Surrey Asset Finance Limited

Annual report and financial statements

For the year ended 31 July 2010



Registered No 2740386

Directors

R A Aust

B L Bannayı

D J Dine

R H Stone

Secretary

S C F Chan - resigned 15th July 2010 P J Davies - appointed 15th July 2010

Auditors

Deloitte LLP London

Bankers

HSBC Bank PLC 38 High Street Dartford Kent DAI IDG

Registered Office

Tolworth Tower Ewell Road Surbiton Surrey KT6 7EL

Directors' report (continued)

The directors present their annual report together with the financial statements and auditors' report for the year ended 31 July 2010

Results and dividends

The company's trading profit before taxation amounted to £2,281,000 (2009 - £5,870,000) The company paid interim and final dividends totalling £16,500,000 (2009 - £nil) during the year

Key performance indicators for the company are

	2010	2009
	£'000	£'000
Loan book including fixed assets held for operating leases	15,488	40,477
Profit before tax	2,281	5,870

The company has ceased writing new business and is operating on its existing portfolio which is in run off

Principal activities and review of the business

The company is a wholly owned subsidiary of Close Brothers Group plc (CBG) and operates as part of CBG's Banking division. Its immediate parent company is Close Asset Finance Limited (CAF)

The company has ceased writing new business The company will continue to actively manage its existing portfolio in the best interest of its shareholders The directors expect the business to continue to be profitable whilst in run off

Principal risk management objectives and policies

The company is subject to the risk management process of its ultimate parent company, Close Brothers Group plc (CBG) These processes are described on CBG's Annual Report

Credit risk

The company's principal financial assets are bank balances and cash, trade and other receivables, finance lease receivables and investments

Credit risk is one of the principal risks the company faces. The credit risk is the risk of loss if another party fails to perform its obligation or fails to perform them in a timely fashion. The company's credit risk is primarily attributable to its trade and finance lease receivables. Credit risk at inception of new lending is controlled by a number of senior managers operating within a framework of delegated underwriting authorities. In addition, arrears and other default-related information are monitored and discussed regularly by directors and other senior managers, and mitigating actions are taken in a timely manner where appropriate. The amounts presented in the balance sheet are net of allowances for doubtful receivables. An allowance for impairment is made where there is an identified loss event which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows.

Liquid funds are deposited with high credit-rated banks and a limit is placed on the total amount of funds on deposit with any one bank at all times

The company has no significant concentration of credit risk, with exposure spread over a large number of counterparties and customers

Directors' report (continued)

Reputational risk

Damage to our reputation and competitive pressure are continuing risks for the company mitigates these risks by providing added value services to its customers, having fast response times not only in supplying products and services but in handling all customer queries, and by maintaining strong relationships with customers

Price risk

The company lends to customers at fixed rates The price charged is dependent on the cost of funds the company faces in funding these loans at the point of inception Accordingly the company faces little price risk

Liquidity risk

Liquidity risk is the risk of not being able to meet liabilities as they fall due. The company is capitalised at a level required to meet its business and regulatory needs, and where necessary, has appropriate borrowing facilities from CBG. The liquidity of the company is reviewed at its monthly board meeting and the overall funding position is reported to the group board each month.

Going concern

The company has ceased writing new business and is operating on its existing portfolio

After making enquiries, the directors have a reasonable assurance that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts

Further details regarding the adoption of the going concern basis can be found in the statement of accounting policies in the financial statements

Corporate Social Responsibility

CBG recognises the importance of its environmental responsibilities, monitors its impact on the environment, and designs and implements policies to reduce any damage that might be caused by the group's activities. The company operates within the group's Corporate Social Responsibility statement, which is described in CBG's Annual Report. Initiatives designed to minimise the company's impact on the environment include recycling and reducing energy consumption.

