The Universal Trust Corporation

Report and Financial Statements

Year Ended 31 March 2003





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Annual report and financial statements for the year ended 31 March 2003

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Directors

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Consolidated cashflow statement

Notes forming part of the financial statements

Secretary and registered office

Company Secretary: Caversham Secretaries, Malzard House, 15 Union Street, St Helier, Jersey, Channel Islands, JE4 8TY

Registered Office: Medway House, Cantelupe Road, East Grinstead, West Sussex, RH19 3BJ

Company number

2393718

Auditors

BDO Stoy Hayward, Kings Wharf, 20-30 Kings Road, Reading, Berkshire, RG1 3EX

Report of the directors for the year ended 31 March 2003

The directors present their report together with the audited financial statements for the year ended 31 March 2003.

Results and dividends

The profit and loss account is set out on page 5 and shows the consolidated result for the year.

The directors do not recommend the payment of a dividend.

Principal activities, trading review and future developments

The group's principal activities are to provide a home visit will writing service and the sale of will writing licences and franchises. The directors are satisfied with the result for the year and anticipate growth in the future.

There have been no events since the balance sheet date which materially affect the position of the company.

Creditors payment policy

The majority of suppliers to the group are of a long standing nature and mutually acceptable payment terms have been established over the relationship period. Generally, payments are made between 30 and 60 days from the month of delivery.

In certain transactions payment terms will be agreed with suppliers as part of the overall terms of the transaction, and will be adhered to by the group.

The number of average days purchases of the company represented by trade creditors at 31 March 2003 was 20 (2002 - 28).

Directors

The directors of the company during the year and their beneficial interests in the ordinary share capital of the company were:

	Ordinary shares of £1 each		
	2003	2002	
J F de Frias (resigned 20 June 2002)	-	121,000	
A E de Frias (resigned 20 June 2002)	<u></u>	129,000	
A D D Crichton (appointed 20 June 2002)	-	-	
N J M Bell (appointed 20 June 2002)	-	-	
D J McMaster (appointed 20 June 2002)	12,500	_	
S Whale (appointed 20 June 2002)	-	-	

The interests of the directors in the ordinary share capital of its immediate parent company, Marylebone Investment Holdings Limited and its ultimate parent company, Caversham Holdings Limited are shown in the financial statements of those companies.

Report of the directors for the year ended 31 March 2003 (Continued)

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 departure disclosed and explained in the financial statements; and
- 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

BDO Stoy Hayward have expressed their willingness to continue in office and a resolution to re-appoint them will be proposed at the annual general meeting.

By order of the Board

Caversham Secretaries Limited

2000

Secretary

Date: 24 October 2003

Report of the independent auditors

To the shareholders of The Universal Trust Corporation

We have audited the financial statements of The Universal Trust Corporation on pages 5 to 19 which have been prepared under the accounting policies set out on pages 10 and 11.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

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 Companies Act 1985. 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 with the company is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Our report has been prepared pursuant to the requirements of the Companies Act 1985 and for no other purpose. No person is entitled to rely on this report unless such a person is a person entitled to rely upon this report by virtue of and for the purpose of the Companies Act 1985 or has been expressly authorised to do so by our prior written consent. Save as above, we do not accept responsibility for this report to any other person or for any other purpose and we hereby expressly disclaim any and all such liability.

Basis of opinion

We conducted our audit in accordance with United Kingdom 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.

Report of the independent auditors (Continued)

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 31 March 2003 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

BDO STOY HAYWARD

Chartered Accountants and registered Auditors Reading

Date: 27 October 2003

THE UNIVERSAL TRUST CORPORATION

Consolidated profit and loss account for the year ended 31 March 2003

Note	2003 £	2003 £	2002 £	2002 £
2		316,552		279,187
		123,014		44,856
		193,538		234,331
	5,617 35,727 73,892 543,626		10,349 21,506 12,922 112,530	
		658,862		157,307
5		(465,324)		77,024
6		160 (1,490)		2,131 (5,365)
		(466,654)		73,790
7		(13,647)		12,419
17		(453,007)		61,371
	567	\$ 5,617 35,727 73,892 543,626	£ £ £ 2 316,552 123,014 193,538 5,617 35,727 73,892 543,626 658,862 (465,324) 160 (1,490) (466,654) 7 (13,647)	£ £ £ £ 2 316,552 123,014

