8. TANGIBLE FIXED ASSETS

	Office equipment and computers	Motor vehicles	Totals
	£	£	£
COST:			
At 1 May 1994	50,407	46,534	96,941
Additions	507	20,000	20,507
Disposals		(34,274)	<u>(34,274</u>)
At 30 April 1995	50,914	32,260	83,174
DEPRECIATION:			
At 1 May 1994	27,101	11,635	38,736
Charge for year	3,572	7,299	10,871
Eliminated on disposals		(8,569)	(8,569)
At 30 April 1995	30,673	10,365	41,038
NET BOOK VALUE:			
At 30 April 1995	20,241	21,895	42,136
At 30 April 1994	23,306	34,899	58,205

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 1995

Fixed assets, included in the above, which are held under hire purchase or finance leases are as follows:

				Motor chicles
				£
	COST:			
	At 1 May 1994			46,534
	Additions			20,000
	Disposals			(34,274)
	At 30 April 1995			32,260
	DEPRECIATION:			
	At 1 May 1994			11,635
	Charge for year			7,299
	Eliminated on disposals			(8,569)
	At 30 April 1995			10,365
	NET BOOK VALUE:			
	At 30 April 1995			21,895
	At 30 April 1994			34,899
9.	STOCKS			
		30	4.95	30.4.94
			£	£
	Stock of stationery and			
	office sundries		<u>645</u>	<u>320</u>
			645	320

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 1995

10	0.	DEBTORS

	30.4.95 £	30.4.94 £
Amounts falling due within one year:		
Trade debtors	7,362	-
Prepayments and accrued income	7,493	6,174
Amount due from JF Rylance	5,649	-
Amount due from DTE General		
Insurance Services Limited	136	-
Corporation tax refundable	310	807
	20,950	6,981
Amounts falling due after more		
than one year:		
Loon to DTE Conord Incorpos		
Loan to DTE General Insurance Services Limited	40.850	47,350
Services Limited	49,850	47,330
	49,850	47,350
	47,030	47,330
Aggregate amounts	70,800	54,331

The loan to DTE general Insurance Services Limited is unsecured, interest free and subject to at least thirty six months notice.

11. CURRENT ASSET INVESTMENTS

	30.4.95	30.4.94
	£	£
Investments	<u>165</u>	165

The company owns 100% of the share capital of Downham Rose Nominees Limited, a non-trading company which was incorporated in England on 11 May 1988.

The subsidiary company has not yet commenced to trade and unless an appropriate level of profitable trading takes place in the future the investment will have a nil value.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 1995

12.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
	DUE WITHIN ONE LEAK	30.4.95	30.4.94
		50.4.95 £	50.4.94 £
	Bank loans and overdrafts (see note 14)	64,536	12,509
	Loan from BA and RJ Rose (see note 14)	-	17,787
	Hire purchase and finance leases (see note 15)	13,802	11,282
	Trade creditors	395	2,442
	Income tax on loan interest	_	633
	Directors' current accounts	-	351
	Social security and other taxes	6,797	5,634
	Amount due to Sudden Solutions Limited	619	-
	Amount due to Downham Train Epstein	4,218	20,902
	Corporation tax	-	3,783
	Accruals and deferred income	5,308	5,039
		95,675	80,362
13.	CREDITORS: AMOUNTS FALLING		
	DUE AFTER MORE THAN ONE YEAR		
		30.4.95	30.4.94
	YY' 1 10 1 (10)	£	£
	Hire purchase and finance leases (see note 15)	4,658	20,473
14.	LOANS AND OVERDRAFTS		
	An analysis of the maturity of loans and overdrafts is given below:		
		30.4.95	30.4.94
		£	£
	Amounts falling due within one year or on demand:		
	Bank overdrafts	64,536	12,509
	Loan from BA and RJ Rose		17,787
		64,536	30,296

The bank overdraft with National Westminster Bank plc is guaranteed by DTE General Insurance Services Limited for an amount not to exceed £90,000 together with personal guarantees of £30,000 each from Messrs. Train, Epstein and MacDonald.

NOTES TO THE FINANCIAL STATEMENTS **FOR THE YEAR ENDED 30 APRIL 1995**

15. OBLIGATIONS UNDER HIRE PURCHASE CONTRACTS AND LEASES

OBLIGATIO	INS UNDER HIKE PURCHASE CONTR	KAC IS AND LEA	ZOEO		
			Hire		
			purchase		
			contracts		
			30.4.95	30.4.94	
			£	£	
Cross obligati	ana manayahlar			L	
Gross obligation			14.020	12.002	
Within one yes			14,939	13,083	
Between one a	and five years		4,757	21,664	
			19,696	34,747	
Finance charge	• •				
Within one yes			1,137	1,801	
Between one a	and five years		99	1,191	
			1,236	2,992	
Net obligation	c renavable.				
Within one year			13,802	11,282	
			,	20,473	
Between one a	ind five years		4,658	20,473	
			18,460	31,755	
The above liab	pilities are secured on the assets to which the	ey relate.			
CALLED UP Authorised:	SHARE CAPITAL				
Number:	Class:	Nominal	30.4.95	30.4.94	
1 14111001.	C1455.	value:	£	£	
100.000	Ordinoru	£1			
100,000	Ordinary	ΣI	100,000	100,000	

16.

Authorised:				
Number:	Class:	Nominal	30.4.95	30.4.94
		value:	£	£
100,000	Ordinary	£1	100,000	100,000
Allotted, iss	ued and fully paid:			
Number:	Class:	Nominal	30.4.95	30.4.94
		value:	£	£
1,000	Ordinary	£1	1,000	1,000
	<u>-</u>			

17. **CONTINGENT LIABILITIES**

- a) The company entered into a guarantee, with National Westminster Bank plc, in respect of the bank borrowings of DTE General Insurance Services Limited, for an amount not to exceed £90,000.
- b) The company receives commissions in advance of the period over which such commissions are earned. If policies are cancelled for whatever reason over a period typically of up to four years then the company may suffer a clawback of commissions previously received and credited to the profit and loss account. The directors do not consider any provision for such a clawback to be appropriate as historically the amounts involved have been small and it is extremely difficult to quantify an appropriate amount.
- c) The company paid directors' remuneration during the year, totalling £121,350, in a form that is considered will not attract National Insurance Contributions. If this contention is successfully challenged by the Contributions Agency then an amount of approximately £12,000 will become due.
- d) There is a deferred liability to Corporation Tax at the balance sheet date not provided within the accounts of £2,289 (1994 £1,766).

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 1995

18. PENSION COMMITMENTS

During the year the company paid directors' pension fund contributions of £3517 which ceased in March 1995 and non director fund contributions of £2127 which will continue at similar levels in the future.

19. TRANSACTIONS WITH DIRECTORS

During the year the company undertook transactions under normal trading terms with the following companies and business in which Messrs. Train, Epstein and MacDonald have a material interest:-

Sudden Solutions Limited DTE General Insurance Services Limited Downham Train Epstein

The quantum of such transactions undertaken is not considered to be material in the context of the financial statements as a whole.

20. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	30.4.95	30.4.94
Profit for the financial year	£ 1,227	£ 10,293
NET ADDITION TO SHAREHOLDERS' FUNDS Opening shareholders' funds	1,227 12,186	10,293 1,893
CLOSING SHAREHOLDERS' FUNDS	13,413	12,186
Equity interests	13,413	12,186