Employees

The company does not have any employees The company's immediate parent, Close Asset Finance Limited, provides management services to manage the company's business

Directors

The directors who served during the year, except as noted, were as follows

R A Aust

B L Bannayı

D J Dine

R H Stone

Directors' report (continued)

Directors' Indemnities

CBG's Articles of Association provide that each director and the secretary of each group company shall be indemnified by the company to the extent permissible under UK company law against any costs incurred by them in defending proceedings brought against them arising out of their positions as director or secretary in which they are acquitted or judgement is given in their favour or relief from liability for negligence, default, breach of duty or breach of trust is granted to them by the court

Policy and practice on payment of creditors

The company does not follow any stated code on payment practice. It is the company's policy to agree terms of payment with suppliers when agreeing the terms of each transaction and to abide by those terms. Standard terms provide for payment of all invoices within 30 days after the date of the invoice, except where different terms have been agreed with supplier at the outset. There are 6 creditor days of suppliers' invoices outstanding at the end of the period (2009 - 11).

Auditors

Deloitte LLP have expressed their willingness to continue in office as auditors and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting

Completeness of information supplied to auditor

Each of the persons who is a director at the date of the approval of this report confirms that

- so far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware, and
- the directors have taken all steps that they should have taken as directors to make themselves aware of any relevant information and to establish that the company's auditors are aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006

Approved by the Board and signed on its behalf by -

Basıl Bannayı

Director

23 September 2010

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law 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). Under company law the directors must not approve the financial statements unless they are satisfied that they 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 these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- · make judgements and accounting estimates that are reasonable and prudent,
- · state whether applicable UK Accounting Standards have been followed, 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 adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and 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.

Independent auditors' report

to the members of Surrey Asset Finance Limited

We have audited the financial statements of Surrey Asset Finance Limited for the year ended 31 July 2010 which compromise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 18 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 Directors' Responsibilities Statement, 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 (APB'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 July 2010 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Independent auditors' report

to the members of Surrey Asset Finance Limited (continued)

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

Fiona Walker (Senior Statutory Auditor)

For and on behalf of Deloitte LLP

Chartered Accountants and Statutory Auditors

London

United Kingdom

23 September 2010

Profit and loss account

for the year ended 31 July 2010

		2010	2009
	Notes	£'000	£'000
Turnover	2	4,430	10,630
Operating costs		(949)	(1,584)
Operating profit		3,481	9,046
Other income	3	5	1
Interest payable and similar charges	4	(1,205)	(3,177)
Profit on ordinary activities before taxation	5	2,281	5,870
Taxation	6	(914)	(1,978)
Profit on ordinary activities after taxation		1,367	3,892
Dividends paid in the year	7	(16,500)	-
Retained (Loss)/Profit for the financial year	15	(15,133)	3,892

The results shown in the profit and loss account derive wholly from continuing operations

The statement of movement on reserves is shown in note 15 to the financial statements

There were no recognised gains or losses in the current or preceding year other than the profits disclosed above

Registered No 2740386

Balance sheet

at 31 July 2010

acorodiy 2010	Notes	2010 £'000	2009 £'000
Fixed assets			
Tangible assets	8	19	446
Investments	9	•	-
	_	19	446
Current assets			
Debtors - amounts falling due within one year	10	14,147	19,659
- amounts falling due after more than one year	10	8,390	24,373
	_	22,537	44,032
Creditors: amounts falling due within one year	13	(19,303)	(26,093)
Net current assets	_	3,234	17,939
Total assets less current liabilities		3,253	18,385
Capital and reserves	=		
Called up share capital	14	1	1
Share premium account	15	2,356	2,356
Profit and loss account	15	896	16,028
1 1011t und 1035 decount	13	070	10,020
Equity Shareholders' funds	15	3,253	18,385
	=		

The notes on pages 10 to 18 form part of these financial statements

The financial statements were approved and authorised for issue by the board on 23 September 2010

Basil Bannayı Director

23 September 2010

Roger Stone Director

23 September 2010

for the year ended 31 July 2010

1. Accounting policies

Accounting convention

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom generally accepted accounting standards and the SORP 'Accounting issues in the asset finance and leasing industry' issued by the Finance and Leasing Association

Tangible fixed assets

Fixed assets are shown at cost less accumulated depreciation Depreciation is provided at rates calculated to write off the cost of fixed assets on a straight-line basis over their estimated useful lives as follows

Leasehold additions

over the term of the lease

Operating lease assets

Assets on hire to customers under operating lease agreements are treated as fixed assets. Income from each lease is allocated to accounting periods over the lease term on a straight-line basis.

