HAZELL CARR TRAINING LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 1996

Registered number 2904358



HAZELL CARR TRAINING LIMITED

ANNUAL REPORT FOR THE YEAR ENDED 31 DECEMBER 1996

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HAZELL CARR TRAINING LIMITED DIRECTORS' REPORT

The directors submit their report together with the audited consolidated financial statements for the year ended 31 December 1996.

Results and dividends

The profit and loss account for the year is set out on page 7. The directors recommend that the balance on the consolidated profit and loss amount of £(60,435) after payment of dividends of £392,000 be transferred to reserves.

Principal activity and review of the business

The principal activity of the group is the provision of training for students taking the professional examinations of the Institute of Actuaries and the Faculty of Actuaries. The group also provides training in investment and related skills to the financial services industry. 1996 was the first full year of operations of Actuarial Education Company Limited and the directors are satisfied with the results.

Future developments

The focus for the group for the coming year is to continue to provide a high quality tuition service, through its subsidiary the Actuarial Education Company Limited, for student actuaries. A major review of the education process for actuaries will require considerable input from our staff throughout 1997.

Hazell Carr Training Limited will continue to undertake a range of assignments in pensions, insurance and investment.

Details of movements in fixed assets are shown in note 6 to these accounts.

Number of

Directors and their interests

The directors of the company at 31 December 1996, all of whom have been directors for the whole year, and their interests in the shares of the company and of the parent company at the beginning and end of the year are shown below:

	ordinary £0.01 shares in HCT at 31.Dec. 1995 & 1996	Loan notes issued by BPP 31.Dec.1995	Loan notes issued by BPP 31.Dec.1996
Graham Hazell	169,551	£619,949	£539,949
John Edwards	64,398	£175,820	£122,820
David Carr	169,551	£400,000	£385,000
Charles Prior (chairman)	n/a	n/a	n/a

HAZELL CARR TRAINING LIMITED DIRECTORS' REPORT

Graham Hazell, David Carr and John Edwards all have 8,875 options to buy ordinary shares of 10 pence each fully paid in BPP Holdings plc. These options were granted on 23 April 1996 and can be exercised not earlier than 3 or later than 10 years after the options were granted at a price of 338 pence. The market price of BPP Holdings plc on 31 December 1996 was 394.5 pence.

The directors also participate in the BPP Holdings plc Save As You Earn share option scheme which started in October 1996. The balance saved can be used to purchase shares in BPP Holdings plc at the end of the scheme in three years. The balance saved (before interest) at 31 December 1996 for each of Graham Hazell, David Carr and John Edwards was £750.

Mr Charles Prior is a director of the ultimate holding company and accordingly his interests are disclosed in that company's accounts. Except as disclosed above, none of the other directors held any interests in the shares of the parent company, BPP Holdings plc, at the beginning or end of the year.

By order of the Board

GRAHAM HAZELL

Director

9 April 1997

HAZELL CARR TRAINING LIMITED STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

Company law requires the directors to prepare accounts for each financial period which give a true and fair view of the state of affairs of the company and the group as at the end of the financial year and of the profit or loss of the group for that period. In preparing those accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent; and
- prepare the accounts 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 accounts comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and of the group and hence taking reasonable steps for the prevention and detection of fraud and other irregularities.

By order of the Board

GRAHAM HAZELL

Director

5

April 1997

AUDITORS' REPORT

TO THE MEMBERS OF HAZELL CARR TRAINING LIMITED

We have audited the financial statements on pages 7 to 19.

Respective responsibilities of directors and auditors

As described on page 5 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 evidence and information 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.

Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the company and the group at 31 December 1996 and of the results and total recognised gains and cashflows of the group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

COOPERS & LYBRAND Chartered Accountants and Registered Auditors

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London April 1997

HAZELL CARR TRAINING LIMITED CONSOLIDATED PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 1996

	Notes	Year Ended 31 December 1996 £	Year Ended 31 December 1995 £
Turnover	2	1,974,454	1,827,417
Cost of sales		(449,513)	(303,852)
Gross profit		1,524,941	1,523,565
Distribution costs and administrative expenses		(1,043,230)	(880,498)
Operating profit		481,711	643,067
Interest receivable		14,014	13,743
Profit on ordinary activities before taxation	3	495,725	656,810
Tax on ordinary activities	5	(164,160)	(224,172)
Profit on ordinary activities after taxation		331,565	432,638
Net dividends paid	14	(392,000)	(340,000)
Retained Earnings		(60,435)	92,638

Continuing operations and historical cost equivilants

There are no recognised gains or losses other than those shown and therefore no separate statement of total recognised gains and losses has been presented.

The notes on pages 12 to 19 form an integral part of these financial statements.

HAZELL CARR TRAINING LIMITED CONSOLIDATED BALANCE SHEET

AT 31 DECEMBER 1996

			1996	199	5
	Notes	£	£	£	£
FIXED ASSETS					
Tangible assets	7		36,390		44,323
CURRENT ASSETS					
Stock	8	22,998		11,286	
Debtors	9	651,782		712,507	
Cash at bank and in hand		255,651		391,417	
		930,431		1,115,210	
CREDITORS: amounts falling due within one year	10	(903,517)	_	(1,033,126)	
NET CURRENT ASSETS			26,914		82,084
TOTAL ASSETS LESS CURRENT LIABILITIES			63,304		126,407
Provisions for liabilities and charges			(3,237)		(5,905)
NET ASSETS			60,067		120,502
CAPITAL AND RESERVES					
Called up share capital	11		100		100
Other reserves	12		7,664		7,664
Retained profit	12		52,303		112,738
TOTAL SHAREHOLDERS					
FUNDS	12		60,067		120,502

The financial statements on pages 7 to 19 were approved by the board of directors on 9 April 1997 and were signed on their behalf by:

Graham Hazell Director

The notes on pages 12 to 19 form an integral part of these financial statements.

HAZELL CARR TRAINING LIMITED BALANCE SHEET

AT 31 DECEMBER 1996

			1996	199	5
	Notes	£	£	£	£
FIXED ASSETS					
Investment in subsidiary	6		100		100
CURRENT ASSETS					
Stock	8	1,476		0	
Debtors	9	5,337		191,849	
Cash at bank and in hand	-	32,647		103,132	
		39,460		294,981	
CREDITORS: amounts falling	40	(20.0-0)			
due within one year	10 _	(28,878)		(176,425)	
NET CURRENT ASSETS			10,582		118,556
			10,682		118,656
CAPITAL AND RESERVES					
Called up share capital	11		100		100
Other reserves	12		7,664		7,664
Retained profit	12		2,918		110,892
TOTAL SHAREHOLDERS					
FUNDS	12		10,682		118,656

The financial statements on pages 7 to 19 were approved by the board of directors on 9 April 1997 and were signed on their behalf by:

Graham Hazell Director

The notes on pages 12 to 19 form an integral part of these financial statements.

HAZELL CARR TRAINING LIMITED CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 1996

	Year ended 31 December 1996 £	Year ended 31 December 1995 £
Net cash inflow from		
operating activities	497,458	423,010
Returns on investments and servicing of finance		
Interest received	14,014	13,743
Net dividend payment	(392,000)	(340,000)
Net cash inflow from return on investments and servicing of		
finance	(377,986)	(326,257)
Taxation		
UK corporation tax paid	(240,433)	(58,482)
Investing activities		
Purchase of fixed assets	(6,870)	(31,550)
Proceeds on sale of fixed assets	250	•
(Decrease)/Increase in cash and		
cash equivalents	(127,581)	6,721

HAZELL CARR TRAINING LIMITED CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 1996

NOTES

Reconciliation of operating profit to net cash inflow from operating activities

	1996	1995
	£	£
Operating profit	481,711	643,067
Depreciation	14,521	7,767
Loss on sale of fixed assets	32	-
Increase in stock	(11,712)	(5,205)
Decrease/(Increase) in debtors	60,725	(536,205)
(Decrease)/Increase in creditors	(47,819)	313,586
	497,458	423,010
Cash and cash equivalents at balance sheet date		
	1996	19954
	£	£
Cash in hand and at bank	255,651	391,417
Bank overdraft	-	(8,185)
	255,651	383,232
Analysis of changes in cash and cash equivalents		
	1996	1995
	£	£
At start of year	383,232	376,511
Net cash (outflow)/inflow	(127,581)	6,721
At end of year	255,651	383,232

1. Accounting policies

(a) Accounting convention

The financial statements have been prepared under the historical cost convention. The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom. A summary of the more important accounting policies is given below.

