Registered Office: 40, Queen Anne Street, London, W1M OEL

Company number : 2403909

REPORT OF THE DIRECTORS

The directors submit their report and the audited consolidated accounts for the year ended 30th September, 1995.

Principal Activities and Review of Business

The company's principal activity was that of insurance intermediaries and underwriting agents.

The Group has had another year of growth in 1995. Turnover increased by 14% in 1995 in comparison to 1994, mainly as a result of organic growth. This compares to the insurance industry as a whole which has seen little growth. We continue to be regarded as one of the most influential and innovative insurance brokers in the country.

Gross profit increased to over £1.4 million, which represents a rise of 18% in comparison to the previous year. We have continued to grow the business in order to maximise shareholder value - it has not been our objective in 1995 to maximise profitability at the bottom line, although it is the long term objective of the group to provide shareholders with a 15% return each year on turnover.

1996 will be a year for the group to consolidate its very strong position whilst at the same time developing a number of highly innovative business inititatives which will be to the long term benefit of the group.

The net loss for the group after taxation for the year was £28,546, which has been deducted from the retained profit of £25,934 brought forward from the previous year. The resultant deficit of £2,612 has been carried forward. The movements in fixed assets during the year are set out in note 6 to the accounts.

Directors and their interests

The directors during the year and their interests in the shares of the company were as follows:-

	No. of Ordinary As at 30.9.1995	£1 shares As at 30.9.1994
Mr.C.L. Blackham Mr.K. Graham Mr.M.C. Evans Mr.D.T. Hopwood Mr.C. Whitfield Mr.P. Mountford	725 235 30 10	725 235 30 10 -



REPORT OF THE DIRECTORS (continued)

Directors' responsibilities

Company law requires the directors to prepare accounts 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. The directors are required to:-

- select suitable accounting policies and then apply them consistently;
- 2. 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;
- 4. prepare the financial statements on a 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 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 to prevent and detect fraud and other irregularities.

Auditors

The term of office of the auditors, Messrs. Lewis Golden & Co., Chartered Accountants and Registered Auditors, will expire at the forthcoming annual general meeting. The auditors, being eligible, have indicated their willingness to accept re-appointment.

30th July, 1996

40, Queen Anne Street, London, W1M 0EL By order of the board,

Secretary

LEWIS GOLDEN & CO

Chartered Accountants and Registered Auditors
40 QUEEN ANNE STREET · LONDON W1M 0EL · TELEPHONE 0171 580 7313

N.W.Benson FCA H.Guderley FCA A.G.Moss ACA D.C.Edwards ACA REPORT OF THE AUDITORS TO THE MEMBERS

G.G.Kinch

of

L.B. ELITE LIMITED

We have audited the financial statements on pages 4 to 16 which have been prepared under the historical cost convention and the accounting policies set out on page 8.

Respective responsibilities of directors and auditors

As described on page 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 financial statements. It also includes assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and 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 as to whether 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 and of the group's affairs as at 30th September, 1995, and of the group loss and cashflow for the year then ended and have been properly prepared in accordance with the Companies Act, 1985.

Registered Auditors

30th July 1996

CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30th SEPTEMBER, 1995

	<u>Note</u>	Year ended 30.9.1995 £	Year ended 30.9.1994 £
TURNOVER	1(b)	1,605,494	1,407,539
COST OF SALES		(<u>178,357</u>)	(<u>194,599</u>)
GROSS PROFIT		1,427,137	1,212,940
ADMINISTRATIVE EXPENSES		(1,453,014)	(1,207,839)
OTHER INCOME AND CHARGES			
Other income and interest receivable	2	23,934 (<u>34,465</u>)	16,172 (<u>27,951</u>)
(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	3,4	(36,408)	(6,678)
TAX ON ORDINARY ACTIVITIES	5	7,862	(3,213)
(LOSS)/PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		(28,546)	(9,891)
RETAINED (LOSS)/PROFIT			·
For the financial year	15	(28,546)	(9,891)

There are no recognised gains and losses other than those passing through the profit and loss account.

