AA THE DRIVING SCHOOL AGENCY LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 JANUARY 2010

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 JANUARY 2010

The Directors present their report and audited financial statements of AA The Driving School Agency Limited ("the Company") for the year ended 31 January 2010

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

The principal activity of the Company is to act as Agent to collect and hold sums of money, subject to agency agreements. The Company does not trade

DIVIDENDS

The Directors do not recommend the payment of a dividend in respect of the year (2009 £nil)

DIRECTORS

The directors, who held office during the period, were as follows

S M Howard A J P Strong

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are required by law 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 for the year

The Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The Directors confirm that the accounting policies are appropriate to the Company's business and have been applied consistently. In preparing the financial statements for the year, the Directors have made reasonable and prudent judgements, have ensured that applicable accounting standards have been followed, and confirm that it is appropriate to prepare the financial statements on a going concern basis.

The Directors are responsible for maintaining 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 2006. 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

DIRECTORS' REPORT (continued)

FOR THE YEAR ENDED 31 JANUARY 2010

RE-APPOINTMENT OF AUDITORS

In accordance with section 487(2) of the Companies Act 2006, the Auditor Ernst & Young LLP is deemed reappointed

DISCLOSURE OF INFORMATION TO AUDITORS

Each current Director has made enquiries of their fellow directors and the Company's auditor and taken all the steps that they are obliged to take as a director in order to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information

Relevant audit information is that information needed by the auditor in connection with preparing its report. So far as each director approving this report is aware, and based on the above steps, there is no relevant audit information of which the auditor is unaware.

In preparing the Directors Report, the Directors have taken advantage of the exemptions from making full disclosure, as permitted by the small companies regime under Part 15 of the Companies Act 2006

BY ORDER OF THE BOARD

40mm Ms

J DAVIES COMPANY SECRETARY

A August 2010

Registered Office Fanum House Basing View Basingstoke

Hampshire RG21 4EA

Registered Number 2733119

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF AA THE DRIVING SCHOOL AGENCY LIMITED

We have audited the financial statements of the AA The Driving School Agency Limited for the year ended 31 January 2010 which comprise the Balance Sheet and the related notes 1 to 10. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page 1, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 January 2010,
- · have been properly prepared in accordance with United Kingdom Generally Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

James Lenton (Senior Statutory Audutor)

For and on behalf of Ernst & Young LLP, Statutory Auditor

Grant & Jony LL

London

August 2010

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BALANCE SHEET AT 31 JANUARY 2010

	Notes	2010 £	2009 £
CURRENT ASSETS		*	*
Debtors	5	2,164,113	2,929,602
CREDITORS (amounts falling due within one year)	6	(2,164,111)	(2,929,600)
NET CURRENT ASSETS		2	2
NET ASSETS		2	2
CAPITAL AND RESERVES			
Called up share capital	7	2	2
EQUITY SHAREHOLDER'S FUNDS	•	2	2

The financial statements on pages 4 to 6 were approved by the board of directors on August 2010 and were signed on its behalf by

S M HOWARD DIRECTOR

The notes on pages 5 to 6 form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

1 ACCOUNTING POLICIES

The financial statements are prepared under the historical cost convention and in accordance with applicable accounting standards as defined in the Companies Act 2006 s 464

The financial statements are prepared on a going concern basis. A summary of the accounting policies, which have been applied on a consistent basis with the prior year, is set out below

Cash flow statement

The Directors have taken advantage of the exemption available under FRS 1 (Cash flow statements) of the requirement to prepare a cash flow statement as a consolidated cash flow statement has been presented in the financial statements of the ultimate parent undertaking, Acromas Holdings Limited

2 GROSS RECEIPTS

Gross pupil receipts for the year ended 31 January 2010, where the Company collects and holds sums of money subject to agency agreements, were £21 million (2009 £18 million)

3 AUDITOR'S REMUNERATION

The audit fee of £3,000 has been borne by another group company (2009 £3,000)

4 DIRECTORS' EMOLUMENTS

S M Howard and A J P Strong are remunerated by Saga Group Limited, a fellow subsidiary of the ultimate parent undertaking, Acromas Holdings Limited Neither of these Directors received any emoluments during the year in respect of their services as a Director of the Company

The Company has no employees (2009 nil)

5 **DEBTORS**

	2010	2009
	£	£
Amounts owed by group undertakings	2,164,113	2,929,602

Amounts owed by group undertakings are unsecured, have no repayment terms and bear no interest

NOTES TO THE FINANCIAL STATEMENTS (continued)

6 CREDITORS (amounts falling due within one year)

٠	CILDII GILG (unicume tuming and within one year)	2010	2009
			2009
		£	£
	Other creditors	2,164,111	2,929,600
7	CALLED UP SHARE CAPITAL		
		2010	2009
	Ordinary shares of £1 each	£	£
	Allotted, called up and fully paid	2	2

8 CROSS COMPANY GUARANTEES

The Company, along with certain of its fellow subsidiaries, acts as Obligor on bank loans made to Acromas Mid Co Limited At the balance sheet date the principal, accrued interest, guarantees and other facilities outstanding on these bank loans was £5,176 9 million (2009 £5,164 0 million)

9 RELATED PARTY TRANSACTIONS

The Company has taken advantage of the exemption within FRS 8 (Related party disclosures) in not disclosing transactions with other entities in the Acromas group of companies. There are no other related party transactions

10 ULTIMATE PARENT UNDERTAKING

The Company is a wholly owned subsidiary of The Automobile Association Limited, a company registered in Jersey

The ultimate parent undertaking, which is also the parent of the smallest and largest group to consolidate these financial statements, is Acromas Holdings Limited whose registered office is at Enbrook Park, Folkestone, Kent, CT20 3SE

Copies of the financial statements of Acromas Holdings Limited are available from the Company Secretary at this address