CONWY LAND ROVER CENTRE LIMITED DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR YEAR ENDED 31ST DECEMBER 1999 COMPANY NO 2335436 (ENGLAND & WALES)

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DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST DECEMBER 1999

COMPANY NUMBER 2335436

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OFFICERS AND PROFESSIONAL ADVISERS

Company Number

2335436

Directors

D G Jones Mrs V P Jones D R G Jones J H McKee

Secretary

J H McKee

Registered Office

Ffordd Maelgwyn Llandudno Junction

Conwy LL31 9PL

Bankers

HSBC Bank plc

Bangor

Auditors

Alan Goodall & Co

Prestatyn

Solicitors

Bullivant Jones & Company

Liverpool

Tax References

Corp Tax Wrexham 1 793 92100 05242

PAYE

Colwyn Bay 210 C387

VAT

490 0435 64

DIRECTORS REPORT

FOR THE YEAR ENDED 31ST DECEMBER 1999

The Directors present their Report and Audited Financial Statements of the Company for the year ended 31st December 1999.

1. Principal Activities

The retailing and servicing of motor vehicles under a Land Rover franchise.

2. Results and Dividends

final summary shows:		<u> 1999</u>	<u> 1998</u>
Profit after Tax		53,520	25,504
Balance b/fwd	279,657		254,153
Prior Period Adjustment	13,581		
		293,238	
Transfer of Realised Profits		20,250	
Balance c/fwd		£367,008	£279,657

The Directors have decided not to vote any dividends for the period.

3. Future Developments

The Directors intend to develop the business further and improve profitability.

4. 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;
- 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.

5. Directors

The Directors who served during the year and their beneficial interests in the Company's issued share capital were:

1999
1998

combanà.a	issued share capital were:	1999	1998
DG	Jones	-	779,900
P M	Hewson	-	100,000
JM	Kendall	-	-
R T	E Ware (non executive)	-	80,000
Mrs	V P Jones	-	-
D R	G Jones	-	-

P M Hewson resigned 20th May 1999; J M Kendall resigned 4th April 00 and R T R Ware resigned 31st July 1999.

Mrs V P Jones and D R G Jones were appointed on 11th August,99; J H McKee was appointed on 12th January 2000.

6. Parent Undertaking

The Company is a wholly owned subsidiary of Anglesey Boat Company Limited, which is controlled by D G Jones.

7. Status

In the opinion of the Directors, the Company is a "close company" within the provisions of the Income and Corporation Taxes Act 1988 and a "medium sized company" within the definitions of the Companies Act 1985 as amended.

8. Auditors

At a shareholders meeting on 9th August 1999, an ordinary resolution was passed appointing Messrs Alan Goodall & Co as auditors of the Company, replacing Ernst & Young who resigned on 24th August 1999.

This report was approved by the board on 29th September 2000 and signed on its behalf.

Llandudno Junction

) Litt MC(Ly. J H McKee : Director & Secretary

AUDITORS REPORT

TO THE SHAREHOLDERS OF CONWY LAND ROVER CENTRE LIMITED

We have audited the Financial Statements on pages 3 to 12 which have been prepared under the historical cost convention (as modified by the revaluation of investments) and the accounting policies set out on page 6.

RESPECTIVE RESPONSBILITIES 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 Financial 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 31st December 1999 and of its profit for the year then ended and have been properly prepared in accordance with the provisions of the Companies Act 1985.

Alan Goodall & Co Registered Auditors

Olan Zend 20 De

29th September 2000 Prestatyn

PROFIT & LOSS ACCOUNT

FOR THE YEAR ENDED 31ST DECEMBER 1999

	<u>Notes</u>	<u>1999</u>		<u>1998</u>	
TURNOVER	1.	12,210,037	100.0%	12,424,119	100.0%
Cost of Sales		(<u>10,930,735</u>)	<u>(89.5</u>)	(<u>11,295,633</u>)	<u>(90.9</u>)
GROSS PROFIT		1,279,302	10.5	1,128,486	9.1
Administrative Expens	es	(<u>1,139,699</u>)	<u>(9.3</u>)	(<u>1,044,088</u>)	(8.4)
OPERATING PROFIT	2.	139,603	1.2	84,398	0.7
Exceptional Item	5.	(35,000)	(0.3)		<u> </u>
PROFIT ON ORDINARY ACTIV	TES	104,603	0.9	84,398	0.7
Interest receivable		4,055	0.0	-	•
Interest payable	6.	(37,101)	<u>(0.3</u>)	<u>(46,694</u>)	<u>(0.4</u>)
PROFIT ON ORDINARY ACTIVE BEFORE TAXATION	TITIES	71,557	0.6	37,704	0.3
Tax on profit on ordinary activities	7.	(18,037)	0.1	(12,200)	0.1
RETAINED PROFIT FOR THE	YEAR	£ 53,520	0.5	£ 25,504	<u>`0.2</u>

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

The notes on pages 6 to 12 form part of these Financial Statements.

