

Sorven Holdings Limited
(formerly Group 4 Securitas Properties Limited)
Directors' Report and Accounts
for the year ended 31 December 2000

Registered Number 2382336



Sorven Holdings Limited
(formerly Group 4 Securitas Properties Limited)
Directors report and Accounts
for the year ended 31 December 2000
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Sorven Holdings Limited (formerly Group 4 Securitas Properties Limited)

Directors' Report for the year ended 31 December 2000

The directors submit their report and the audited financial statements of the company for the year ended 31 December 2000.

Principal activities and future developments

Sorven Holdings Limited is a management company, and in respect of its investments, the directors, expect the current level of activities to be sustained for the foreseeable future.

Change of name

On 20 July 2000 the company changed its name to Sorven Holdings Limited.

Dividends and transfers to reserves

No dividend is proposed. The amount transferred from reserves is set out in the profit and loss account on page 4.

Directors

The directors of the company during the year ended 31 December 2000 were:

N J Philip-Sorensen

G R Gibson (resigned on 4 July 2000)

T P Green (resigned on 12 July 2000)

Directors' interest in shares

The directors have no interest in the share capital of the company according to the register maintained by the company under Section 325 of the Companies Act 1985.

European Monetary Union

The directors are aware of the implications of European Monetary Union on both the information systems and other aspects of the company's operations. Management has assessed the risks associated with these issues and is reviewing the actions required to ensure that any necessary systems modifications and other initiatives are planned and completed within the time available. It is not anticipated that significant incremental expenditure will be incurred to ensure compliance with the necessary requirements within the context of ongoing expenditure plans to develop and upgrade the company's systems.

Sorven Holdings Limited **(formerly Group 4 Securitas Properties Limited)**

Directors' Report for the year ended 31 December 2000 (continued)

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 profit or loss company for that period . In preparing those 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.

Auditors

A resolution to reappoint PricewaterhouseCoopers will be proposed at the Annual General Meeting.

By Order of the Board



W G Gregory
Secretary

Sorven Holdings Limited
(formerly Group 4 Securitas Properties Limited)

Auditors' report to the members of Sorven Holdings Limited

We have audited the financial statements on pages 4 to 13.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the Annual Report. As described on page 2, this includes responsibility for preparing the financial statements, in accordance with applicable United Kingdom accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and our profession's ethical guidance.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the United Kingdom Companies Act. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions is not disclosed.

We read the other information contained in the Annual Report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

Basis of audit 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 at 31 December 2000 and of its loss and cashflows for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



PricewaterhouseCoopers
Chartered Accountants and Registered Auditors
Birmingham

6 September 2001

Sorven Holdings Limited
(formerly Group 4 Securitas Properties Limited)

Profit and loss account for the year ended 31 December 2000

	Notes	2000 £'000	1999 £'000
Administrative expenses		(447)	-
Loss on ordinary activities before taxation	3	(447)	-
Taxation on loss on ordinary activities	4	-	-
Retained loss for the financial year	10	(447)	-

All results derive from continuing operations. There were no recognised gains or losses other than the results shown above.

Sorven Holdings Limited
(formerly Group 4 Securitas Properties Limited)

Movement in shareholders' funds for the year ended 31 December 2000

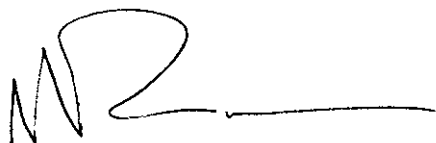
	2000 £'000	1999 £'000
Retained loss for the financial year	(447)	-
Net reduction in shareholders' funds	(447)	-
Opening shareholders' funds	1,923	1,923
Closing shareholders' funds	1,476	1,923

Sorven Holdings Limited
(formerly Group 4 Securitas Properties Limited)

Company Balance sheet as at 31 December 2000

	Notes	2000 £'000	1999 £'000
Fixed assets			
Tangible fixed assets	5	103	-
Investments	6	1,173	642
Total fixed assets		1,276	642
Current assets			
Debtors	7	5,868	5,150
Cash at bank and in hand		31	-
		5,899	5,150
Creditors: amounts falling due within one year	8	(5,699)	(3,869)
Net current assets		200	1,281
Total assets		1,476	1,923
Capital and reserves			
Called up share capital	9	2,299	2,299
Profit and loss account	10	(823)	(376)
Shareholders funds		1,476	1,923

Approved by the Board on 6th September 2001



N J Philip-Sorensen
 Director

Sorven Holdings Limited
(formerly Group 4 Securitas Properties Limited)