(b) Tangible fixed assets

Depreciation is provided at rates calculated to write off the costs, less estimated residual value, of each asset evenly over its expected useful life.

- (i) Depreciation on leasehold property is provided on a straight line basis over the duration of the lease.
- (ii) Depreciation on fixtures and fittings is at 20% per annum on cost.
- (iii) Depreciation on office equipment is at 33.3% per annum on cost.
- (iv) Depreciation on motor vehicles is at 25% per annum on cost.

In all cases depreciation is charged from the month of acquisition.

(c) Stocks

Stocks which consist of study material are valued at the lower of printed cost and net realisable value.

(d) Deferred taxation

Deferred taxation is provided using the liability method on all timing differences expected to give rise to taxation liabilities in the foreseeable future. No credit is taken for reversal of differences which will give rise to reduced taxation liabilities in future years unless such reversals can be predicted with reasonable certainty.

(e) Operating lease commitments

Rentals paid under operating leases are charged to income on a straight line basis over the lease term.

(f) Basis of consolidation

The consolidated profit and loss account and balance sheet include the financial statements of Hazell Carr Training Limited and its subsidiary company for the year ended 31 December 1996. Inter-group sales and profits are eliminated on consolidation.

(g) Turnover

Turnover represents the invoiced amount of goods and services provided during the period, stated net of value added tax. Amounts invoiced but unearned at the period end are treated as deferred revenue.

Sales of materials are recognised when the goods are shipped. Sales of marking and tutorial services are recognised as the services are provided.

2. Turnover

Turnover outside the United Kingdom is as follows:

	1996	1995
	£	£
European Union	41,474	48,989
Africa	139,967	48,207
Other	33,004	25,051

3. Operating profit

Operating profit is stated after charging the following items:

r ear	r ear
ended 31	ended 31
December	December
1996	1995
£	£
14,521	7,767
11,601	7,500
642	4,328
23,550	23,552
	ended 31 December 1996 £ 14,521 11,601 642

4. Directors and employees - group

Staff costs during the period amounted to:	Year ended 31 December 1996 £	Year ended 31 December 1995 £
Wages and salaries Social security costs	624,145 58,951	557,487 49,781
	683,096	607,268

	Number	Number
The average number of employees during the period was:	18	<u>15</u>
	£	£
Directors' remuneration	205,669	8 206,687

The emoluments of the chairman were nil. The emoluments of the highest paid director (excluding pension contributions) were £74,141.

Emoluments of the directors (including the chairman and highest paid director) fell within the following ranges:

Number 1996	Number 1995
1	1
-	1
1	_
2	-
-	2
	1996 1 - 1 2

5. Taxation on results from ordinary activities

	Year ended December 31, 1996	Year ended December 31, 1995
	£	£
The taxation charge comprises:		
Corporation tax @ 33%		
Ĉurrent year	169,395	220,000
Prior years	(2,567)	(1,733)
Deferred tax (note 13)	(2,668)	5,905
	164,160	224,172

6. Investment in Subsidiary - Company

	1996	1995
	£	£
Investments	100	100

The company owns 100% of the dividend paying share capital of Actuarial Education Company Limited which is fully consolidated in the accounts. The principal activity of the subsidiary is the provision of training for students taking the professional examinations of the Institute of Actuaries and the Faculty of Actuaries.

