ACCUREAD LIMITED REGISTERED NUMBER: 3076187

ANNUAL REPORT

31 DECEMBER 2002

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ANNUAL REPORT FOR THE YEAR ENDED 31 DECEMBER 2002

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DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2002

The directors present their report and the audited financial statements of the company for the year ended 31 December 2002.

PRINCIPAL ACTIVITIES

The principal activity of the company during the year was the provision of meter reading and data processing services.

REVIEW OF BUSINESS AND FUTURE DEVELOPMENTS

The directors will continue to seek opportunities to expand the customer base of the company and to generate additional income from new meter reading contracts and related activities.

RESULTS AND DIVIDENDS

The results for the year are set out in the profit and loss account on page 4.

No interim dividend was paid during the year (2001: £3,000k). No final dividend is proposed (2001: £nil). The amount transferred to reserves is set out in the profit and loss account on page 4.

DIRECTORS AND THEIR INTERESTS

The directors of the company during the year, and subsequently, were:

Sir Peter Parker (Termination of Directorship on 28 April 2002)

J A Harrower (Resigned 1 September 2002)

B P Murphy B A Wallin S R Brown

C Bolt

C Elliott

(Appointed 1 September 2002)

P Lehmann (Appointed 28 November 2002)

The directors have no interests in the share capital of the company according to the register maintained by the company under Section 325 of the Companies Act 1985.

The company is exempted from disclosing interest (if any) of the Directors and their families in the share capital of the ultimate parent company, Group 4 Falck A/S by virtue of the Companies (Disclosure of Directors Interest) (Exemptions) Regulations (SI 16985 no 802).

None of the directors above exercised share options during the year.

EUROPEAN MONETARY UNION

The directors are aware of the implications of the European Monetary Union, and the costs associated with this are not expected to be significant.

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2002 (CONTINUED)

DISABLED PERSONS

It is company policy to give full and fair consideration to applications for employment made by disabled persons, having regard to the particular abilities and aptitudes of each applicant and to the requirements of the vacancies available. In the event of members of staff becoming disabled, every effort is made to ensure that their employment with the company continues and the appropriate training is arranged. It is the policy of the company to ensure that the training, career development and promotion of a disabled person, should, as far as possible, be identical to that of a person who does not suffer from a disability.

EMPLOYEE INVOLVEMENT

During the period the company has maintained its obligations to develop and improve arrangements aimed at involving employees in its affairs. Methods of communication used include an in-house newsletter, bulletins and management briefings.

CHARITABLE AND POLITICAL DONATIONS

No donations were made for charitable or political purposes (2001: £nil).

Following the conversion of our auditors PricewaterhouseCoopers to a Limited Liability Partnership (LLP) from 1 January 2003, PricewaterhouseCoopers resigned on 21 February 2003 and the directors appointed its successor, PricewaterhouseCoopers LLP, as auditors. A resolution to reappoint PricewaterhouseCoopers LLP as auditors to the company will be proposed at the annual general meeting.

CONTINUING ACTIVITIES OF THE COMPANY

The Directors are confident that the company will be successful in retaining a significant share of the business that it is currently tendering for.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare financial statements for each financial year that give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit or loss of the Company for that period. The directors are required to prepare the financial statements on the going concern basis, unless it is inappropriate to assume that the Company will continue in business.

The directors confirm that suitable accounting policies have been used and applied consistently, with the exception of the adoption of new accounting standards in the year as explained on page 8 under note 1, "Principal accounting policies". They also confirm that reasonable and prudent judgments and estimates have been made in preparing the financial statements for the year ended 31 December 2002 and that applicable accounting standards have been followed.

The directors are responsible for keeping proper accounting records that 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 1985. 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.

On behalf of the Board

SR Brown Director 21 May 2003

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ACCUREAD LIMITED

We have audited the financial statements which comprise the profit and loss account, the balance sheet, the statement of total recognised gains and losses and the related notes.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and accounting standards are set out in the statement of directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards issued by the Auditing Practices Board. This report, including the opinion has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or in to whose hands it may come save where expressly agreed by our prior consent in writing.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions is not disclosed.

We read the other information contained in the annual report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. The other information comprises the directors' report.