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

FOR THE YEAR ENDED 31ST DECEMBER 1999

	<u>1999</u>	1998
Profit for the financial year	53,520	25,504
Unrealised surplus on revaluation of investment	<u> </u>	40,500
	53,520	66,004
Prior period adjustment (note 8)	13,581	
Total recognised gains and losses since last annual report	£ <u>67,101</u>	£ <u>66,004</u>

The notes on pages 6 to 12 form part of these Financial Statements.

BALANCE SHEET

AS AT 31ST DECEMBER 1999

FIXED ASSETS	otes	<u>1999</u>	<u> </u>	<u>199</u>	98
Tangible Assets Investment	8. 9.		1,401,208 300,000 1,701,208		1,135,191 400,000 1,535,191
CURRENT ASSETS					
Stocks	10.	1,147,190		1,116,617	
Debtors	11.	594,554		553,267	
Cash at Bank & in Hand		34,785		237,278	
		1,776,529		1,907,162	
CREDITORS-DUE WITHIN ONE YEAR					
Bank Overdraft		1,259		72,326	
Trade Creditors		1,015,251		1,040,935	
Other Creditors	12.	341,608		308,244	
Accruals & Deferred Income		79,361		37,110	
		1,437,479		1,458,615	
NET CURRENT ASSETS			339,050		448,547
TOTAL ASSETS Less CURRENT LIA	BS		2,040,258		1,983,738
PROVISIONS FOR LIABILITIES AN	D				
Deferred Taxation	14.		(28,000)		(25,000)
TOTAL NET ASSETS			£2,012,258		£1,958,738
CAPITAL & RESERVES					
Called Up Share Capital	16.		1,288,000		1,288,000
Capital Redemption Reserve	17.		337,000		337,000
Revaluation Reserve	17.		20,250		40,500
Profit & Loss Account	17.		367,008		293,238
SHAREHOLDERS FUNDS - EQUITY					
INTERESTS	17.		£2,012,258		£1,958,738

The Financial Statements were approved by the Board on 29th September 2000 and signed on its behalf.

D G Jones Director

The notes on pages 6 to 12 form part of these Financial Statements.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST DECEMBER 1999

1. ACCOUNTING POLICIES

1.1 Basis of preparation of Financial Statements.

The Financial Statements have been prepared in accordance with the historical cost convention, as modified by the inclusion of investment at revalued amount, and in accordance with applicable Accounting Standards.

1.2 Turnover

Turnover is derived from ordinary activities and comprises the invoiced value of goods and services supplied by the Company, net of VAT and trade discounts.

1.3 Tangible Fixed Assets and Depreciation

Tangible fixed assets 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 as follows:

Freehold Property

3% straight line basis

Plant & Equipment

12.5% to 25% straight line basis

Motor Vehicles

25% straight line basis

1.4 Leasing and Hire Purchase

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible fixed assets. Assets acquired by finance leases are depreciated over the shorter of the lease term and their useful lives. Finance leases are those where substantially all of the benefits and risks of ownership are assumed by the Company. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

1.5 Operating Leases

Rental applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged to profit and loss account as incurred.

1.6 Stocks

Stocks are stated at the lower of cost and net realisable value, after making due allowances for obsdolete and slow moving stocks. Cost is computed as follows:

Vehicles

Purchase cost

Parts & Oil

Average cost

Work in Progress

Cost of direct materials and labour

Vehicles held on consignment from motor manufacturers, the legal title to which has not passed to the Company at the balance sheet date, and the related liability to pay for such vehicles on adoption are not included in the balance sheet.