All amounts relate to continuing activities

All recognised gains and losses are included in the profit and loss account

There were no movements on shareholders funds apart from the result for the year

Note of historical cost profits and losses for the year ended 31 March 2003

	2003 £	2002 £
Note of historical cost profits and losses		
Reported (loss)/profit on ordinary activities before taxation	(466,654)	73,790
Difference between an historical cost depreciation charge and the actual depreciation charge for the year calculated on the revalued amount	60	60
Historical cost (loss)/profit on ordinary activities before taxation	(466,594)	73,850
Retained historical cost (loss)/profit for the year after taxation	(452,947)	61,431

Consolidated balance sheet at 31 March 2003

Note	2003 £	2003 £	2002 £	2002 £
8		-		46,194
10	-		5,738	
11	193,281		•	
	1,770		68,840	
	105.051		273 585	
	193,031		273,363	
12	403,595		67,099	
	-1,	(208,544)		206,486
		(208,544)		252,680
13		-		8,217
	•		•	
17	(460,678)		(7,671)	
		(208,544)		244,463
		(208,544)		252,680
	8 10 11	£ 8 10 11 193,281 1,770 195,051 12 403,595 ——— 13 16 250,000 17 2,134	£ £ 8 - 10 - 11 193,281 1,770 - 195,051 12 403,595 - (208,544) - (208,544) - 13 - 16 250,000 17 2,134 17 (460,678) - (208,544) - (208	£ £ £ 8 - 10 - 5,738 11 193,281 199,007 1,770 68,840 - 195,051 273,585 12 403,595 67,099 - (208,544) - (208,544) - (208,544) - (208,544) - (208,544) - (208,544) - (208,544) - (208,544) - (208,544) - (208,544) - (208,544)

The financial statements were approved by the Board on 27 October 2003

D J McMaster **Director**

Balance sheet at 31 March 2003

	Note	2003 £	2003 £	2002 £	2002 £
Fixed assets			•	~	
Investments	9		-		97,725
Current assets					
Debtors	11	185,433		168,194	
Cash at bank and in hand		1,689		47,570	
		187,122		215,764	
Creditors: amounts falling due		107,122		213,704	
within one year	12	16,110		15,975	
N.A			181 010		100 700
Net current assets			171,012		199,789
Total assets less current liabilities			171,012		297,514
Creditors: amounts falling due					
after more than one year	13		248		248
Capital and reserves					
Called up share capital	16	250,000		250,000	
Profit and loss account		(79,236)		47,266	
Equity shareholders' funds			170,764		297,266
- •					
			171,012		297,514
			-		

The financial statements were approved by the Board on 27 October 2003

D J McMaster **Director**

THE UNIVERSAL TRUST CORPORATION

Consolidated cashflow statement for the year ended 31 March 2003

	Note	2003 £	2003 £	2002 £	2002 £
Net cash (outflow)/inflow from					
operating activities	23		(59,969)		83,360
Returns on investments and servicing of finance					
Interest received		160		2,131	
Interest paid		-		(3,112)	
Interest element of finance lease					
rental payments		(1,490)		(2,253)	
Net cash outflow from returns on					4 0
investments and servicing of finance			(1,330)		(3,234)
Taxation					
UK corporation tax			(6,421)		3,110
Capital expenditure and financial inv	estment				
Payments to acquire tangible fixed	assets	(2,410)		(2,776)	
Receipts from sale of tangible fixe	d assets	8,730		1	
Net cash inflow/(outflow) from capita					
expenditure and financial investmen	t		6,320		(2,775)
Net cash (outflow)/inflow before final	ncing		(61,400)		80,461
Financing					
Capital element of finance lease		(4.6. < 20)		(** 4 ** 4 \	
rental payments		(12,678)		(5,161)	
Net cash outflow from financing			(12,678)		(5,161)
(Decrease)/increase in cash	24,25		(74,078)		75,300
•	-				·

Notes forming part of the financial statements for the year ended 31 March 2003

1 Accounting policies

The financial statements have been prepared under the historical cost convention, as modified by the revaluation of plant and machinery, and are in accordance with applicable accounting standards. The following principal accounting policies have been applied:

Basis of consolidation

The consolidated accounts incorporate the financial statements of The Universal Trust Corporation and all of its subsidiary undertakings made up to 31 March 2003. The acquisition method of accounting is used to consolidate the results of subsidiary undertakings in the group accounts.