Basis of audit 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 information and explanations 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 the company's affairs at 31 December 2002 and of its profit and cash flows for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

PricewaterhouseCoopers LLP

Chartered Accountants and Registered Auditors

Transtation Cooper in

Birmingham

21 May 2003

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2002

	Note		
			2001
		2002	(Restated)
		£'000	£'000
TURNOVER – CONTINUING OPERATIONS	2	50,582	47,132
Cost of sales		(40,573)	(35,655)
GROSS PROFIT		10,009	11,477
Administrative expenses		(5,935)	(7,174)
OPERATING PROFIT- CONTINUING OPERATIONS	3	4,074	4,303
Interest receivable and similar income	6	111	164
Interest payable and similar charges	6	(48)	(80)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		4,137	4,387
Taxation on profit on ordinary activities	7	(1,319)	(1,417)
PROFIT FOR THE FINANCIAL YEAR		2,818	2,970
Dividends	8	-	(3,000)
AMOUNT TRANSFERRED TO/(FROM) RESERVES	14	2,818	(30)
STATEMENT OF RECOGNISED GAINS AND LOSSES FOR DECEMBER 2002	R THE YEAR	EENDED 31	
			2001
		2002	(Restated)
		£'000	£'000
Profit for the financial year		2,818	2,970
Total recognised gains and losses in the year		2,818	2,970
Prior year adjustment		344	
Total gains and losses since last annual report		3,162	

There is no difference between the profit on ordinary activities before taxation and the amount transferred from reserves for the financial year stated above and their historical cost equivalents.

The movements on reserves are shown in note 14 to the financial statements.

BALANCE SHEET AS AT 31 DECEMBER 2002

	Note	2002 £'000	2001 (Restated) £'000
FIXED ASSETS			
Tangible assets	9	5,506	1,076
CURRENT ASSETS			
Debtors	10	6,870	8,922
Cash at bank and in hand		7,208	5,649
		14,078	14,571
CREDITORS: amounts falling due within one year	12	(10,704)	(9,585)
NET CURRENT ASSETS		3,374	4,986
TOTAL ASSETS LESS CURRENT LIABILITIES		8,880	6,062
CAPITAL AND RESERVES			
Called up share capital	13	100	100
Profit and loss account	14	8,780	5,962
EQUITY SHAREHOLDERS' FUNDS		8,880	6,062

The financial statements on pages 4 to 17 were approved by the board of directors on 21 May 2003 and were signed on its behalf by:

SR Brown Director

RECONCILIATION OF MOVEMENTS IN EQUITY SHAREHOLDERS' FUNDS FOR THE YEAR ENDED 31 DECEMBER 2002

		2001
	2002	(Restated)
	£'000	£,000
Profit for the financial year	2,818	2,970
Dividends		(3,000)
Net increase/(reduction) to equity shareholders' funds	2,818	(30)
Equity shareholders' funds at 1 January as previously reported	5,718	5,761
Prior year adjustment – FRS 19	344	331
Equity shareholders' funds at 1 January as restated	6,062	6,092
Equity shareholders' funds at 31 December	8,880	6,062

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2002

	• •		ended		ended
	Note	31 Decer £'000	nber 2002 £'000	31 Dece £'000	mber 2001 £'000
			2 300	2000	2 000
Net cash inflow from operating activities	15		7,137		3,693
Returns on investment and servicing of finance					
Interest received		106		164	
Net cash inflow from returns on investments and servicing of finance			106		164
Taxation			(600)		(1,765)
Capital expenditure					
Purchase of tangible fixed assets		(5,084)		(311)	
Net cash outflow for capital expenditure			(5,084)		(311)
Equity dividends paid to shareholders			-		(3,000)
Net cash inflow/(outflow) before use of liquid resources and financing			1,559		(1,219)
Management of liquid resources (Increase)/reduction in money market deposits with banks		(2,479)		3,105	
			(2,479)		3,105
(Decrease)/increase in net cash			(920)		1,886
(Decrease)/merease in net cash			(920)		1,000
Reconciliation of net cash flow to movement in net funds			Year ended 31 December 2002 £'000		Year ended 31 December 2001 £'000
(Decrease)/increase in cash in the period			(920)		1,886
Movements in deposits			2,479		(3,105)
Movements in net funds in the period	16		1,559		(1,219)
Net funds at 1 January			5,649		6,868
Net funds at 31 December			7,208		5,649

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

1 ACCOUNTING POLICIES

A summary of the company's principal accounting policies is set out below, together with an explanation of any changes that have been made to previous policies due to the adoption of new accounting standards in the year.