Cash flow statement for year ended 31 December 2000

	2000	1999
	£'000	£'000
Net cash inflow/(outflow) from operating activities	706	-
Capital expenditure and financial investment		
Payments to acquire fixed asset investments	(531)	-
Payments to acquire tangible fixed assets	(150)	-
Receipts from sales of tangible fixed assets	6	-
	(675)	-
Increase/(decrease) in cash	31	-

Notes to the cash flow statement

Reconciliation of operating loss to net cash inflow from operating activities

	2000	1999
	£'000	£'000
Operating loss	(447)	-
Depreciation charges	40	-
Loss on sale of fixed assets	1	-
Increase in debtors	(718)	-
Increase in creditors	1,830	-
Net cash inflow from operating activities	706	-

Reconciliation of net cash flow to movement in net debt

	2000	1999
	£'000	£'000
Increase in cash in year	31	-
Movement in net debt in the year	31	-
Net debt at the start of the year	-	-
Net debt at the end of the year	31	-

Analysis of changes in net debt

	At first day of year £'000	Cash flows £'000	At last day of year £'000
Cash in hand and at bank	-	31	31

Sorven Holdings Limited **(formerly Group 4 Securitas Properties Limited)**

Notes to the financial statements **for the year ended 31 December 2000**

1 Accounting policies

Basis of accounting

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

Going Concern

The directors have received confirmation of continuing financial support for the year after the date of signing these accounts from Secom Investments II NV, the owner of the company's ordinary shares. Therefore the accounts have been drawn up on the basis that the company is a going concern.

Group financial statements

The financial statements contain information about Sorven Holdings Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under Section 248 of the Companies Act 1985 from the requirement to prepare consolidated financial statements as the group it heads qualified as a medium sized group.

Pensions

The cost of providing retirement pensions and related benefits is charged to profit over the time which the company benefits from the employees services.

Deferred taxation

Provision is made under the liability method in respect of those timing differences which are expected to become payable in the foreseeable future.

Fixed asset investments

Fixed asset investments are stated at cost less an appropriate provision to reflect any impairment in the value of the investment.

Operating lease rentals

Rentals payable under operating leases are charged to the profit and loss account on a straight line basis over the life of the lease.

Foreign Currency

Assets and liabilities denominated in foreign currencies are translated into Sterling at the rate of exchange at the balance sheet date. Exchange differences arising on trading transactions are included in the profit and loss account.

Depreciation

Depreciation is calculated so as to write off the cost or valuation less estimated residual value of tangible fixed assets by the straight line method over the period of their useful lives as follows:

Plant, equipment and vehicles 10 – 33% per annum

Sorven Holdings Limited
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Notes to the financial statements
for the year ended 31 December 2000 (continued)

2 Employees

	2000 £'000	1999 £'000
Staff costs:		
Wages and salaries	261	-
Social security costs	33	-
Other pension costs	44	-
	<u>338</u>	<u>-</u>
	Number	Number
Average number of employees	<u>6</u>	<u>-</u>

No remuneration was paid to the directors for their services to the company during the year (1999: £Nil).

3 Loss on ordinary activities before taxation

	2000 £'000	1999 £'000
This is stated after charging/(crediting):		
Management cost recharges	(558)	-
Depreciation of tangible fixed assets – owned assets	40	-
Operating lease rentals:		
Plant and machinery	23	-
Auditors' remuneration for audit services	2	-
Auditors' remuneration for other services	3	-
Loss on disposal of tangible fixed assets	<u>1</u>	<u>-</u>

4 Tax on loss ordinary activities

There is no taxation charge for year ended 31 December 2000 (1999: £Nil). The company has tax losses carried forward of approximately £10,853 (1999: £10,000) available for offset against future profits.

At 31 December 2000 there was no liability for deferred tax (1999: £Nil).

Sorven Holdings Limited
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Notes to the financial statements
for the year ended 31 December 2000 (continued)

5 Tangible fixed assets

	Plant equipment and vehicles £'000
Cost	
At 31 December 1999	-
Additions	150
Disposals	(8)
	<hr/>
At 31 December 2000	142
	<hr/>
Depreciation	
At 31 December 1999	-
Charge for the year	40
Disposals	(1)
	<hr/>
	39
	<hr/>
Net book amount	
At 31 December 2000	103
	<hr/>
At 31 December 1999	-
	<hr/>

Sorven Holdings Limited
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Notes to the financial statements
for the year ended 31 December 2000 (continued)

6 Fixed assets – Investments

	Subsidiary undertakings £'000	Other £'000	Total £'000
Cost			
At 31 December 1999	639	3	642
Additions	531	-	531
At 31 December 2000	1,170	3	1,173

On 1 January 2000 the company purchased 100% of the ordinary share capital of Dormy House Hotel Limited for a consideration of £531,000. On 1 January 2000 the company received 100% of the share capital of Round the World Promocean Limited, no consideration was paid for this investment.

