# Arun Estate Agencies Limited

Report and Financial Statements

♦ For the year ended 31 December 1994 ♦



**COMPANY NO 2597969** 

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## **COMPANY INFORMATION**

Directors

P A Rooney

(Chairman)

S L Rooney

B T Matthews

M J Beer

(appointed 04.01.94)

Secretary

Provident Life Association Limited

Registered office

5 East Street Horsham West Sussex RH12 1HH

Registered number

2597969

Auditors

Robson Rhodes The Galleria Station Road Crawley West Sussex RH10 1HY

### REPORT OF THE DIRECTORS

The directors present their report on the audited financial statements for the year ended 31 December 1994.

### Principal activities

The principal activity of the company during the year was estate agency and related services.

### Business review and future developments

The group made a loss of £581,000 in the year, which compares favourably with the 1993 loss of £1,413,000 and principally may be attributed to the restructuring of the subsidiary acquired, in 1993 and the matters set out below.

Whilst the house sales market fell in 1994, the original Arun business managed to increase its turnover (residential income up 2%, financial services income up 14%) whilst containing its costs to a less than 4% increase.

In the falling house sales market the new 'DAS' business acquired in 1993 required a major reorganisation to cut costs resulting in the closure of 11 of the original 36 branches.

To improve the cash position, the Directors took the opportunity to carry out a sale and lease back of a proportion of the vehicle fleet generating some £380,000.

From 1 January 1995 the professional services division trading as Ward & Partners Surveyors has been transferred into a wholly owned subsidiary of Arun Estate Agencies Ltd and renamed Andersons & Associates Ltd with its own management team. The overall objective being to give added focus to this side of the business. Three new surveying offices have been opened outside the existing area in the first quarter of 1995.

House sales in the first four months of 1995 are some 13% down on the same period last year due, the board believes, to increasing interest charges, falling MIRAS relief and the governments committment to abolishing mortgage support in the event of redundancy. However there were some signs of recovery in the market during May and the directors hope this will continue and be reflected in the results for both estate agency and related services.

Michael Beer was appointed Financial Services Director from 1 January 1994.

#### Results and dividends

The group made a loss of £581,000 in the year (1993 - loss £1,413,000), which has been transferred to reserves.

The preference dividend on the fixed cumulative preference shares not has been accrued for the year.

### Fixed assets

The movement to the fixed assets account is as set out in note 9 to the financial statements.

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## REPORT OF THE DIRECTORS (continued)

#### **Directors**

The present directors of the company are set out on page 1. M R Rose resigned as a director on 9 September 1994. Those directors serving at the end of the year had interest in the share capital of the company at 31 December as follows:

	1994 No of £1 shares	1993 No of £1 shares
P A Rooney	1,049	1,049
S L Rooney	1	1
B T Matthews	-	_
M J Beer	-	-
M R Rose	-	_
	•	

## Statement of directors' responsibilities for the financial statements

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 the group and of the profit or loss of the Group for that period. In preparing these financial statements, the directors have:

- selected suitable accounting policies and applied them consistently;
- made judgements and estimates that are reasonable and prudent;
- followed applicable accounting standards; and
- prepared the financial statements on the going concern basis.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time, the financial position of the company and the group and 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

### **Employees**

Efforts have been made to consult with and inform employees on matters which concern them with emphasis on the continuing growth and development of the company. Communication is principally through the regional and branch management structure.

#### **Auditors**

Robson Rhodes have expressed their willingness to continue in office, and a resolution to appoint them will be proposed at the forthcoming annual general meeting.

# REPORT OF THE DIRECTORS (continued)

Approval

The report of the directors was approved by the Board on 7 June 1995 and signed on its behalf by:

M

Provident Life Association Limited Secretary

# AUDITORS' REPORT TO THE SHAREHOLDERS OF ARUN ESTATE AGENCIES LIMITED

We have audited the financial statements on pages 6 to 22 which have been prepared on the basis of the accounting policies set out on pages 10 and 11.

## Respective responsibilities of directors and auditors

As described on page 3 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.

### Fundamental uncertainty

In forming our opinion we have considered the adequacy of disclosures made in the financial statements concerning the availability of sufficient finance to the Group. The financial statements have been prepared on a going concern basis, the validity of which depends upon continued funding being available. Details of the circumstances relating to this fundamental uncertainty are described in note 1. Our opinion is not qualified in this respect.