Turnover

Turnover represents the invoiced amount of goods sold and services provided less refunds and net of value added tax.

Tangible fixed assets

The company has adopted FRS 15 and all additions to tangible fixed assets will be stated at cost. Where existing unimpaired tangible fixed assets are stated at valuation the company has taken advantage of the transitional arrangements in FRS 15 to retain these book values. Where an asset that was previously revalued is disposed of, its book value is eliminated and an appropriate transfer made from the revaluation reserve to the profit and loss reserve.

Depreciation

Depreciation is provided to write off the cost, less estimated residual values, of all fixed assets, over their expected useful lives. It is calculated at the following rates:

Plant and machinery

- 6-20% straight line

Fixtures and fittings

- 6% straight line

Motor vehicles

- 25% straight line

The carrying value of tangible fixed assets are reviewed for impairment in periods if events or changes in circumstances indicate the carrying value may not be recoverable.

Stocks

Stocks are valued at the lower of cost and net realisable value. Cost is calculated as the cost of purchase on a first in, first out basis. Net realisable value is based on estimated selling price less further costs to completion and disposal.

Valuation of investments

Investments held as fixed assets are stated at cost less any provision for a permanent diminution in value.

Notes forming part of the financial statements for the year ended 31 March 2003 (Continued)

1 Accounting policies (continued)

Deferred taxation

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date except that:

- deferred tax is not recognised on timing differences arising on the revaluation surplus for plant & machinery unless the company has entered into a binding sale agreement and is not proposing to take advantage of rollover relief; and
- the recognition of deferred tax assets is limited to the extent that the company anticipates making sufficient taxable profits in the future to absorb the reversal of the underlying timing differences.

Deferred tax balances are not discounted.

Leased assets

Where assets are financed by leasing agreements that give rights approximating to ownership ('finance leases'), the assets are treated as if they had been purchased outright. The amount capitalised is the present value of the minimum lease payments payable during the lease term. The corresponding leasing commitments are shown as amounts payable to the lessor. Depreciation on the relevant assets is charged to the profit and loss account.

Lease payments are analysed between their capital and interest components using the straight line method. The interest is charged to the profit and loss account. The capital part reduces the amounts payable to the lessor.

All other leases are treated as operating leases. Their annual rentals are charged to the profit and loss account on a straight line basis over the term of the lease.

Pension costs

Contributions to the group's defined contribution scheme are charged to the profit and loss account in the year in which they become payable.

2 Turnover and result

The group's turnover and result before taxation for the year arose wholly from its principal activity, conducted entirely in the United Kingdom.

3	Employees	2003	2002
	Staff costs for all employees, (including directors), consist of:	£	£
	Wages and salaries	179,234	63,200
	Social security costs	14,301	5,916
	Pension costs	6,667	1,235
		200,202	70,351

Notes forming part of the financial statements for the year ended 31 March 2003 (Continued)

3	Employees (continued)		
	The average weekly number of employees, (including directors), during the year was as follows:	2003 Number	2002 Number
	Management	4	2
	Administration	4	2
		8	4
4	Directors' emoluments	2003 £	2002 £
		~	~
	Remuneration	97,950	48,200
	Benefits in kind	9,059	3,355
	Compensation for loss of office Pension contributions	68,171 6,667	1 225
	rension contributions	6,667	1,235
		181,847	52,790
		2003	2002
		Number	Number
	Number of directors for whom contributions are made	1	1
	to a pension scheme	1	
5	Operating (loss)/profit	2002	2002
	This has been arrived at after charging:	2003 £	2002 £
	Depreciation	3,619	8,333
	Auditors' remuneration- audit services	7,500	4,000
	- other services Loss on sale of fixed assets	1,500 36,255	1,350 456
	Hire of office equipment - operating leases	18,098	-
6	Interest payable and similar charges	2003	2002
U	Therest payable and similar charges	£	£
	Bank overdraft	-	3,112
	Finance lease and hire purchase contracts	1,490	2,253
		1,490	5,365

Notes forming part of the financial statements for the year ended 31 March 2003 (Continued)