The cost of assets on hire under operating lease agreements is depreciated to the anticipated residual value over the term of the lease

Finance leases and hire purchase

A finance lease is a lease or hire purchase contract that transfers substantially all the risks and rewards incidental to ownership of an asset to the lessee Finance leases and hire purchase contracts are recognised as loans at the minimum instalment payments less finance charges

Finance charges on finance leases are taken to profit and loss account in proportion to the net funds invested

Provisions

Finance receivables are stated net of provisions against doubtful debts which are made on the basis of regular review by management. The provision raised is an estimate of the amount needed to reduce the carrying value of the asset to its expected net realisable value and takes into account management's assessment of a combination of factors including each portfolio structure, characteristics of individual cases, past and expected credit losses and business and economic conditions

Documentation fees and commissions

Documentation fees receivable and commissions payable relating to loans and leases are deferred and recognised in the profit and loss account over the term of the loan or lease, in line with interest income

Taxation

Current tax, including UK corporation tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date

A net deferred tax asset is regarded as recoverable and therefore recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Deferred taxation is provided in full on material timing differences, at the rates of taxation anticipated to apply when these differences crystallise, arising from the inclusion of items of income and expenditure in taxation computations in periods different from those for which they are included in the financial statements. Deferred tax balances are not discounted

Interest payable and similar charges

Interest payable comprises interest charged on bank loans, overdrafts and other loans

for the year ended 31 July 2010

1. Accounting policies (continued)

Pensions

Contributions within defined contribution schemes are charged to the profit and loss account as they become payable, in accordance with the rules of the scheme

Cash flow statement

The company has taken advantage of the exemption within FRS1 (Revised 1996) for 90% or more owned subsidiaries. Accordingly, it has not presented a cash flow statement

Group Accounting

The company has taken advantage of the exemption available under section 400 of the Companies Act 2006 from preparing group financial statements. Accordingly these financial statements only contain information about Surrey Asset Finance Limited and not its subsidiary undertakings.

Going concern

The company's business activities, together with the factors likely to affect its future development, performance and positions are set out in the business review on page 2. The directors' report on page 2-3 describes the results, key performance indicators, financial risk management objectives and its exposures to credit risk, liquidity risk, market risk

The company has ceased writing new business and is operating on its existing portfolio. The company is capitalised at a level required to meet its business and regulatory needs, and where necessary, has appropriate borrowing facilities from CBG.

The company has adequate financial resources As a consequence, the directors believe that the company is well placed to manage its business risks successfully despite the current uncertain economic outlook

After making enquiries, the directors have a reasonable assurance that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts

2 Turnover

Turnover, which arises wholly in the UK, represents net finance income arising from finance leases and hire purchase contracts and operating leases, as well as commission and collection fees, exclusive of VAT

The analysis of turnover is as follows	2010 £'000	2009 £'000
	£ 000	£ 000
Hire purchase	2,223	5,730
Lease finance	831	1,841
Regulated agreements	9	16
Operating leases	33	69
Other income	1,334	2,974
	4,430	10,630

for the year ended 31 July 2010

		2009
	£'000	£'000
Bank interest	5	1
	5	1
	=======================================	
Interest payable and similar charges		
	2010	2009
	£'000	£'000
Payable to group undertakings	1,205	3,177
	1,205	3,177
	=======================================	
Profit on ordinary activities before taxation		
(a) This is stated after charging	2010	2009
	£'000	£'000
Auditors' remuneration - audit of annual accounts	10	17
- non-audit services	-	4
Depreciation of owned tangible fixed assets	7	-
Depreciation of assets held for operating leases	46	88
	647	1,549
Operating lease rentals payable Leasehold property rents	27	63
	Interest payable and similar charges Payable to group undertakings Profit on ordinary activities before taxation (a) This is stated after charging Auditors' remuneration - audit of annual accounts - non-audit services	Interest payable and similar charges Payable to group undertakings Profit on ordinary activities before taxation (a) This is stated after charging Auditors' remuneration - audit of annual accounts - non-audit services Depreciation of owned tangible fixed assets Depreciation of assets held for operating leases Management recharge 2010 £ 000 £ 000 1,205 100 £ 000 4 000 4 000 4 000 6 5 000 6 7 000 6