#### **Opinion**

In our opinion the financial statements give a true and fair view of the state of affairs of the company and the group as at 31 December 1994 and of the group's loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Robson Rhodes

Chartered Accountants and Registered Auditor

Crawley

7 June 1995

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# CONSOLIDATED PROFIT AND LOSS ACCOUNT for the year ended 31 December 1994

	Notes	1994 £'000	1993 £'000
Turnover - continuing operations		19,756	18,987
Operating costs	2	(19,957)	(19,991)
Operating loss - continuing operations		(201)	(1,004)
Interest receivable Interest payable	5 6	10 (390)	19 (428)
Loss on ordinary activities before taxation Taxation	7	(581)	(1,413)
Loss on ordinary activities after taxation Dividends	8	(581) -	(1,413)
Retained loss for the year	16	(581)	(1,413)

There were no recognised gains or losses other than the figures reported above.

# CONSOLIDATED BALANCE SHEET 31 December 1994

	Note	1994 £'000	1993 £'000
Fixed assets		- ***	2 000
Tangible assets	9	2,078	2,112
Current assets			·
Debtors	11	2,160	1,619
Cash at bank and in hand		49	104
		2,209	1,723
Creditors: amounts falling due within one year	12	(4,659)	(3,503)
Net current liabilities		(2,450)	(1,780)
Total assets less current liabilities		(372)	332
Creditors: amounts falling due after more than one year	13	(4,059)	(4,015)
Provision for liabilities and charges	14	(319)	(486)
Net liabilities		(4,750)	(4,169)
Capital and reserves			
Called up share capital	15	1,701	1,701
Profit and loss account	16	(6,864)	(6,283)
Capital reserve	16	413	413
Shareholders' funds	17	(4,750)	(4,169)

# COMPANY BALANCE SHEET 31 December 1994

Fixed assets	Note	1994 £'000	1993 £'000
Tangible assets Investments	9	2,009	1,842
Current assets		2,009	1,842
Debtors Cash at bank and in hand	11	1,778 47	1,201 15
Creditors: amounts falling due within one year	12	1,825 (3,321)	1,216 (2,720)
Net current liabilities		(1,496)	(1,504)
Total assets less current liabilities		513	338
Creditors: amounts falling due after more than one year	13	(3,894)	(3,749)
Provision for liabilities and charges	14	(140)	(286)
Net liabilities		(3,521)	(3,697)
Capital and reserves			
Called up share capital Profit and loss account	15 16	1,701 (5,222)	1,701 (5,398)
Shareholders' funds	17	(3,521)	(3,697)

The financial statements were approved by the Board on June 1995 and signed on its behalf by:

Paul Anthony Rooney

Director

# CONSOLIDATED CASHFLOW STATEMENT for the year ended 31 December 1994

	Note	1994 £'000	1993 £'000
Net cash inflow/(outflow) from operating activities Returns on investment and servicing of	19	184	(512)
finance			
Interest received Interest paid		7 (394)	19 (614)
Net cash (outflow) from returns on investments and servicing of finance		(387)	(595)
Taxation		<u> </u>	_
Net after tax cash (outflow) from revenue activities		(203)	(1,107)
Investing activities Payments to acquire tangible fixed assets Purchase of subsidiary undertaking		(166)	(285) 700
Receipts from sale of tangible fixed assets		605	121
Net cash inflow from investing activities		439	536
Net cash inflow/(outflow) before financing		236	(571)
Financing Loan from financial institution Capital element of finance lease payments		350 (359)	643 (195)
Increase/(decrease) in cash and cash equivalents	20	227	(123)

### 1. ACCOUNTING POLICIES

#### Basis of accounting

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

As permitted by Section 230 of the Companies Act 1985 the profit and loss account of the parent company has not been separately presented in the financial statements.

In the opinion of the directors, the going concern basis is appropriate because the directors expect that the Groups financial institution lender will continue to provide financial support, the Group is currently within the limit of its facility.

#### Basis of consolidation

The group's accounts consolidate the accounts of the company and all its subsidiary undertakings at 31 December 1994 using acquisition accounting.

The capital reserve represents the difference between the cost value of the net assets acquired and cost is transferred to reserves in the year of acquisition.

#### Turnover

Turnover comprises commission and fees receivable. Commission earned on sales of residential and commercial property is accounted for on the exchange of contracts for such sales (excluding VAT).