7. Tangible fixed assets - Group

	Leasehold property £	Motor vehicles £	Fixtures & fittings £	Office equipment £	Total £
Cost:					
at 31 December 1995	2,497	1,165	1,254	48,625	53,541
Additions	0	0	135	6,735	6,870
Disposals	0	0	0	(390)	(390
At 31 December 1996	2,497	1,165	1,389	54,970	60,021
Depreciation:					
at 31 December 1995	160	418	181	8,459	9,218
Charge for the period	149	598	281	13,493	14,521
Disposals	0	0	0	(108)	(108
At 31 December 1996	309	1,016	462	21,844	23,631
Net book value:					
At 31 December 1996	2,188	149	927	33,126	36,390
Net book value					
At 31 December	2,33	74	1,07	40,166	44,323
1995					

8. Stock - Group

	1996 £	1995 £
Finished goods	22,998	11,286
Stock - Company		
	1996 £	1995 £
Finished goods	1,476	0

9. Debtors - Grou	p
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A	1996 £	1995 £
Amounts falling due within one year Trade debtors Prepayments	639,267 12,515	698,980 13,527
	651,782	712,507
Debtors - Company		
	1996	1995
	£	£
Amounts falling due within one year		
Trade debtors	5,297	81,762
Gross dividend receivable from wholly owned subsidiary	0	110,000
Prepayments	40	87
	5,337	191,849
10. Creditors: amounts falling due within one year - Group		
	1996	1995
	£	£
Bank overdraft	_	8,185
Trade creditors	35,042	31,884
Other creditors	-	17,398
Corporation tax	96,395	170,000
Other taxes and social security	92,645	104,159
Accruals and deferred revenue	679,435	701,500
	903,517	1,033,126

Creditors: amounts falling due within one year - Company

	1996	1995
	£	£
Amount due to wholly owned subsidiary	21,658	9,012
Trade creditors	2,086	7,650
Other creditors	-	17,398
Corporation tax	3,640	60,000
Other taxes and social security	994	25,033
Accruals and deferred revenue	500	57,332
	28,878	<u>176,425</u>
11. Share capital		
	1996	1995
	£	£
Authorised		
1,000,000 ordinary shares of £0.01 each	100	100
Alloted issued and fully paid		
1,000,000 ordinary shares of £0.01 each	100	100
•		

All ordinary shares carry one vote and are entitled to an equal share of any proceeds upon wind up of the company.

12. Reconciliation of shareholders' funds and movements on reserves - Group

	Share capital £	Other reserves	Profit & loss account £	Total £
At 31 December 1995	100	7,664	112,738	120,502
Profit for the year	=	-	331,565	331,565
Dividends paid			(392,000)	(392,000)
At 31 December 1996	100	7,664	52,303	60,067

Reconciliation of shareholders' funds and movements on reserves - Company

	Share capital £	Other reserves £	Profit & loss account £	Total £
At 31 December 1995	100	7,664	110,892	118,656
Profit for the year		· -	284,026	284,026
Dividends paid			(392,000)	(392,000)
At 31 December 1996	100	7,664	2,918	10,682

13. Deferred taxation - Group

Provision for liabilities and charges:

	ž.
At 1 January 1996	5,905
Profit and loss account	(2,668)
At 31 December 1996	3,237

Deferred taxes provided in the financial statements, and the amount unprovided of the potential liability is as follows:

	Amount Provided		Amount unprovided	
	1996	1995	1996	1995
	£	£	£	£
Tax effect of timing differences:				
Excess of tax allowances over				
depreciation	762	1,423	-	-
Other	2,475	4,482		
	3,237	5,905		

All of the above relate to the wholly owned subsidiary. There are no timing differences and no provision for deferred taxation is required for the company.

14. Dividends on equity shares

	1996 £	1995 £
Ordinary - interim dividends paid of £0.392 (1995: £0.34) per share	392,000	340,000

15. Obligations under leases

At 31 December 1996 the group had annual commitments under non-cancellable operating leases as follows:

as lonows.	Leasehold	Other	
	property £	£	
Expiring in under one year	-	-	
Expiring in one to five years	-	-	
Expiring in over five years	23,550	388	
	23,550	388	

16. Profits for the financial year.

As permitted by section 230 of the Companies Act 1985, the holding company's Profit and Loss Account has not been included in these financial statements. The amount of loss (1995 - profit) after dividends dealt with in the holding company's Profit and Loss Account was (£107,974) (£90,792, 1995).