1.7 Deferred Taxation

Provision is made for taxation deferred as a result of material timing differences between the incidence of income and expenditure for taxation and Accounts purposes using the liability method, only to the extent that, in the opinion of the Directors, there is a reasonable probability that a liability or asset will crystallise in the near future.

NOTES TO THE FINANCIAL STATEMENTS [CONT]

FOR THE YEAR ENDED 31ST DECEMBER 1999

		1998
2. OPERATING PROFIT		
This is stated after charging (crediting):		
Depreciation of tangible fixed assets		
- owned by the Company	113,291	102,622
- held under finance leases and HP agreements	9,109	12,757
	122,400	115,379
Auditors Remuneration		
- audit services	8,049	17,000
- non audit services	11,705	9,000
Profit on sale of tangible fixed assets	<u>(2,865</u>)	<u>(12,743</u>)
3. STAFF COSTS		
Staff costs, including Directors remuneration,		
were as follows:		
Wages and Salaries	658,312	583,845
Social Security Costs	67,983	65,909
Pension Costs	<u>-</u>	4,273
	<u>726,295</u>	654,027
Allocated		
Cost of Sales	131,727	138,863
Administrative Expenses	<u>594,568</u>	<u>515,164</u>
	<u>726,295</u>	<u>654,027</u>
The average weekly number of employees, including		
Directors, during the year was as follows:		
Administration	9	10
Sales	11	11
Service	17	17
Parts	6	7
- 42 42	43	45
4. DIRECTORS REMUNERATION		- 43
Emoluments	87,673	108,198
Pension Costs (for 1 Director)	-	4,273
10	87,673	$\frac{-1,2,3}{112,471}$
	<u> </u>	
Benefits in Kind (based on fiscal year)	<u>38,660</u>	34,654
5. EXCEPTIONAL ITEM		
Payment to former Dealer Principal		
Statutory Redundancy	16,450	-
Compensation for Loss of Office	<u> 18,550</u>	
	35,000	<u>NIL</u>
The Company's Corporation Tax liability for the		
year has reduced by £11,461 due to these items.		
year has reduced by rill, for due to these rtems.		
6. INTEREST PAYABLE		
Bank Loans and Overdraft	32,432	46,543
Finance Leases and Hire Purchase Agreements	4,669	151
	37,101	46,694
7. TAXATION		
Corporation tax @ 31%/30% on profits		
for the year	23,397	10,000
Over provision re prior years	(8,360)	-
Deferred Taxation	3,000	2,200
	18,037	12,200
	_ 	

NOTES TO THE FINANCIAL STATEMENTS [CONT]

FOR THE YEAR ENDED 31ST DECEMBER 1999

8. TANGIBLE FIXED ASSETS	Freehold	Plant &	Motor	TOTAL
	Property	Equipment	<u>Vehicles</u>	
COST				
Balances b/fwd	947,613	287,330	298,180	1,533,123
Additions	345,538	67,572	125,454	538,564
Disposals			(79,415)	(79,415)
Reclassification			(<u>139,436</u>)	<u>(139,436</u>)
	1,293,151	354,902	204,783	1,852,836
DEPRECIATION	•			
Balances b/fwd	97,488	235,817	78,208	411,513
Prior Period Adjustmen	nt	<u>(13,581</u>)		<u>(13,581</u>)
Bals c/fwd (restated)	97,488	222,236	78,208	397,932
Charge for Year	27,969	25,153	69,278	122,400
Disposals			(26,390)	(26,390)
Reclassification			<u>(42,314</u>)	<u>(42,314</u>)
	125,457	247,389	78,782	451,628
NET BOOK VALUES				
At 31st Dec 1999	1,167,694	107,513	126,001	1 401,208
At 31st Dec 1998 (restated)	850,125	65,094	219,972	1,135,191
(restated)				

The net book value of fixed assets held under finance leases and hire purchase agreements was £45,051 (1998 - £38,025). The depreciation charged on these assets in the year was £9,109 (1998 - £12,757).

Freehold Property includes Land at £362,000 (1998 - £212,000) which is not depreciated.

Prior Period Adjustments relate to depreciation errors in previous years. Reclassification is transfer of motor vehicles to stocks since such vehicles available for resale.