#### Tangible fixed assets and depreciation

All freehold properties are maintained, as a matter of company policy, by a programme of repair and refurbishing such that residual values of these properties are at least equal to their book values. Having regard to this, it is the opinion of the directors that depreciation of any such property as required by the Companies Act 1985 and standard accounting practice would not be material.

Depreciation is provided evenly on the cost of other tangible fixed assets, to write them down to their estimated residual values over their estimated useful lives at the following annual rates:

Fixtures, fittings and equipment 15% - 50%

Motor vehicles 25%

Short leasehold premiums are amortised over the shorter of the remaining length of the lease, or useful economic life of the leasehold.

## 1. ACCOUNTING POLICIES (continued)

### Provisions for dilapidations

The group has an obligation under certain lease agreements to carry out dilapidations work relating to certain lease agreements.

#### Leased assets

Where assets are financed by leasing agreements, the assets are included in the balance sheet at cost less depreciation in accordance with the company's normal accounting policies. The present value of future rentals is shown as a liability. The interest element of rental obligations is charged to the profit and loss account over the period of the lease in proportion to the balance of capital repayments outstanding.

Rentals payable under operating leases are charged to the profit and loss account as incurred.

#### **Taxation**

The charge for taxation is based on the results for the year and takes into account taxation deferred or accelerated because of timing differences between the treatment of certain items for accounting and taxation purposes.

Provision for deferred taxation is made under the liability method only to the extent that it is probable that the liability will become payable in the foreseeable future.

#### Pensions

The company operates two defined contribution pension schemes - the assets of the schemes are invested and managed independently of the finances of the company. The pension cost charge represents contributions payable in the year. The schemes entitled "The Arun Estates Staff Pension Scheme" and "The Arun Estates Executive Pension Scheme" were formed on 17 October 1991. The contribution rate for employees under the staff scheme is 3% of pensionable salaries whereas the employer's rates range from 3% - 6%. The rates for the executive scheme are 5% and 5% - 10% respectively.

### 2. OPERATING LOSS

Operating loss for the period is arrived at after charging:

	1994 £'000	1993 £'000
Staff costs Auditors' remuneration - audit - other services Depreciation of tangible assets Operating lease rentals - land and buildings Other operating charges	11,525 26 25 584 1,969 5,828	10,964 32 9 538 2,055 6,393
	19,957	19,991

## 3. DIRECTORS AND DIRECTORS INTERESTS

Directors' emol	uments	1994 £'000	1993 £'000
Management re Fees	· ·	620	446
Pension contrib	utions		3
		645	429
		Chairman a paid di . 1994	
Fees/manageme	ent remuneration	£'000 480	£'000 350
	er directors, excluding utions, in the ranges:		
£10,001 £30,001 £40,001 £50,001	- £15,000 - £35,000 - £45,000 - £55,000	Nos 1 1 1 1	Nos 1 1 1

The company paid operating rentals and insurance of £103,565 to Rooney & Co of which Paul Rooney is the sole proprietor.

### 4. EMPLOYEES AND PENSIONS

4.	EMPLOYEES AND PENSIONS		
		1994 No	1993 No
	Average weekly number of employees, including directors, employed by the Group during the year was:		710
	<ul> <li>Administration and management</li> <li>Operations, including branch staff</li> </ul>	40 766	42 750
		806	792
	Staff costs	£'000	£'000
	Wages and salaries Social security costs Other pension costs	10,400 1,032 93	9,851 1,050 63
		11,525	10,964
5.	INTEREST AND OTHER INCOME RECEIVABLE	1994 £'000	1993 £'000
	Interest receivable	10	19
6.	INTEREST PAYABLE		
		1994 £'000	1993 £'000
	On bank overdraft and other loans repayable wholly within 5 years	352	376
	On hire purchase contracts	38	53
		390	428

## 7. TAXATION ON ORDINARY ACTIVITIES

No provision for taxation is considered necessary due to the losses incurred during the year. The Group has surplus trading losses of approximately £4,000,000 (1993: £4,300,000) for taxation purposes.

### 8. DIVIDENDS

No preference dividends have been accounted for because the Group has insufficient distributable profits. The amount of dividend at 31 December 1994 was £255,000 (31 December 1993: £215,000).

