REGISTERED NUMBER: 2013405

BIGWOOD AUCTIONEERS LIMITED

FINANCIAL STATEMENTS

30 JUNE 1995



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DIRECTORS' REPORT

The directors present their annual report together with the audited financial statements of the company for the year ended 30 June 1995.

PRINCIPAL ACTIVITY

The company's principal activity continued to be that of auctioneers and valuers.

RESULTS AND DIVIDENDS

The loss on ordinary activities after taxation was £218. No dividend is proposed and, accordingly, this amount is deducted from reserves.

DIRECTORS AND THEIR INTERESTS

The directors who held office during the year were as follows:

C Ironmonger S B Bruce A I Shepherd G H Carter Mrs C M Ironmonger

None of the directors had any interests in the shares of the company.

Mr A I Shepherd, Mr C Ironmonger and Mr G H Carter are also directors of the company's parent company, Bigwood Group plc, and their interests in the shares of that company are shown in its financial statements.

The other directors' interests in the shares of the parent company were as follows:

| | Ordinary shares of £1 each | |
|---------------------------------|----------------------------|------------------------|
| | 30 June <u>1995</u> | 30 June <u>1994</u> |
| S B Bruce Mrs C M Ironmonger | 7,571 3,524 | 7,571 3,524 |

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;
- prepare the financial statements on a going concern basis unless it is inappropriate to presume that the company will continue in business.

DIRECTORS' REPORT (continued)

DIRECTORS' RESPONSIBILITIES (continued)

The directors are responsible for keeping proper accounting records, for safeguarding the assets of the company and for the prevention and detection of fraud and other irregularities.

FIXED ASSETS

The changes in tangible fixed assets during the year are summarised in note 5 to the financial statements.

AUDITORS

A resolution to re-appoint Friend & Co as auditors will be proposed at the forthcoming Annual General Meeting.

BY ORDER OF THE BOARD

(Bolle /

CJICKE

Secretary

11 October 1995

AUDITORS' REPORT TO THE SHAREHOLDERS OF BIGWOOD AUCTIONEERS LIMITED

We have audited the financial statements on pages 4 to 10 which have been prepared in accordance with the accounting policies set out on page 6.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As described on pages 1 and 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 company's affairs as at 30 June 1995 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

FRIEND & CO

Frid + Ca.

Chartered Accountants and Registered Auditors

The Square 6 Vine Terrace High Street Harborne Birmingham B17 9PU

11 October 1995

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 30 JUNE 1995

| | Notes | <u>1995</u> £ | <u>1994</u> £ |
|--|-------|------------------|------------------|
| TURNOVER | | 183,202 | 179,143 |
| Cost of sales | | 31,357 | 44,814 |
| GROSS PROFIT | | 151,845 | 134,329 |
| Administrative expenses | | 151,371 | 134,335 |
| PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION | 2 | 474 | (6) |
| Taxation | 4 | 692 —— | 511 |
| LOSS FOR THE FINANCIAL YEAR | 9 | £(218) | £(517) |

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

The company has no recognised gains or losses other than the profit or loss for the above two financial years.

The notes on pages 6 to 10 form part of these financial statements.

BALANCE SHEET AT 30 JUNE 1995

| | <u>Notes</u> | £ | <u>1995</u> £ | <u>1994</u> £ |
|--|--------------|--------------------|-------------------|--------------------|
| FIXED ASSETS Tangible assets | 5 | I. | £ 2,853 | 6,492 |
| CURRENT ASSETS Debtors Cash at bank and in hand | 6 | 169,031 111,790 | | 137,772 190,823 |
| CREDITORS: amounts falling due within one year | 7 | 280,821 | | 328,595 110,415 |
| NET CURRENT ASSETS | | | 221,601 | 218,180 |
| TOTAL ASSETS LESS CURRENT LIABI | LITIES | | £224,454 | £224,672 |
| CAPITAL AND RESERVES Called up share capital Profit and loss account | 8 9 | | 25,000 199,454 | 25,000 199,672 |
| | 10 | | £224,454 | £224,672 |

These financial statements were approved by the board of directors on 11 October 1995 and signed on its behalf.

A I SHEPHERD

Director

The notes on pages 6 to 10 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS -- 30 JUNE 1995

1. ACCOUNTING POLICIES

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

The principal accounting policies of the company have remained unchanged from the previous year and are set out below.

a) Turnover

Turnover represents the amounts receivable by way of commission arising from auctions conducted during the year together with fees charged for valuation services rendered, exclusive of value added tax. All turnover is derived solely from activities within the United Kingdom.

b) Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation.