(1) Basis of preparation of accounting

The financial statements are prepared under the historical cost convention and in accordance with applicable UK accounting and financial reporting standards.

(2) Turnover

Turnover represents the amount receivable, excluding value added tax, for the provision of information to utility companies, including meter reading and data processing services.

(3) Deferred taxation

Following the adoption of Financial Reporting Standard 19, 'Deferred Taxation', the Company provides in full for deferred tax assets and liabilities arising from the timing differences between the recognition of gains and losses in the financial statements and their recognition for tax purposes.

Deferred tax assets are only recognised where there is a greater likelihood than not that they will be recovered.

Deferred tax assets and liabilities are not discounted.

(4) Tangible fixed assets and depreciation

Tangible fixed assets are stated at their original cost less accumulated depreciation and any provision for impairment.

Depreciation is calculated to recognise the consumption of the economic benefits of tangible fixed assets over their economic lives. Depreciation is calculated on a straight-line basis to write off cost less and residual value.

The principal annual rates are as follows:

Short leasehold property Plant and Equipment

Period of lease 10% to 100%

The period of depreciation is set for each asset following consideration of useful economic lives. This leads to the broad band of annual rates above.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2002 (CONTINUED)

(5) Impairment of fixed assets

Impairment losses are recognized in the period in which they are identified. The directors carry out an impairment review by comparing the carrying value of the asset to the present value of the estimated future cash flows generated by that asset.

(6) Leased assets

Payments under operating leases are charged to the profit and loss account on a straight-line basis over the term of the lease.

(7) Pensions and other post retirement benefits

The company is a member of a group scheme which principally operates two funded defined benefits schemes, which are self-administered. The cost of providing pensions and other post retirement benefits is charged to the profit and loss account so as to spread the cost over the employees' remaining service lives. Variations in pension costs, which are identified as a result of actuarial valuations, are amortised over the average expected service lives of the scheme members.

Differences between the payments to the fund and the amounts charged in the profit and loss account are treated as either assets or liabilities in the balance sheet.

Where defined contribution schemes are operated, payments made are charged to the profit and loss account in the year they are payable.

Details of the group pension scheme are included in note 17.

(8) Prior Year Adjustment

The Company has adopted Financial Reporting Standard 19 'Deferred Taxation' during 2002. This Standard requires for full provision to be made for deferred tax on most types of timing differences. The previous accounting standard required provisions to be made only to the extent that the liability would crystalise in the foreseeable future. Adoption of FRS 19 has resulted in a prior year adjustment giving an increase in opening reserves at 1 January 2001 of £344,000 and an increase in the opening reserves at 1 January 2000 of £331,000.

2 TURNOVER

Turnover arose from a single class of business originating in the United Kingdom.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2002 (CONTINUED)

3 OPERATING PROFIT

	Year ended 1 December 2002 £'000	Year ended 31 December 2001 £'000
Operating profit is stated after charging:		
Depreciation of tangible fixed assets	654	803
Operating lease charges		
Land and buildings	100	126
Plant and machinery	2,514	2,336
Auditors remuneration:	,	_,
Audit services	21	21
Non-audit services	23	18

4 EMPLOYEE INFORMATION

Year ended	Year ended
31 December	31 December
2002	2001
£'000	£'000
19,578	18,422
1,652	1,561
1,235	887
22,465	20,870
	31 December 2002 £'000 19,578 1,652 1,235

The average monthly number of persons (including executive directors) employed by the company during the year was:

	Number	Number
Direct	1,074	1,064
Indirect and administration	131	131
	1,205	1,195

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2002 (CONTINUED)

5 DIRECTORS' EMOLUMENTS

The costs in respect of directors' remuneration are borne by other group companies and are not directly recharged to the company. The disclosure reflects the apportioned emoluments in respect of their services to the company.

	Year ended	Year ended
	31 December	31 December
	2002	2001
	£'000	£,000
Aggregate emoluments	138	95
Aggregate amounts receivable under long term incentive schemes	-	-
		95

Three of the directors of the company are accruing pension benefits as members of the group defined benefit pension scheme (2001: three). No contributions were paid to defined contribution pension schemes for the directors of the company in respect of qualifying services in the period.