CONSOLIDATED BALANCE SHEET AS AT 30th SEPTEMBER, 1995

		Gr	coup	Compa	any
	<u>Note</u>	<u>1995</u> £	1994 £	1995 £	199 <u>4</u> £
		L	£	L	T.
FIXED ASSETS					
Tangible assets		183,983	205,107	165,942	179,119
Intangible assets Investment	8 9	- 1	15,000 1	10,000	15,000 10,000
		102 004	220 700		-
		183,984 ————	220,108	175,942	204,119
CURRENT ASSETS					
Debtors	10	1,976,685	3,404,392	980,672	2,725,755
in hand		201,887	421,343	112,456	250,509
		2,178,572	3,825,735	1,093,128	2,976,264
CREDITORS: amounts		(2 100 202)	(2 922 622)	(<u>1,119,439</u>)	(2.094.202)
due within one year	11	(<u>2,199,203</u>)	(3,623,633)	(<u>1,119,439</u>)	(2,364,203)
NET CURRENT ASSETS/ (LIABILITIES)		(20,631)	2,102	(26,311)	(7,939)
(32122222227)					
TOTAL ASSETS LESS					
LESS CURRENT LIABILITIES		163,353	222,210	149,631	196,180
		103,333	222,210	140,001	190,100
CREDITORS: amounts due after more					
than one year	12	(164,965)	(194,570)	(164,965)	(193,505)
PROVISIONS FOR LIABILITIES AND CHARGES					
Deferred taxation		(-)	(706)) ()	. (-)
		(1,612)	26,934		2,675
			20,334	=======================================	2,073
CAPITAL AND RESERVES					
Called up share					•
capital Profit and loss	14	1,000	1,000	1,000	1,000
account	15	(2,612)	25,934	(<u>16,334</u>)	1,675
		(1,612)	26,934	(15,334)	2,675

1998 (-DAS)

Directors.

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 30th SEPTEMBER, 1995

	<u>Note</u>	199	5	19	94
		£	£	£	£
NET CASH INFLOW/ (OUTFLOW) FROM OPERATING ACTIVITIES	16		(115,468)		197,960
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE				16 005	
Interest received Interest paid Ordinary dividends		18,429 (34,119)		16,885 (31,087)	
paid				(<u>13,793</u>)	
NET CASH OUTFLOW FROM RETURNS ON INVESTMENTS AND SERVICING OF	3				
FINANCE			(15,690)		(27,995)
TAXATION Corporation tax paid.			(8,032)		(12,171)
INVESTING ACTIVITIES Purchase of tangible fixed assets		(23,367)		(87,914)	
Sale of tangible fixed assets		-		1,500	
Purchase of intangible fixed				2,000	
assets				-	(<u>15,000</u>)
NET CASH OUTFLOW FROM INVESTING ACTIVITIES			(23,367)		(<u>101,414</u>)
NET CASH INFLOW/ (OUTFLOW) BEFORE FINANCING			(162,557)		56,380
FINANCING					
Capital element of					
hire purchase rental payments	19	(<u>50,745</u>)		(<u>38,165</u>)	•
NET FINANCING OUTFLOW FROM FINANCING			(_50,745)		(<u>38,165</u>)
INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	17,18		(213,302)		18,215
~	•				