7	Taxation on (loss)/profit from ordinary activities	2003 £	2002 £
	Current tax		
	UK corporation tax on result of the year	(10,034)	10,034
	Adjustment in respect of previous periods	(3,613)	2,385
	Total current tax	(13,647)	12,419
	The tax assessed for the year is higher than the standard rate of corporational are explained below:	ion tax in the UK. Th	e differences
		2003 £	2002 £
	(Loss)/profit on ordinary activities before taxation	(466,654)	73,790
	(Loss)/profit on ordinary activities at the standard rate of corporation		
	tax in the UK of 19% (2002 - 20%) Effect of:	(88,664)	14,758
	Expenses not deductible for tax purposes	1,222	1,891
	Depreciation in excess of capital allowances	6,474	(1,102)
	Unused tax losses carried forward	71,344	_
	Adjustment to tax charge in respect of prior periods	(3,613)	2,385
	Utilisation of tax losses	-	(5,152)
	Other items	(410)	(361)
	Tax charge for the year	(13,647)	12,419

Factors affecting future tax charge

The group has tax losses of £375,494 available to carry forward for offset against future taxable profits.

THE UNIVERSAL TRUST CORPORATION

Notes forming part of the financial statements for the year ended 31 March 2003 (Continued)

8	Tangible assets				
	Group	Plant and machinery £	Fixtures and fittings £	Motor vehicles £	Total £
	Cost or valuation				
	At beginning of year	30,188	18,003	17,950	66,141
	Additions	1,236	1,174	-	2,410
	Disposals	(31,424)	(19,177)	(17,950)	(68,551)

	At end of year	-	-	-	-
		•			
	Depreciation				
	At beginning of year	7,870	6,063	6,014	19,947
	Provided for the year	1,812	1,101	706	3,619
	Disposals	(9,682)	(7,164)	(6,720)	(23,566)
	At end of year	-	-	-	-
	Net book value				
	At 31 March 2003	-	-	-	-
				·	
	At 31 March 2002	22,318	11,940	11,936	46,194

Included in the total net book value of tangible fixed assets held at 31 March 2003 was £nil (2002 - £16,683) in respect of assets held under finance lease and hire purchase contracts. The related depreciation charge for the year was £1,148 (2002 - £4,680).

9

Notes forming part of the financial statements for the year ended 31 March 2003 (Continued)

subsidiary undertakings 2003 £
97,725
-
97,725
97,725
-
97,725

The fixed asset investments represent shares in group undertakings.

The carrying value of the fixed asset investments was reviewed at 31 March 2003 in accordance with Financial Reporting Standard 11, "Impairment of fixed assets and goodwill". A provision of £97,725 (2002 - £nil) was made to write down the investments to their estimated recoverable amount.

The subsidiary undertakings, which are all registered in England, at the beginning and end of the year are:

	Name	Proportion of equity held		Nature of busi	ness
Just Wills plc Just Willbank Limited		100% 100%		Franchising will Dormant	lls
10	Stocks	2003 £	Group 2002 £	Con 2003 £	npany 2002 £
	Stationery		5,738	<u>-</u>	

There is no material difference between the replacement cost of stocks and the amounts stated above.

THE UNIVERSAL TRUST CORPORATION

Notes forming part of the financial statements for the year ended 31 March 2003 (Continued)

11	Debtors	Group		Company	
		2003	2002	2003	2002
		£	£	£	£
	Trade debtors	19,478	49,007	14,661	18,194
	Called up share capital not paid	150,000	150,000	150,000	150,000
	Amounts due from subsidiary undertakings	-	· -	2,377	-
	Other debtors	12,370	_	6,962	-
	Prepayments and accrued income	11,433	-	11,433	-
		193,281	199,007	185,433	168,194

With the exception of the called up share capital not paid, all amounts included in debtors fall due for payment within one year.