The company does not have any employees (2009- nil) All staff costs are being borne by Close Asset Finance Limited, which provides a management service to the company

6. Taxation on profit on ordinary activities

(a) Analysis of charge in the year

	2010	2009
	£'000	£'000
Current Tax		
UK corporation tax	921	2,216
Tax under/(over) provided in prior years	1,395	210
Total current tax (note 6(b))	2,316	2,426

for the year ended 31 July 2010

Deferred Tax

Deferred tax – current year Deferred tax – prior year	(182) (1,220)	(550) 102
Total deferred tax	(1,402)	(448)
Tax on profit on ordinary activities	914	1,978
		

(b) Factors affecting the tax charge

The tax assessment on profit on ordinary activities for the year is higher than the average rate of corporation tax in the UK of 28% (2009-28%) The differences are reconciled below

	2010	2009
	£'000	£'000
Profit before tax	2,281	5,870
Corporation tax at 28%	639	1,644
Expenses not deductible for tax purposes	9	22
Capital allowances (in excess of)/less than depreciation	298	653
Movement in deferred bonus	-	(103)
Increase in general provision	(44)	` -
Chargeable gains	19	_
Tax under/(over) provided in previous years	1,395	210
Corporation tax charge (note 6(a))	2,316	2,426

for the year ended 31 July 2010

7. Dividends on equity shares

	Amounts recognised as distributions to equity holders in the period	2010	2009
	Interim and final dividend for the year ended 31st July 2010 of £165 per ordinary share (2009 - nil)	£000 16,500	£000
	of 2105 per ordinary share (2005 - 1111)	16,500	-
_			
8.	Fixed assets		
		Assets	
		held for	
		operating	
		leases	Total
	Cost	£'000	£'000
	At 1 August 2009	744	744
	Additions	-	-
	Disposals	(645)	(645)
	At 31 July 2010	99	99
	Depreciation		
	At I August 2009	299	299
	Charge for the year	46	46
	Disposals	(265)	(265)
	At 31 July 2010	80	80
	Net book value		
	At 31 July 2010	19	19
	At 31 July 2009	445	445
		=	
	Future minimum lease rentals receivable in respect of operating leases		
		2010	2009
		£000	£000
	Within one year	20	477
	Between two and five years	•	-
		20	477
		20	4//

for the year ended 31 July 2010

9. Investments

	Subsidiary
	undertakings
	£
Cost At 1 August 2009 and 31 July 2010	100
Nine has also confere	
Net book value At 31 July 2009 and 31 July 2010	100

Details of the investments in which the company holds more than 10% of the nominal value of any class of share capital are as follows

Name of company Subsidiary undertakings	Country of registration (or incorporation) and operation	Holding	Proportion of voting rights and shares held	Nature of business
Commercial Finance Credit Limited	England and Wales	Ordinary shares	100%	Financing

for the year ended 31 July 2010

10. Debtors

		nts falling due	Amounts falling due after more than one year		
		ithin one year		•	
	2010	2009	2010	2009	
	£'000	£'000	£'000	£'000	
Finance receivables	7,079	15,659	8,390	24,373	
Prepayments	78	294	-	-	
Other debtors	2,088	1,435	•	-	
Amounts due from group undertakings			•	-	
Deferred tax	2,484	1,082	-	-	
Other taxes and social security costs	2,418	1,189	-	-	
	14,147	19,659	8,390	24,373	
Included in finance receivables are the follo	Gross 2010 £'000	Unearned charges 2010 £'000	Net 2010 £'000	Net 2009 £'000	
HP agreements	6.115	(1.020)	5.005	11.007	
within one year	6,115	(1,020)	5,095	11,907	
after one year	7,472	(706)	6,766	19,286	
	13,587	(1,726)	11,861	31,193	
Finance leases					
within one year	2,219	(280)	1,939	3,715	
after one year	1,785	(208)	1,577	5,000	
	4,004	(488)	3,516	8,715	
Regulated loans					
within one year	52	(7)	45	37	
after one year	51	(4)	47	87	
	103	(11)	92	124	
Total	0.207	(1.205)	5.050	15.650	
within one year	8,386	(1,307)	7,079	15,659	
after one year	9,308	(918)	8,390	24,373	
	17,694	(2,225)	15,469	40,032	