## 9. FIXED ASSETS

Group	I and a-	.d k			
Tangible assets	Freehold	d buildings Short leasehold	Motor vehicles	Furniture, fixtures & office	Total
Cost	£'000	£'000	£'000	equipment £'000	£'000
Cost at 1 January 1994 Additions	1,112	51	1,937 494	1,119 148	4,219 642
Disposals	<del></del>		(763)	-	(763)
At 31 December 1994	1,112	51	1,668	1,267	4,098
<b>Depreciation</b> At 1 January 1994			1.004		
Provided during the year	-	9 4	1,284 450	814 130	2,107 584
Disposals	<del>-</del>		(671)	<del>-</del>	(671)
At 31 December 1994	-	13	1,063	944	2,020
Net book value At 31 December 1994	1,112	38	605	323	2,078
At 31 December 1993	1,112	42	653	305	2,112
				<del></del>	

The net book value of motor vehicles includes £552,000 (1993: £414,000) in respect of assets held under finance leases. Depreciation charged in the year on those assets amounted to £401,000 (1993: £185,000).

## 9. FIXED ASSETS (continued)

Company					
Tangible assets	Land an Freehold	d buildings Short leasehold	Motor vehicles	Furniture,	Total
Cost	£'000	£'000	£'000	fixtures & office equipment £'000	£'000
Cost at 1 January 1994 Additions Disposals	1,112	51	1,092 491 (674)	596 131	2,851 622 (674)
At 31 December 1994	1,112	51	909	727	2,799
Depreciation At 1 January 1994 Provided during the year Disposals	-	9 4	665 271 (589)	335 95	1,009 370 (589)
At 31 December 1994	-	13	347	430	<b>7</b> 90
Net book value At 31 December 1994	1,112	38	562	297	2,009
At 31 December 1993	1,112	42	427	261	1,842

The net book value of motor vehicles includes £509,000 (1993: £180,000) in respect of assets held under finance leases. Depreciation charged in the year on those assets amounted to £226,000 (1993: £4,000).

## 10. INVESTMENT IN SUBSIDIARY UNDERTAKINGS

The following subsidiaries were acquired during 1993 for a cost of £1.

Principal trading subsidiaries during the year were:-

Parent
and group
interest in
ordinary
shares and Country of
voting incorporation or
rights registration Principal activity

Douglas Allen Spiro (Holdings) Ltd

Douglas Allen Spiro Financial Services Limited

100% England & Wales Estate Agencies

England & Wales Financial Services

Douglas Allen Spiro Financial Services Limited became dormant on 30 June 1994.

### 11. DEBTORS

	Group 1994 £'000	Company 1994 £'000	Group 1993 £'000	Company 1993 £'000
Trade debtors	1,028	817	874	669
Amounts due from subsidiary undertakings Other debtors	245	- 21 <i>5</i>	-	-
	245	215	86	78
Prepayments and accrued income	2,160	746 	1,619	1,201

## 12. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group 1994 £'000	Company 1994 £'000	Group 1993 £'000	Company 1993 £'000
Bank overdraft	38	-	320	69
Trade creditors	721	473	405	304
Other taxation and social security	1,130	956	793	643
Obligations under hire purchase leases	362	217	289	67
Other creditors	176	176	39	(15)
Accruals and deferred income	1,122	989	897	892
Loan from financial institution (see note 13)	1,110	510	760	760
	4,659	3,321	3,503	2,720

The loan is secured over all the assets of the company.

## 13. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	Group 1994 £'000	Company 1994 £'000	Group 1993 £'000	Company 1993 £'000
Loan from financial institution Obligations under hire purchase leases	3,640 419	3,640 254	3,640 375	3,640 109
100,000	4,059	3,894	4,015	3,749
The above obligations are repayable:				····
Between one and two years Between two and five years After five years	362 4,059	217 · 3,894	289 4,015	67 3,749
	4,421	4,111	4,304	3,816

After consulting with the lender, the directors of Arun Estate Agencies Limited consider that the loan from the financial institution will be available to the company on a permanent basis.

Accordingly, in order to give a true & fair view, this loan is split between creditors amounts falling due within one year and creditors amounts falling due after more than one year.

### 14. PROVISIONS FOR LIABILITIES AND CHARGES

Dilapidations provision	Group £'000	Company £'000
At 1 January 1994 Charged against provision	486 (167)	286 (146)
At 31 December 1994	319	140

The dilapidations provision brought forward represents for the company monies received from Prudential Property Services Limited in respect of dilapidations work required to be carried out on leasehold properties acquired. Additionally, on the acquisition of the subsidiary undertaking in 1993, a provision was established to carry out dilapidations repair work on certain leases acquired in the year.