9.	INVESTMENT		<u> 1999</u>	<u> 199</u>	98
	Subsidiary Undertaking				
	Balance b/fwd		400,0	00 359	9,500
	Revaluation			40	0,500
	Disposal		(200,0	00)	
	Reclassification to P	articipating Inter	est (<u>200,0</u>	<u>)0</u>)	
			NIL	40	0,000
	Participating Interest				
	Reclassification from	Subsidiary	200,0	00	
	New Shares acquired	_	100,0	00	
			300,0		NIL
					
	Representing	Class of	Proportion of	<u>N</u>	ature of
	•	Shares Held	Voting rights	<u>b</u> .	<u>usiness</u>
	Conwy Garages Ltd	Ordinary	50%	M	otor dealers
	Conwy Garages Ltd finan	cial information	1999	19	98
	Capital and reserves		402		417,167
	Issue of ordinary sha	res	200	,000	-
	Retained profit (loss)		10	,014	(14,965)
	Prior period adjustme	ent	26	,594	••
	Capital and reserve a	t 31st December	638	,810	402,202
	Share thereof: 50% (19	98 - 100%)	319	,405	402,202
10	. STOCKS				
	Vehicles		979	,683	967,613
	Parts & Oil			•	149,004
	 -		1,147		116,617
	The total wholesale walus	eveluding VAT c			

The total wholesale value, excluding VAT, of vehicles held on consignment which are not included in the Balance Sheet was £1,659,460 (1998 - £1,475,833).

NOTES TO THE FINANCIAL STATEMENTS [CONT]

FOR THE YEAR ENDED 31ST DECEMBER 1999

			
11.	DEBTORS	<u> 1999</u>	<u> 1998</u>
	Trade Debtors	417,105	276,354
	Due from Subsidiary Undertaking	- '	79,232
	Due from Associated Company	893	-
	VAT	9,792	50,740
	Corporation Tax	1,778	-
	Prepayments and Accrued income	<u>164,986</u>	<u>146,941</u>
		<u>594,554</u>	<u>553,267</u>
12.	OTHER CREDITORS - DUE WITHIN ONE YEAR		
	PAYE	28,269	19,308
	Corporation Tax	23,397	15,000
	Short Term Loan	250,000	250,000
	Due to Associated Company	721	-
	Hire Purchase and Finance Leases	39,221	<u>23,936</u>
		341,608	308,244
13.	OBLIGATIONS UNDER FINANCE LEASES &		
	HIRE PURCHASE AGREEMENTS		
	The maturity of these amounts is as follows:		
	Amounts payable:		
	Within one year	40,401	25,616
	Less Finance charges allocated on future		
	periods	1,180	1,680
		39,221	23,936
14.	DEFERRED TAXATION		
	Balance b/fwd	25,000	22,800
	Charge for the year	3,000	2,200
	Balance c/fwd	28,000	25,000
	The provision for deferred taxation is made up of	accelerated c	apital allowances.
	There was no unprovided deferred taxation at 31st	December 1999	•

15. SECURITY GIVEN AND REPAYMENT TERMS

16.

The bank overdraft is repayable on demand and is secured by fixed and floating charges over the Company's assets. Short term loan is secured on vehicle stocks.

The obligations under hire purchase contracts are secured on the assets concerned.

Bank loan interest is charged at 1.00% over money market rates, subject to a minimum rate of 8.50%.

Bank overdraft interest is charged at 1.67% over HSBC base rate.

Secured Creditors	<u> 290,480</u>	346,262
SHARE CAPITAL Ordinary Shares of £l each Authorised	2,000,000	2,000,000
Issued & Fully Paid		1,288,000

17.	MOVEMENT IN SHAREHOLDER	rs funds &	FUNDS & RESERVES		<u>Capital</u>		
			<u>Share</u>	Redemption	Revaluation	Profit &	
		<u>Total</u>	<u>Capital</u>	Reserve	Reserve	Loss Account	
	Balances b/fwd	1,945,157	1,288,000	337,000	40,500	279,657	
	Prior Period Adjust	<u>13,581</u>				<u>13,581</u>	
	•	1,958,738	1,288,000	337,000	40,500	293,238	
	Profit for the Year	53,520				53,520	
	Transfer of realised						
	profits				(<u>20,250</u>)	20,250	
	Balances c/fwd	2.012.258	1,288,000	337,000	20.250	367.008	

Prior Period Adjustments relate to depreciation errors in previous years. Transfer of realised profits relates to sale of shares in Conwy Garages Ltd.