CASHFLOW STATEMENT FOR THE YEAR ENDED 30th SEPTEMBER, 1995

Ţ	Note	1995	<u>.</u>	1994	<u>.</u>
		£	£	£	£
NET CASH INFLOW/ (OUTFLOW) FROM OPERATING ACTIVITIES	16		(32,233)		117,610
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE					
Interest received Interest paid Ordinary dividends paid.		6,924 (26,402) ()		6,564 (19,527) (<u>13,793</u>)	
NET CASH OUTFLOW FROM RETURNS ON INVESTMENTS AND SERVICING OF FINANCE			(19,478)		(26,756)
TAXATION Corporation Tax paid			(8,032)		(1,827)
INVESTING ACTIVITIES Purchase of tangible fixed assets Sale of tangible fixed assets Purchase of intangible fixed assets		(23,367)		(76,949) - (<u>15,000</u>)	
NET CASH OUTFLOW FROM INVESTMENT ACTIVITIES			(<u>23,367</u>)		(<u>91,949</u>)
NET CASH OUTFLOW BEFORE FINANCING			(83,110)		(2,922)
FINANCING Capital element of hire purchase rental payments		(48,789) ———		(31,492)	
NET CASH OUTFLOW FROM FINANCING			(<u>48,789</u>)		(_31,492)
DECREASE IN CASH AND CASH EQUIVALENTS	17,18		(131,899)		(34,414)

NOTES ON ACCOUNTS FOR THE YEAR ENDED 30th SEPTEMBER, 1995

1 ACCOUNTING POLICIES

- (a) The financial statements are prepared under the historical cost convention.
- (b) Turnover represents invoiced commission received for the company and commission invoiced for its subsidiary and survey fees receivable, and all relates to continuing activities.
- (c) Fixed assets are depreciated so as to write them off over their useful lives at the following rates:-

Leasehold property - 10% per annum on cost Fixtures and fittings - 25% per annum on cost Motor vehicles - 20% per annum on cost

- (d) Deferred taxation is provided at the relevant rates on timing differences likely to reverse within the foreseeable future.
- (e) The consolidated accounts are prepared under the historical cost convention and include the accounts of the company and its subsidiary. As provided by section 288 of the Companies Act, 1985, no profit and loss account is presented for the company.
- (f) Where assets are financed by hire purchase contracts that give rights approximating to ownership, 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.

The interest is charged to the profit and loss account equally over the term of the lease. The capital part reduces the amount payable to the lessor.

(g) Development expenditure incurred for a specific project is deferred to match with future revenues where a feasibility study has shown that the project is commercially viable.

2 INTEREST PAYABLE

NIEKESI FAIADHE	Group		Company	
	<u>1995</u> £	1994 £	1995 £	1994 £
On bank loans repayable within 5 years	1,909	583	1,909	583
On other loans repayable within 5 years	32,556	<u>27,368</u>	24,693	16,606
	34,465	27,951	26,602	17,189

NOTES ON ACCOUNTS FOR THE YEAR ENDED 30th SEPTEMBER, 1995

		Gro	up	Company		
		<u>1995</u>	<u>1994</u>	<u>1995</u>	<u>1994</u>	
		£	£	£	£	
3	OPERATING PROFIT					
	This is stated after charging:-					
	Staff costs (see note 4)	963,074	894,830	448,430	400,944	
	Auditors' remuneration other services	5,000 8,547	5,000 876	2,500 8,109	2,500 438	
	Depreciation	76,145	71,865	68,198	42,229	
4	EMPLOYEE INFORMATION					
4.1	Staff costs: (including directors' emoluments)					
	Pension costs	24,338 851,892 86,844	799,996	7,608 402,618 38,204	8,732 357,356 <u>34,856</u>	
		963,074	894,830	448,430	400,944	
4.2	Directors' emoluments	87,750	106,500	43,167	39,000	
4.3	Directors' emoluments fell within the following ranges:		<u>Number</u> directors			
	£ 0 - 5,000	2 2 1 1 0	0 0 1 2 1			

The highest paid director received £29,500(1994: £29,500).