12	Creditors: amounts falling due within one yea	ır	r Group		Company	
	·	2003	2002	2003	2002	
		£	£	£	£	
	Bank overdraft	7,008	-	_	_	
	Trade creditors	44,947	15,472	11,770	381	
	Amounts due to ultimate parent undertaking	297,323	, -	´ -	_	
	Amounts due to subsidiary undertakings	´ -	-	_	2,644	
	Other taxes and social security costs	840	29,731	840	3,663	
	Corporation tax	_	10,034	-	6,962	
	Accruals and deferred income	52,776	6,700	3,500	2,325	
	Obligations under finance leases and hire	,	-,	-,	_,	
	purchase contracts	701	5,162	-	-	
		403,595	67,099	16,110	15,975	
13	Creditors: amounts falling due after more tha	an one year				
			Group		ipany	
		2003	2002	2003	2002	
		£	£	£	£	
	Obligations under finance leases and					
	hire purchase contracts (note 14)	-	8,2 17	-	-	
	Amounts due to subsidiary undertakings	-	-	248	248	
		-	8,217	248	248	

Notes forming part of the financial statements for the year ended 31 March 2003 (Continued)

14 Obligations under finance leases and hire purchase contracts

Obligations under finance leases and hire p	ourchase				
contracts fall due as follows:	Group		Co	Company	
	2003	2002	2003	2002	
	£	£	£	£	
In more than one year but not more					
than two years	-	8,217	-	-	

15 Deferred taxation

At 31 March 2003 there was an unprovided deferred tax asset for the group amounting to £75,491 (2002 – £2,327 liability). The deferred tax asset has not been provided as there is currently insufficient evidence to suggest that the asset will be recoverable.

16	Share capital	Authorised, allotted and called up				
		2003 Number	2002 Number	2003 £	2002 £	
	Ordinary shares of £1 each	250,000	250,000	250,000	250,000	

Within the 250,000 called up and allotted ordinary shares of £1 each, there are 150,000 shares which remain unpaid.

17	Reserves	Revaluation reserve Group £	Profit and loss account Group £	Profit and loss account Company
	At 1 April 2002 Loss for the year	2,134	(7,671) (453,007)	
	At 31 March 2003	2,134	(460,678)	(79,236)

Notes forming part of the financial statements for the year ended 31 March 2003 (Continued)

18 Commitments under operating leases

As at 31 March 2003, the group had annual commitments under non-cancellable operating leases as set out below:

	Operating leases which expire:	2003 Land and buildings £	2003 Other	2002 Land and buildings £	2002 Other
	In two to five years	-	16,785	-	-
	Over five years	27,500		-	
19	(Loss)/profit for the year attributable to	27,500	16,785	2003	2002
17	The Universal Trust Corporation Dealt with in the financial statements o			£	£
	- (Loss)/profit after taxation	i me parem company		(126,502)	22,861

The directors have taken advantage of the legal exemption conferred by Section 230(3) of the Companies Act 1985 from presenting the profit and loss account of The Universal Trust Corporation.

20 Related party transactions

The called up share capital not paid as disclosed in note 11 to these financial statements is monies owed to the company by its immediate parent company, Marylebone Investment Holdings Limited.

21 Ultimate parent company

At 31 March 2003 the company's immediate parent company was Marylebone Investment Holdings Limited, a company registered in the British Virgin Islands. The company's ultimate parent company is Caversham Holdings Limited, a company registered in Jersey.

22 Pensions

The group operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the group in an independently administered fund. The pension cost charge represents contributions payable by the group to the fund (see note 3).

Notes forming part of the financial statements for the year ended 31 March 2003 (Continued)

23	Reconciliation of operating (loss)/profit to n (outflow)/inflow from operating activities			2003 £	2002 £
	Operating (loss)/profit			(465,324)	77,024
	Depreciation			3,619	8,333
	Loss on sale of fixed assets			36,255	456
	Decrease in stocks			5,738	1,456
	Decrease in debtors			15,760	15,661
	Increase/(decrease) in creditors			343,983	(19,570)
	Net cash (outflow)/inflow from operating a	ctivities		(59,969)	83,360
24	Reconciliation of net cashflow to movement	t in net debt			
		2003	2003	2002	2002
		£	£	£	£
	(Decrease)/increase in cash in the year	(74,078)		75,300	
	Cash inflow from lease financing	12,678		5,161	
	Change in net debt Net debt at 1 April 2002		(61,400) 55,461		80,461 (25,000)
	2.00 0000 00 1 1 pm 2002				
	Net debt at 31 March 2003		(5,939)		55,461
25	Analysis of changes in net debt				
			1 April	Cash	31 March
			2002	flow	2003
			£	£	£
	Cash at bank and in hand		68,840	(67,070)	1,770
	Overdraft		-	(7,008)	(7,008)

			68,840	(74,078)	(5,238)
	Finance leases		(13,379)	12,678	(701)
			55,461	(61,400)	(5,939)