NOTES TO THE FINANCIAL STATEMENTS [CONT]

FOR THE YEAR ENDED 31ST DECEMBER 1999

18. CAPITAL COMMITMENTS

There were no capital committments contracted for or authorised but not contracted for at 31st December 1999.

19. RELATED PARTIES

- a] The parent undertaking is Anglesey Boat Company Limited (registered in England and Wales), which is controlled by D G Jones.

 Anglesey Boat Company Limited has not prepared Group Accounts.
- b] The Company incurred accountancy fees of £3,160 during the year from Messrs J V Banks & Co, a firm in which J H McKee is a partner.

20. CONTINGENT LIABILITY

The Company has given a guarantee of £175,000 (1998 - unlimited) against bank borrowings of Conwy Garages Ltd.

The Directors do not anticipate any liability will arise under this guarantee.

CASH FLOW STATEMENT

FOR THE YEAR ENDED 31ST DECEMBER 1999

RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES

Note	<u>8</u>	1999	1998		
Operating Profit		139,603	84,398		
Exceptional Item		(35,000)	-		
Depreciation - Tangible Assets		122,400	115,379		
Profit on Sale - Tangible Assets		(2,865)	(3,957)		
Decrease(Increase) in Stocks [exc.reclassific	ation]	66,549	1,630,850		
Decrease(Increase) in Debtors	(39,509)	86,676			
Increase(Decrease) in Creditors		26,249	(<u>1,410,415</u>)		
Net Cash Inflow from Operating Activities	£ <u>277,427</u>	£502,931			
CASH FLOW STATEMENT					
Net Cash Inflow from Operating Activities		277,427	502,931		
Returns on Investments and Servicing					
of finance	1.	(33,046)	(46,694)		
Taxation	2.	(8,418)	(55,000)		
Capital Expenditure and Financial Investment	3.	(482,674)	(202,360)		
Acquisitions and Disposals	4.	100,000			
		(146,711)	198,877		
Financing	5.	15,285	324,653		
Increase(Decrease) in cash	6.	(<u>131,426</u>)	<u>523,530</u>		
RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET DEBT (note 6)					
Increase (decrease) in cash in the period		(131,426)	523,530		
Net repayment (receipt) of hire purchase capit	tal	(15, 285)	5,247		
Change in net debt		(146,711)	528,777		
Net debt at 1 Jan 99		(108,984)	(<u>637,761</u>)		
Net debt at 31 Dec 99		(<u>255,695</u>)	(<u>108,984</u>)		

NOTES TO THE CASH FLOW STATEMENT

FOR THE YEAR ENDED 31ST DECEMBER 1999

		<u>1999</u>	1998				
-	1. Returns on investments and servicing of finance						
Interest Received		4,055	-				
Interest Paid		(<u>37,101</u>)	(<u>46,694</u>)				
		(<u>33,046</u>)	(<u>46,694</u>)				
2. Taxation							
Corporation Tax paid		(10,716)	(55,000)				
Corporation Tax refunded		2,298	•				
		(8,418)	(<u>55,000</u>)				
2 G-it-1 amanditum and financial is	ahmant						
	Capital expenditure and financial ivestment						
	Purchases of tangible fixed assets						
Sales of tangible fixed assets		<u>55,890</u>	<u>97,219</u>				
		(<u>482,674</u>)	(<u>202,360</u>)				
4. Acquisitions and disposals							
Sale of investment in subsidiary	Sale of investment in subsidiary undertaking						
Cost of investment in associated	undertaking	(<u>100,000</u>)	-				
	_	100,000					
5. Financing		_	 				
Capital receipt (repayment) of his	re purchase						
and finance leases	-	15,285	(5,247)				
Issue of ordinary share capital	Issue of ordinary share capital						
-		15,285	<u>329,900</u> <u>324,653</u>				
6. Analysis of changes in net debt	At 1 Jan	Cash	At 31 Dec				
	<u> 1999</u>	flows	<u> 1999</u>				
Cash in hand, at bank	237,278	(202,493)	34,785				
Bank Overdraft	(72,326)	71,067	(1,259)				
	164,952	(131,426)	33,526				
Debt due within one year	(<u>273,936</u>)	(15,285)	(<u>289,221</u>)				
	(108,984)	(<u>146,711</u>)	(<u>255, 695</u>)				
	,	\ <u>===</u> /	\ <u>200,000</u> ,				