17. Related party transactions

£1,882,284 (1995:£818,925) of the turnover of the group comes from Institute and Faculty Education Ltd (IFE Ltd). Some of this income is from students originating outside the United Kingdom and has been included as non UK turnover (see note 2 for details). IFE Ltd is the provider of training and educational services for students taking the professional examinations of the Institute of Actuaries and Faculty of Actuaries. IFE Ltd contracts out these services to the group. At 31 December 1996 the balance outstanding owed to the group by IFE Ltd was £612,292.

During the year, the company repaid £17,398 to the Hazell Carr Training partnership which had transferred its business to the company in 1995.

18 Parent undertaking

The directors regard BPP Holdings plc, a company registered in England and Wales and listed on the London Stock Exchange as the parent company. According to the register kept by the company, BPP Holdings plc has a 55.3% interest in the equity capital of Hazell Carr Training Limited. Copies of BPP Holdings plc's accounts can be obtained from BPP House, Aldine Place, London, W12 8AA.

HAZELL CARR TRAINING LIMITED

## 1996 ## 1995 ## ## ## 1995 ## ## ## 1995 ## ## ## ## ## ## ## ## ## ## ## ## ##	125)
DIRECT COSTS Consultants, Reviewers 520 95,051 Hotel Costs 8,179 53,113 Courses, Copying & Files 1,497 20,961	125)
Consultants, Reviewers 520 95,051 Hotel Costs 8,179 53,113 Courses, Copying & Files 1,497 20,961	_
Hotel Costs 8,179 53,113 Courses, Copying & Files 1,497 20,961	_
Courses, Copying & Files 1,497 20,961	_
	_
(10,196) (169,	_
	021
GROSS PROFIT 91,398 840,	
ADMINISTRATION EXPENSES	
Salaries & Wages 19,314 383,861	
Rent and Rates 4 20,222	
Telephone & Fax 121 3,156	
Postage & Courier - 25,745	
Travel 3,245 22,784	
Printing & Stationery 3,246 14,157	
Professional Fees 1,842 17,721	
Subscriptions 87 3,934	
Equipment Hire - 2,741 Bank Charges 95 1,188	
Bank Charges 95 1,188 Depreciation - 5,550	
Bad Debts 99 855	
General Expenses 6,630 16,087	
Costs rebilled from subsidiary 39,122 21,704	
	
Total Expenses (73,805) (539,	705) —
OPERATING PROFIT 17,593 300,	316
DIVIDENDS RECEIVED FROM WHOLLY OWNED	
SUBSIDIARY (GROSS) 341,149 281,	250
INTEREST RECEIVABLE 314 13,	743
PROFIT FOR PERIOD 359,056 595,	309

ACTUARIAL EDUCATION COMPANY LIMITED

	£	1996 £	1995	
TURNOVER		1,921,405		840,629
DIRECT COSTS Consultants, Reviewers	253,580		37,747	
Hotel Costs	77,242		16,206	
Courses, Copying & Files	108,495		80,774	
		(439,317)		(134,727)
GROSS PROFIT		1,482,088		705,902
ADMINISTRATION EXPENSES				
Salaries & Wages	663,782		223,407	
Rent and Rates	30,079		10,498	
Telephone & Fax	6,230		2,215	
Postage & Courier	82,458		53,020	
Travel	36,515		13,422	
Printing & Stationery	35,044		11,134	
Professional Fees	9,759		6,575	
Subscriptions	6,869		781	
Equipment Hire	5,687		821	
Bank Charges	3,648		1,717	
Depreciation	14,521		2,216	
Bad Debts	501		2,536	
Intercompany rebilling	8,598		654	
OTM and core reading	76,167		28,333	
General Expenses	38,113		5,821	
Total Expenses		(1,017,971)		(363,150)
OPERATING PROFIT		464,117		342,752
INTEREST RECEIVABLE		13,700		
PROFIT FOR PERIOD		477,817		342,752