The company owns the whole of the issued £1 ordinary share capital of the following companies registered in England:

	Activity	Capital and reserves at 31 December 2000 £'000	Loss for the year £'000
Sorven Properties Limited	Property Services	2,285	(125)
Round The World Promocean Limited	Yacht charter	(301)	(134)
Dormy House Hotel Limited	Hotel	(442)	(257)

In the opinion of the directors, the value of the investment in the subsidiary undertaking is not less than the aggregate amount at which it is stated in these accounts.

The company holds 40% of the ordinary share capital and 100% of the preference share capital of After Design Limited, a company registered in England, which ceased trading on 31 May 1997. This investment is shown at a value of £Nil (1999: £Nil). The company also holds 25% of the ordinary share capital of Sponsormax International Limited, a company registered in England. The investment is shown at a value of £3,000 (1999: £3,000).

Sorven Holdings Limited
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Notes to the financial statements
for the year ended 31 December 2000 (continued)

7 Debtors

	2000 £'000	1999 £'000
Amounts due within one year:		
Amounts owned by group undertakings	5,846	5,150
Other debtors	22	-
	<u>5,868</u>	<u>5,150</u>

8 Creditors: amounts falling due within one year

	2000 £'000	1999 £'000
Trade creditors	50	-
Amounts owed to group undertakings	5,581	3,869
Accruals	68	-
	<u>5,699</u>	<u>3,869</u>

9 Share capital

	2000 £'000	1999 £'000
Authorised, allotted, issued and fully paid		
Ordinary shares of £1 each	<u>2,299</u>	<u>2,299</u>

10 Reserves

	Profit and loss account £'000
At 31 December 1999	(376)
Retained loss for the year	(447)
At 31 December 2000	<u>(823)</u>

Sorven Holdings Limited **(formerly Group 4 Securitas Properties Limited)**

Notes to the financial statements **for the year ended 31 December 2000 (continued)**

11 Obligations under leases

The company has entered into operating leases and has annual commitments under leases expiring as follows:

	2000	1999
	£'000	£'000
Between one and five years	14	-

12 Pension arrangements

The company contributes to a funded defined benefit pension scheme operated by Group 4 Securitas Holdings Limited.

Benefits provided under the Scheme are based on final pensionable salaries. Pensions up to the value of the Guaranteed Minimum Pension (GMP) are increased annually in line with the Retail Price Index (RPI). Under present legislation this increase is provided jointly by the Government and the Scheme. The balance of pension, which does not relate to GMP, earned by service up to 5 April 1997, is increased by 3% per annum compound. Pensions earned by service from 6 April 1997 are increased at the greater of 3% per annum or the percentage increase in the RPI for the year up to a maximum of 5%, with the exception of the Plan 4 category of membership, a plan closed to new members, which increases the balance of pension in line with the RPI. In accordance with the recommendations of the independent consulting actuary, the contribution rates are calculated using the projected unit method except for Plan 4, which uses the attained age method.

A valuation of the principal scheme, for funding purposes, was carried out by the consulting actuary, Bacon & Woodrow, as at 31 March 1999. At that date the market value of the schemes assets amounted to some 110% of the actuarial valuation of the benefits that had accrued to members after allowing for expected future increases in earnings and pensions in payment. The main actuarial assumptions were an annual rate of return on investments of 6.5%, increases in pensionable salaries of 4.0% and increases in pensions in payment of 3% per annum. The next actuarial valuation is due on 31 March 2002.

The total pension costs charged in the profit and loss account for the year ended 31 December 2000 was £54,000 (1999: £nil). This represents the amortisation of the pension surplus in the main scheme, which is being spread over the average remaining service lives under SSAP 24. As at 31 December 2000, the pension creditor held on the company's balance sheet is £Nil (1999: £Nil).

13 Related party disclosures

The company has taken advantage of the exemption under Financial Reporting Standard 8 relating to 90% subsidiary undertakings and has not disclosed details of transactions with other undertakings within the Secom Investments II NV group.

14 Parent undertaking

The company is a wholly owned subsidiary of Secom Investments II NV, which is incorporated in the Netherlands Antilles. Voting rights in Secom Investments II NV are controlled by Skagen Stichting Administraetiekantoor, a foundation established under Curacao law which is administered by a management board. This management board comprises N J Philip-Sorensen, J P van Hilten and I E M M Bogaert.