4.4 The average weekly number of employees for the group during the period was 57 (1994: 48).

NOTES ON ACCOUNTS FOR THE YEAR ENDED 30th SEPTEMBER, 1995

5 TAXATION

		Grou	p	Compai	ny
		<u>1995</u> £	1994 £	1995 £	1994 £
5.1	The tax (credit) / charge on the profit on ordinary activities fo the period was as follows:-	r			
	U.K. Corporation tax at 25% (1994: 25%)	-	3,213	-	-
	previous years Payment for group relief	(7,862) 	<u>-</u>	(4,368)	- (<u>5,262</u>)
		(7,862)	3,213	(4,368)	(5,262) ———

5.2 The company is a close company within the terms of the Income and Corporation Taxes Act, 1988.

NOTES ON ACCOUNTS FOR THE YEAR ENDED 30th SEPTEMBER, 1995

6	TANGIBLE FIXED ASSETS (GROUP) COST	Short term leasehold <u>property</u> £		Motor <u>vehicles</u> £	<u>Total</u> £
	As at 1st October, 1994 Additions Disposals	8,965 - 	236,279 55,021	66,369	311,613 55,021 ()
	As at 30th September, 1995. DEPRECIATION	8,965 ———	291,300	66,369	366,634
	As at 1st October, 1994 Charge for the period Disposals	896 448 —-	80,583 64,119	25,027 11,578	
	As at 30th September, 1995	1,344	144,702	36,605	182,651
	NET BOOK VALUE As at 30th September, 1994.	8,069	155,696	41,342	205,107
	As at 30th September, 1995.	7,621	146,598	29,764	183,983

Included in the above totals are the following assets, which are subject to hire purchase contracts:-

Cost as at 30.9.1995	193,840
30.9.1995	(<u>93,332</u>)
Net book value as at 30.9.1994	100,508
Depreciation charge for the year	46,360

NOTES ON ACCOUNTS FOR THE YEAR ENDED 30th SEPTEMBER, 1995

TANGIBLE FIXED ASSETS (COMPANY)

intoided inted needle (contint	+ /			
COST	Short-term leasehold property £	Fixtures, fittings and equipment £	Motor vehicles £	<u>Total</u> £
As at 1st October, 1994 Additions As at 30th September, 199 DEPRECIATION	-	226,809 55,021 281,830	38,474	274,248 55,021 329,269
As at 1st October, 1994 Charge for the period		79,290 61,751	14,942 <u>5,999</u>	95,129 <u>68,198</u>
As at 30th September, 199	95. 1,345	141,041	20,941	163,327
As at 30th September, 199		147,519	23,532 17,533	179,119

Included in the above totals are the following assets, which are subject to hire purchase contracts:-

£

Cost as at 30.9.1995..... 181,840 Accumulated depreciation as at 30.9.1995..... (86,799)Net book value as at 30.9.1995..... 95,041 Depreciation charge for the year.... 43,960 INTANGIBLE FIXED ASSETS

8

	1995 £	<u>1994</u> £
Deferred development expenditure	-	15,000

INVESTMENT

The company owns the share capital of the following company which is incorporated in Great Britain: Charobolding

	<u> </u>	<u>Snarenolding</u>
		%
Layton Blackham Insurance		
Brokers Limited	10,000	100
		

NOTES ON ACCOUNTS FOR THE YEAR ENDED 30th SEPTEMBER, 1995

10	DEBTORS	Group <u>1995</u> 1994		Company	
				<u> 1995</u>	1994
		£	£	£	£
	Trade debtors	1,858,041	3,360,314	866,736	2,677,605
	undertaking Other debtors Prepayments and accrued income Corporation tax recoverable	- 10,528	12,130	- 10,528	10,441 12,130
		98,834	29,822	94,126	23,453
		9,282	2,126	9,282	2,126
		1,976,685	3,404,392	980,672	2,725,755
11	CREDITORS: amounts falling within one year	due			
Bank loans and overdrafts Trade creditors Amounts owed to group undertakings Corporation tax Other taxation and	9,918 1,951,567	8,890 3,691,690	882,817	8,890 2,869,736	
	-	5,244	7,349 -	5,244	
	social security costs.	28,023	30,600	28,023	30,600
	Other creditors	64,299	37,450	63,233	35,494
	Accruals	<u>145,396</u>	49,759	128,099	34,239
	2,199,203	3,823,633	1,119,439	2,984,203	
12	CREDITORS: amounts falling after more than one year	due			
Bank loans	23,614 111,053	30,795 111,052	23,614 111,053	30,796 111,052	
		30,298	52,723	30,298	<u>51,657</u>
		164,965	194,570	164,965	193,505