for the year ended 31 July 2010

11. Hire purchase contracts and finance leases

The aggregate cost at 31 July 2010 of assets acquired for the purpose of letting under hire purchase contracts or finance leases was £40,662,363 (2009 - £79,035,000)

12. Deferred taxation

١ ــ-	Deletted taxation			_			
					and other		
		•	illowances	•	differences	Total	
		2010	2009	2010	2009	2010	2009
		£'000	£'000	£'000	£'000	£'000	£'000
	Total deferred tax asset	2,235	893	249	189	2,484	1,082
	Movement in the year				=== ==		
							£'000
	Asset at 1 August 2009						1,082
	Deferred tax charge in the	profit and lo	ss account (no	te 6(a))			1,402
	Asset at 31 July 2010						2,484
13.	Creditors: amounts fa	alling due v	within one y	ear			
						2010	2009
						£'000	£'000
	Bank overdraft					12	11
	Trade creditors	_				212	677
	Amounts due to group und	lertakings				16,723	23,494
	Corporation tax Accruals and deferred inco					2,293	1,835
	Accidais and deferred inco	onie			_	63	
					=	19,303	26,093
14.	Called up share capi	itai				2010	2009
						£'000	£'000
	Authorised					£ 000	£ 000
	Ordinary 'A' shares of £1	each				79	79
	Ordinary 'B' shares of £1					21	21
					_	100	100
	Called up, allotted and full	y paid			=		
	Ordinary 'A' shares of £1	- -				1	1
					_	l	1
					=	=	

[&]quot;A" and "B" shares convey identical rights to the owners and rank pari passu on winding up except that a quorum for any General Meeting must include at least one holder of "A" shares

for the year ended 31 July 2010

15. Reconciliation of shareholders' funds and movement on reserves

	Share	Share	Profit and	Total share- holders'
	capıtal	premium	loss account	funds
	£'000	£'000	£'000	£'000
At 1 August 2009	1	2,356	16,028	18,385
Profit for the financial year	-	-	1,368	1,368
Dividends paid			(16,500)	(16,500)
At 31 July 2010	1	2,356	896	3,253
			=======	

16 Financial commitments

The annual commitment under non cancellable operating leases was as follows

	Land & buildings		Motor vehicles		Total	
	2010	2009	2010	2009	2010	2009
	£000	£000	£000	£000	£000	£000
Leases expiring						
Within 1 year	42	42	29	19	71	61
Between 2 and 5 years	99	99	23	14	122	113
After 5 years	-	-	-	-	-	-
	141	141	52	33	193	174

17 Related parties

The company has taken advantage of the exemptions conferred by FRS 8 ('Related Party Transactions'), whereby details of transactions with group companies do not have to be disclosed in the subsidiary entity if the entity is 100% owned and if group financial statements are publicly available

There are no other related party transactions requiring disclosure

18 Parent undertaking

The parent undertaking of the largest group of undertakings for which group financial statements are drawn up and of which the company is a member is Close Brothers Group plc, the ultimate parent undertaking, which is a listed company registered in England and Wales, and the parent undertaking of the smallest such group is Close Brothers Limited, registered in England and Wales Copies of the financial statements of both Close Brothers Group plc and Close Brothers Limited may be obtained from 10 Crown Place, London EC2A 4FT The immediate parent undertaking is Close Asset Finance Limited, which is incorporated in Great Britain and registered in England and Wales