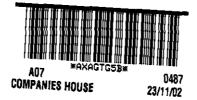
Company Registration No. 2957828 (England and Wales)

RHYS FRANCIS INSURANCE SERVICES LIMITED DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2002



Saffery Champness

COMPANY INFORMATION

Directors R A R Francis

A J M Hutchins

P O Jones

Secretary A J M Hutchins

Company number 2957828

Registered office 1 St Stephens Court

St Stephens Road Bournemouth

Dorset BH2 6LA

Accountants Saffery Champness

1 St Stephens Court St Stephens Road Bournemouth

Dorset BH2 6LA

Business address Unit 3 New Fields Business Park

2 Stinsford Road

Poole Dorset BH17 0NS

Bankers Barclays Bank (Poole)

1 Wimborne Road

Poole Dorset England BH15 2ZA

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DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2002

The directors submit their report and financial statements for the year ended 31 March 2002.

Principal activities

The company is principally engaged in general insurance brokerage.

Directors

The following directors have held office since 1 April 2001:

R A R Francis

A J M Hutchins

P O Jones

Directors' interests

The directors who served during the year and their beneficial interests in the shares of the company at 31 March 2002 were as follows:-

march 2002 mere as follows:			
	Ordinary Shares of	Ordinary Shares of £ 1 each	
	31 March 2002	1 April 2001	
R A R Francis	33	33	
A J M Hutchins	33	33	
P O Jones	33	33	
	Ordinary A shares o	hares of £ 1 each	
	31 March 2002	1 April 2001	
R A R Francis	33	-	
A J M Hutchins	33	-	
P O Jones	33	-	

This report has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

On behalf of the board

A J M Hutchins

Director

5 November 2002

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ACCOUNTANTS' REPORT TO THE DIRECTORS ON THE UNAUDITED ACCOUNTS OF RHYS FRANCIS INSURANCE SERVICES LIMITED

In accordance with the instructions given to us we have prepared, without carrying out an audit, the annexed accounts set out on pages 3 to 6 from the accounting records of Rhys Francis Insurance Services Limited and from information and explanations obtained.

Saffery Champness

5 November 2002

Chartered Accountants

1 St Stephens Court St Stephens Road Bournemouth Dorset BH2 6LA

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2002

	Notes	2002 £	2001 £
Turnover		81,484	61,833
Administrative expenses		(46,871)	(33,346)
Profit on ordinary activities before taxation	2	34,613	28,487
Tax on profit on ordinary activities	3	(6,538)	(5,160)
Profit on ordinary activities after taxation		28,075	23,327
Dividends		(30,000)	(21,000)
Retained (loss)/profit for the year	7	(1,925)	2,327

The profit and loss account has been prepared on the basis that all operations are continuing operations.

There are no recognised gains and losses other than those passing through the profit and loss account.

The notes on pages 5 to 7 form part of these financial statements.

BALANCE SHEET AS AT 31 MARCH 2002

	2002		2001	
Notes	£	£	£	£
4	14,553		10,686	
	57,516		57,689	
	72,069		68,375	
5	(51,228)		(45,707)	
		20,841		22,668
6		198		99
7		20,643		22,569
8		20,841		22,668
	4 5 6 7	Notes £ 4 14,553 57,516 72,069 5 (51,228)	4 14,553 57,516 72,069 5 (51,228) 20,841 6 198 20,643	Notes £ £ £ 4 14,553 57,516 57,689 57,689 68,375 57,689 68,375 5 (51,228) (45,707) 20,841 67 (45,707) 70,841 6 198 20,643 20,643

In preparing these financial statements:

- (a) The directors are of the opinion that the company is entitled to the exemption from audit conferred by Section 249A(1) of the Companies Act 1985;
- (b) No notice has been deposited under Section 249B(2) of the Companies Act 1985, and
- (c) The directors acknowledge their responsibilities for:
 - (i) ensuring that the company keeps accounting records which comply with Section 221 of the Companies Act 1985, and
 - (ii) preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial year and of its profit or loss for the financial year in accordance with the requirements of Section 226, and which otherwise comply with the requirements of this Act relating to accounts, so far as applicable to the company.

These financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

The notes on pages 5 and 7 form part of these financial statements.

the financial statements were approved by the Board on 5 November 2002

Director

Director

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2002

1 Accounting policies

1.1 Accounting convention

The financial statements have been prepared under the historical cost convention, and in accordance with applicable accounting standards.

1.2 Turnover

Revenue from insurance broking business relates to retainer fees receivable from a related insurance business and other commissions receivable.

2	Operating profit	2002 £	2001 £
	Operating profit is stated after charging: Directors' emoluments	7,500	-
3	Taxation	2002 £	2001 £
	Domestic current year tax U.K. corporation tax	6,538	5,160
	Current tax charge	6,538	5,160
	Factors affecting the tax charge for the year Profit on ordinary activities before taxation	34,613	28,487
	Profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 20.00% (2001 : 20.00%)	6,923	5,697
	Effects of: Other tax adjustments	(385)	(537)
		(385)	(537)
	Current tax charge	6,538	5,160
4	Debtors	2002 £	2001 £
	Trade debtors Other debtors	8,566 5,987	7,006 3,680
		14,553	10,686

NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 31 MARCH 2002

5	Creditors: amounts falling due within one year	2002 £	2001 £
	Taxation and social security	6,538	5,160
	Other creditors	44,690	40,547
		51,228	45,707
6	Share capital	2002 £	2001 €
	Authorised	%	<i>a.</i>
	1,000 Ordinary Shares of £ 1 each	1,000	1,000
	1,000 Ordinary A shares of £ 1 each	1,000	
		2,000	1,000
	Allotted, called up and fully paid		
	99 Ordinary Shares of £ 1 each	99	99
	99 Ordinary A shares of £ 1 each	99	
		198	99

During the year 99 A shares of £1 each were allotted and fully paid at par for cash consideration to provide additional working capital.

7 Statement of movements on profit and loss account

	Profit and loss account £
Balance at 1 April 2001 Retained loss for the year	22,568 (1,925)
Balance at 31 March 2002	20,643

NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 31 MARCH 2002

8	Reconciliation of movements in shareholders' funds	2002 £	2001 £
	Profit for the financial year Dividends	28,075 (30,000)	23,327 (21,000)
	Proceeds from issue of shares	(1,925) 99	2,327
	Net (depletion in)/addition to shareholders' funds Opening shareholders' funds	(1,826) 22,668	2,327 20,341
	Closing shareholders' funds	20,841	22,668

9 Related party transactions

During the year the company moved from the leasehold premises of Rhys Francis and Partners, a partnership owned by the directors.

The company receives income from Rhys Francis and Partners relating to retainer fees and for the year ended 31 March 2002 this amounted to £9,000 (2001: £9,000). A debtor of £3,675 from Rhys Francis and Partners is included in the accounts (2001: £1,468).

The company is controlled by the directors by virtue of their holdings in the share capital of the company.