NOTES ON ACCOUNTS FOR THE YEAR ENDED 30th SEPTEMBER, 1995

13 OBLIGATIONS UNDER HIRE PURCHASE CONTRACTS

		Group 1995 1994 £ £	Company 1995 £	, 1994 £
	Obligations are due as follows:			
	Within 1 year	46,597 37,427	45,530	35,471
	Within 1 to 2 years	26,139 34,573	26,139	33,506
	Within 2 to 5 years	4,160 18,151	4,160	18,151
		76,896 90,151 ———	75,829 ———	87,128
14	SHARE CAPITAL			
	Authorised:- 1,000 ordinary shares of £1 each		1,000	1,000
	Allotted, issued and fully paid		1,000	1,000
15	RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS	Group <u>1995</u> <u>199</u> £ £	· · · · · · · · · · · · · · · · · · ·	pany <u>1994</u> £ .
	Retained (loss)/profit for the financial period	(28,546) (9,	891) (18,009)	(14,484)
	Opening shareholders' funds	<u>26,934</u> <u>36,</u>	82 <u>5</u> 2,67 <u>5</u>	17,159
	Closing shareholders' funds	(1,612) 26,	934 (15,334)	2,675

NOTES ON ACCOUNTS FOR THE YEAR ENDED 30th SEPTEMBER, 1995

		Group <u>1995</u> £	<u>1994</u> £	Comp <u>1995</u> £	pany 1994 £
16	RECONCILIATION OF OPERATING PROFIT TO NET CASH (OUTFLOW), INFLOW FROM OPERATING ACTIVITIES	/			· .
	Depreciation charges (Profit)/Loss on sale	(25,876) 76,144	50,084	(6,906) 68,197	
	<pre>Increase in creditors (1) Net cash inflow/</pre>	- (,458,156 (,623,892)			(452,961) 534,932
	(outflow) from operating activities (115,468)	197,960	(32,233)	117,610
17	ANALYSIS OF CHANGES IN CASH AND CASH EQUIVALENTS DURING THE PERIOD				
	Balance at 1st October, 1994 Net cash inflow/(outflow)	381,657 (<u>213,302</u>)	363,442 18,215	210,823 (<u>131,899</u>)	
	Balance at 30th September, 1995	168,355	381,657	78,924	210,823
18	ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS SHOWN IN THE BALANCE SHEET				
		<u>1</u> :	9 <u>95</u> £	1994 £	Change in <u>Period</u> f
	Group:- Cash at bank and in hand	168	,355	381,657	(213,302) ———
	Company:- Cash at bank and in hand	78	,924	210,823	(131,899) ———

NOTES ON ACCOUNTS FOR THE YEAR ENDED 30th SEPTEMBER, 1995

19 ANALYSIS OF CHANGES IN FINANCING DURING THE PERIOD

	Group		Compa	iny
	<u>1995</u> £	<u>1994</u> £	<u>1995</u> £	<u>1994</u> £
Hire purchase obligations:- As at 1st October, 1994 Cash outflow from	90,151	67,467	87,128	57,594
financing	(50,745)	(38,165)	(48,789)	(31,492)
	37,488	60,849	37,489	61,026
	76,894	90,151	75,828	87,128
Loans:-				
As at 1st October, 1994 Cash inflow from financing	111,052	111,052	111,052	111,052
	-			
As at 30th September, 1995	111,052	111,052	111,052	111,052

20 CONVERTIBLE DEBT

The group holds no convertible debt. Capital relates to equity capital only.