

**RHYS FRANCIS INSURANCE SERVICES LIMITED**

**Report and Financial Statements  
for the year ended 31 March 2011**



**Company Registration No. 2957828**

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## **General Information**

### **Directors**

The directors at the date of this report were as follows

Mr D C Battle  
Mr D J R Edmands

### **Secretary**

The company secretary is Peake Company Secretaries Limited

### **Principal Bankers**

Barclays Bank PLC  
One Churchill Place  
Canary Wharf  
London E14 5HP

### **Auditors**

PricewaterhouseCoopers LLP  
7 More London Riverside  
London  
SE1 2RT

### **Tax Advisors**

Rawlinson & Hunter  
6 New Street Square  
New Fetter Lane  
London EC4A 3AQ

### **Principal Lawyers**

Clark Holt  
Hardwick House  
Prospect Place  
Swindon SN1 3LJ

### **Registered Office**

Hardwick House  
Prospect Place  
Swindon SN1 3LJ

**General Information (continued)**

**Company Registration Number**

2957828

**Parent Company**

The immediate parent company is Lorica Consulting (IFA) Limited, and the ultimate parent company is Primary Group Limited

**Directors' Report**

The directors present their annual report together with the audited financial statements of the company (Company Number 2957828) for the year ended 31 March 2011

**Principal activities**

The company did not trade during the year

**Directors and directors' interests**

The directors who currently hold or held office during the year were as follows.

Mr C M Claridge-Ware (Resigned 4 May 2010)

Mr D C Battle

Mr D J R Edmands

**Statement of directors' responsibilities**

The directors are responsible for preparing the Directors' 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 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, subject to any material departures disclosed and explained in the financial statements,
- 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.

**Statement as to disclosure of information to Auditors**

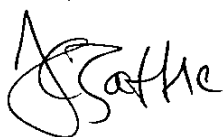
So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware. The directors have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

**Directors' Report (continued)**

**Auditors**

The Company has elected to dispense with the requirement to hold an Annual General Meeting and reappoint auditors annually. Accordingly PricewaterhouseCoopers LLP having indicated their willingness to do so, will continue as the Company's auditors.

Approved by the board of directors and signed on behalf of the board



Mr D C Battle  
Director

Date 29/09/2011

**Independent auditors' report to the members of Rhys Francis Insurance Services Limited**

We have audited the financial statements of Rhys Francis Insurance Services Limited for the year ended 31 March 2011 which comprise the Balance Sheet, and the related notes. 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).

**Respective responsibilities of directors and auditors**

As explained more fully in the Directors' Responsibilities Statement 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 and express an opinion on 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.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

**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. In addition, we read all the financial and non-financial information in the Directors' Report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

**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 March 2011,
- 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.

**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.

**Independent auditors' report to the members of Rhys Francis Insurance Services Limited  
(continued)**

**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

*Roy Clark*

Roy Clark (Senior Statutory Auditor)  
For and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
London

*30 September 2011*

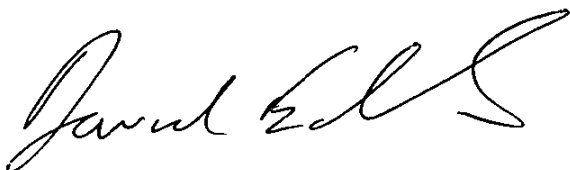
**Balance Sheet  
as at 31 March 2011**

	Note	31 March 2011 £	31 March 2010 £
<b>Current assets</b>			
Debtors	3	<u>8,762</u>	<u>8,762</u>
<b>Net current assets</b>		<u>8,762</u>	<u>8,762</u>
<b>Total assets less current liabilities</b>		<u>8,762</u>	<u>8,762</u>
<b>Capital and reserves</b>			
Called up share capital	4	<u>198</u>	<u>198</u>
Profit and loss account		<u>8,564</u>	<u>8,564</u>
<b>Shareholders' funds</b>	5	<u>8,762</u>	<u>8,762</u>

The notes to the accounts on pages 6 to 8 form an integral part of these financial statements

The board of directors approved and authorised the issue of these financial statements on 29 September 2011

Signed on behalf of the board of directors



Mr D J R Edmands  
Director

## Notes to the financial statements for the year ended 31 March 2011

### 1. Accounting policies

#### Basis of accounting

The financial statements are prepared on a going concern basis under the historical cost convention and in accordance with the Companies Act 2006 and with applicable accounting standards. The principal accounting policies are described below.

#### Cash flow statement and related party

The Company is a wholly owned subsidiary of Lorca Consulting (IFA) Limited and is included in the consolidated financial statements of Primary Group (UK) Limited. Consequently, the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard No 1 (revised 1996) 'Cash Flow Statements'. The Company is also exempt under the terms of Financial Reporting Standard No 8 'Related party disclosures' from disclosing related party transactions with entities that are part of the Primary Group (UK) Limited group or investors of Primary Group (UK) Limited.

### 2. Profit and loss account

The Company has not traded or made profits or losses during the year. Therefore, no profit and loss account is attached.

The auditors' remuneration for the year has been borne by the parent company.

### 3. Debtors

	31 March 2011 £	31 March 2010 £
Amounts falling due within one year.		
Amounts due from group undertakings	8,762	8,762

**Notes to the financial statements  
for the year ended 31 March 2011**

**4. Called up share capital**

	<b>31 March 2011 £</b>	<b>31 March 2010 £</b>
<b>Authorised:</b>		
1,000 Ordinary shares of £1 each	1,000	1,000
1,000 Ordinary 'A' shares of £1 each	1,000	1,000
	<u>2,000</u>	<u>2,000</u>
<b>Allotted, issued &amp; fully paid:</b>		
99 Ordinary shares of £1 each	99	99
99 Ordinary 'A' shares of £1 each	99	99
	<u>198</u>	<u>198</u>

Ordinary 'A' shares hold no votes but allow the holders to participate in any dividends declared Ordinary 'B' shares hold voting rights but do not entitle the holders to receive dividend payments

**5. Reconciliation of movements in shareholder's funds**

	<b>31 March 2011 £</b>	<b>31 March 2010 £</b>
Opening shareholder's funds	8,762	8,762
Profit for the year	<u>-</u>	<u>-</u>
Closing shareholder's funds	<u>8,762</u>	<u>8,762</u>

**6. Related party transactions**

As permitted under Financial Reporting Standard No 8 'Related Party Disclosures', transactions between group companies which are wholly owned have not been disclosed

**Notes to the financial statements  
for the year ended 31 March 2011**

**7. Ultimate holding company**

The immediate parent company is Lorica Consulting (IFA) Limited, a company incorporated in the United Kingdom. The ultimate holding company is Primary Group Limited, a company incorporated in Bermuda.

In the opinion of the directors, at the date on which the accounts were approved, the ultimate controllers are the R&H Trust Co Ltd as trustee of two trusts in the Cayman Islands for the benefit of Mr P W H James and his family.

The largest group in which the results of the Company are consolidated is that of which Primary Group Limited is the parent company. The smallest such group is that of which Primary Group (UK) Limited is the parent company.

The registered address of Primary Group (UK) Limited is 3 More London Riverside, London SE1 2AQ.

**8. Contingent liability**

On 18 November 2008 the Company became a guarantor to a term facilities agreement entered into by Lorica Consulting Limited with Barclays Bank PLC. The principal obligation guaranteed is Lorica Consulting Limited's obligation to repay the credit facility by 18 November 2013. At 31 March 2011, there was £2,372,365 drawn down under these facilities (2010 £3,593,634). Each guarantor has entered into a debenture with Barclays Bank PLC granting security over all present and future assets.