Depreciation is calculated so as to write off the cost of tangible fixed assets over their estimated useful lives, on a straight line basis, at the following annual rates:

Motor vehicles - 33% Fixtures and fittings - 20% Computer equipment - 20%.

c) Deferred taxation

Deferred taxation is provided using the liability method in respect of the taxation effect of all timing differences to the extent that it is probable that a liability or asset will crystallise in the foreseeable future.

d) Pension costs

The company operates a defined contribution scheme. Pension costs are charged to the profit and loss account in the year in which the contributions are payable as required under Statement of Standard Accounting Practice Number 24.

e) Leases

Rentals paid under operating leases are charged to the profit and loss account in the periods in which the payments are due.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2. PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION

Profit/(loss) on ordinary activities before taxation is stated after charging:

| | <u>1995</u> £ | 1994 £ |
|------------------------|------------------|-----------|
| Auditors' remuneration | 3,000 | 3,000 |
| Depreciation | 4,477 | 5,208 |
| | ==== | ==== |

3. DIRECTORS AND EMPLOYEES

| a) | Directors' emoluments comprise: | <u>1995</u> £ | <u>1994</u> £ |
|----|--------------------------------------|------------------|------------------|
| | Remuneration for management services | 43,177 | 41,953 |
| | Pension contributions | 1,000 | 1,000 |
| | | • | |
| | | £44,177 | £42,953 |
| | | | |

The Chairman received no remuneration during the year (1994 - £ Nil).

The remuneration, excluding pension contributions, of the highest paid director was £29,933 (1994 - £27,688).

The remuneration, excluding pension contributions, of the other directors fell within the following ranges:

| | | 1995 <u>Number</u> | <u>1994</u> <u>Number</u> |
|----|--|--------------------------|------------------------------|
| | £ Nil - £5,000 £10,001 - £15,000 | 2 1 === | 2 1 |
| b) | Employee costs during the year: | 1995 £ | <u>1994</u> £ |
| | Wages and salaries Social security costs Other pension costs | 76,611 7,373 1,420 | 70,181 6,541 1,945 |
| | | £85,404 | £78,667 |

NOTES TO THE FINANCIAL STATEMENTS (continued)

3. DIRECTORS AND EMPLOYEES (continued)

b) (continued)

The average weekly number of employees during the year was:

| | | | | <u>1995</u> <u>Number</u> | <u>1994</u> <u>Number</u> |
|----|---|-------------------|------------------------------------|------------------------------|------------------------------|
| | Selling and marketing Administration | | | 4 3 | 5 2 |
| | | | | 7 === | 7 |
| 4. | TAXATION | | | 1005 | 1004 |
| | Corporation tax at 25% based on the results for the year | | | 1995 £692 === | 1994 £511 |
| 5. | TANGIBLE FIXED ASSETS | Motor vehicles | Fixtures and <u>fittings</u> | Computer equipment | <u>Total</u> |
| | COST At 1 July 1994 Additions | £ 13,335 | £ 10,210 | £ 10,096 838 | £ 33,641 838 |
| | At 30 June 1995 | 13,335 | 10,210 | 10,934 | 34,479 |
| | ACCUMULATED DEPRECIATION At 1 July 1994 Charge for the year | 9,901 3,434 | 10,080 36 | 7,168 1,007 | 27,149 4,477 |
| | At 30 June 1995 | 13,335 | 10,116 | 8,175 | 31,626 |
| | NET BOOK VALUE At 30 June 1995 | £ - | £94 == | £2,759 | £2,853 |
| | At 30 June 1994 | £3,434 | £130 | £2,928 | £6,492 |

NOTES TO THE FINANCIAL STATEMENTS (continued)

| 6. | DEBTORS | | |
|----|--|------------------|------------------|
| | Amounts falling due within one year: | <u>1995</u> £ | <u>1994</u> £ |
| | Amounts faming due within one year. | L | £ |
| | Trade debtors | 30,285 | 41,243 |
| | Amounts owed by group undertakings | 132,586 | 88,184 |
| | Prepayments | 6,160 | 8,345 |
| | | £169,031 | £137,772 |
| | | ===== | |
| 7. | CREDITORS: amounts falling due within one year | 1005 | 100. |
| | | <u>1995</u> £ | <u>1994</u> £ |
| | | | |
| | Trade creditors | 44,661 | 48,820 |
| | Current corporation tax | 692 | 511 |
| | Other taxation and social security Other creditors | 6,157 | 3,627 |
| | Accruals and deferred income | 2,480 5,230 | 2,480 14,985 |
| | Amount owed to group undertaking | 5,250 | 39,992 |
| | 1 mount of the group undertaking | | |
| | | £59,220 | £110,415 |
| | | = === | === |
| 8. | CALLED UP SHARE CAPITAL | | |
| | Authorised: | | 1995 and 1994 |
| | 100,000 ordinary shares of £1 each | | £100,000 |
| | Allotted and fully paid: | | |
| | 25,000 ordinary shares of £1 each | | £25,000 |
| 9. | PROFIT AND LOSS ACCOUNT | | |
| | | | £ |
| | At 1 July 1994 | | 199,672 |
| | Loss for the financial year | | (218) |
| | At 30 June 1995 | | £199,454 |
| | | | |

NOTES TO THE FINANCIAL STATEMENTS (continued)

10. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

| | <u>1995</u> £ | <u>1994</u> £ |
|--|--------------------|------------------|
| Loss for the financial year Opening shareholders' funds | (218) 224,672 | (517) 225,189 |
| Closing shareholders' funds | £224,454 ====== | £224,672 |

11. CONTINGENT LIABILITIES

The company has provided certain guarantees to secure the bank borrowings of its parent company and other group undertakings. At 30 June 1995 there were no net bank borrowings.

12. ULTIMATE PARENT COMPANY

The company's ultimate parent company is Bigwood Group plc, a company registered in England.