## 15. SHARE CAPITAL

	Auth	orised	Allotted an	d fully paid
	1994 £'000	1993 £'000	1994 £'000	1993 £'000
1,050 ordinary shares of £1 each 1,700,000 preference shares of £1 each	1 1,700	1,700	1 1,700	1,700
	1,701	1,701	1,701	1,701

The number of shares redeemable by the following dates are as set out below:

Redemption date	. Number of preference shares to be redeemed
25 February 1998	100,000
25 February 1999	200,000
25 February 2000	200,000
25 February 2002	1,195,000
25 February 2003	5,000

The final 5,000 shares can be redeemed only on the above date.

### 16. RESERVES

	Capital reserve £'000	Profit and loss account £'000
Group		
At 1 January 1994 Retained loss for the year	413	(6,283) (581)
At 31 December 1994	412	(6.964)
At 31 December 1994	413	(6,864)
Company		Profit and loss account £'000
Company At 1 January 1994 Retained profit for the year		(5,398) 176
At 31 December 1994		(5,222)

## 17. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	1994 £'000	1993 £'000
Group Loss for the financial year Proceeds of preference share issue Capital reserve on acquisition of subsidiary	(581)	(1,413) 1,700 413
(Decrease)/Increase in shareholders' funds	(581)	700
Opening shareholders' funds as previously reported Prior year adjustment	(4,169)	(4,448) (421)
Adjusted opening shareholders' funds	(4,169)	(4,869)
Closing shareholders' funds	(4,750)	(4,169)
Company Profit/(loss) for the financial year Proceeds of preference share issue	176	(528) 1,700
Increase in shareholders' funds	176	1,172
Opening shareholders' funds - as previously reported Prior year adjustment	(3,697)	(4,448) (421)
Adjusted opening shareholders funds	(3,697)	(4,869)
Closing shareholders' funds	(3,521)	(3,697)

The prior year adjustment in 1993 represents the transfer of the dilapidations reserve to a provision account (see Note 14).

### 18. FINANCIAL COMMITMENTS

### Capital commitments

There were no capital commitments either contracted for or approved by the directors but not contracted for (1993: £Nil).

### Operating lease commitments

The payments which the group is committed to make in the next year under operating leases are as follows:

I and and huildings looses aunining.	Group 1994 £'000	Company 1994 £'000	Group 1993 £'000	Company 1993 £'000
Land and buildings, leases expiring: Within one year	59	44	67	33
Between two and five years	305	219 .	244	170
Beyond five years	1,533	1,340	1,614	1,098
	1,897	1,603	1,925	1,301
	Group 1994 £'000	Company 1994 £'000	Group 1993 £'000	Company 1993 £'000
Plant and machinery, leases expiring:				
Within one year	~~			
	95	95	-	-
Between two and five years	95 110	95 110	-	-
			-	- - - -

# 19. RECONCILIATION OF OPERATING LOSS TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	1994 £'000	1993 £'000
Operating loss	(201)	(1,004)
Depreciation of tangible fixed assets	584	538
Profit on disposal of tangible fixed assets	(513)	(46)
Provision for dilapidations	(167)	(135)
(Increase) in debtors	(538)	(623)
Increase in creditors	1,019	758
Net cash inflow/(outflow) from operating activities	184	(512)

# 20. ANALYSIS OF CHANGES IN CASH AND CASH EQUIVALENTS DURING THE PERIOD

	1994 £'000	1993 £'000
Balance at 1 January 1994 Net cash inflow/(outflow)	(216) 227	(93) (123)
Balance at 31 December 1994	11	(216)

# 21. ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS AS SHOWN IN THE BALANCE SHEET

THE BASANCE SHEET	1994 £'000	1993 £'000
Cash at bank and in hand Bank overdrafts	49 (38)	104 (320)
	11	(216)

## 22. ANALYSIS OF CHANGES IN FINANCING DURING THE YEAR

	Share Capital £'000	Loans £'000	Finance lease obligations £'000
At 1 January 1994 Inception of finance leases Cashflow from financing Capital element of finance lease payments	1,701 - - -	4,400 350	664 476 - (359)
At 31 December 1994	1,701	4,750	781