6 INTEREST

	Year ended 31 December 2002 £'000	Year ended 31 December 2001 £'000
Interest receivable: Bank interest	111	164
Interest payable: Other interest	(48)	(80)
Net interest	63	84

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2002 (CONTINUED)

7 TAXATION ON PROFIT ON ORDINARY ACTIVITIES

Analysis of charge in the period

Current tax	Year ended 31 December 2002 £'000	Year ended 31 December 2001 £'000
UK corporation tax on profits of the period	923	1,424
Adjustments in respect of previous periods	74	
Total current tax	997	1,424
Deferred tax		
Origination and reversal of timing differences	322	(7)
Total deferred tax	322	(7)
Tax on profit on ordinary activities	1,319	1,417

The tax assessed for the period is lower (2001: higher) than the standard rate of corporation tax in the UK (30%). The differences are explained below:

Factors affecting tax charge for the period

	Year ended 31 December	Year ended 31 December
	2002	2001
	£'000	£'000
Profit on ordinary activities before tax	4,137	4,387
Profit on ordinary activities before tax multiplied by the standard rate of corporation tax in the UK of 30% Effects of	1,241	1,316
Expenses not deductible for tax purposes		
-Timing differences	6	(17)
-Permanent differences	23	118
Capital allowances for the period in excess of depreciation	(347)	7
Adjustment to tax charge in respect of previous periods	74	-
Current tax charge for the period	997	1,424

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2002 (CONTINUED)

			Year ended 31 December 2002 £'000	Year ended 31 December 2001 £'000
	Equity – Ordinary Interim dividend £nil (2001: £3,000k). Final dividen	d fuil (2001, fuil)		
	merin dividend 2m (2001, 23,000k). Tinai dividen	d £mi (2001. £mi)	-	3,000
9	TANGIBLE FIXED ASSETS			
		Short		
		leasehold	Plant and	
		property	equipment	Total
	Cost	£'000	£'000	£'000
	At 1 January 2002	340	4,664	5,004
	Additions	-	5,084	5,084
	At 31 December 2002			
		340	9,748	10,088
	Depreciation			
	At 1 January 2002	304	3,624	3,928
	Charge for the year	36	618	654
	At 31 December 2002	340	4,242	4,582
	Net book value			
	At 31 December 2002	-	5,506	5,506
	At 31 December 2001	36	1,040	1,076
				<u> </u>
10	DEBTORS: AMOUNTS FALLING DUE WITHIN	N ONE YEAR		
			31 December	31 December
			2002	2001
			41000	Restated
			£'000	£'000
	Trade debtors		5,253	7,800
	Amounts owed by group undertakings Other debtors		-	33
	Prepayments and accrued income		1 502	26 710
	Deferred tax (see note 11)		1,593 22	719 344
			6,870	8,922
			0,070	0,722

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2002 (CONTINUED)

11 DEFERRED TAXATION

12

	31 December 2002 £'000	Restated 31 December 2001 £'000
Accelerated capital allowances	44	(270)
Other timing differences	(66)	(74)
Total deferred taxation asset	(22)	(344)
Provision at start of period Deferred tax charge in profit and loss account for the period	(344) 322	(337) (7)
Deferred tax asset at 31 December	(22)	(344)
Deferred tax (asset)/liability		31 December 2002 £'000
At I January 2002 as previously reported		
Prior year adjustment – FRS 19		(344)
At 1 January 2002 as restated Deferred tax charge on profit and loss account (note 7)		(344) 322
At 31 December 2002		(22)
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
	31 December	31 December
	2002 £'000	2001 £'000
Trade creditors	1,492	1,587
Amount owed to group undertakings Corporation tax	141 1,765	51 1,372
Other taxation and social security	930	2,544
Other creditors	332	227
Accruals and deferred income	6,044	3,804
	10,704	9,585

All of the amounts above are unsecured. None of the company's assets bear charges or have been used as security for the liabilities of the company or any other party.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2002 (CONTINUED)

13 SHARE CAPITAL

31 December 2002	31 December 2001
£,000	£'000
100	100
	2002 £'000

The authorised and issued share capital consists of 49,000 'A' ordinary shares held by GB Gas Holdings Limited, a wholly owned subsidiary of Centrica plc, and 51,000 'B' ordinary shares held by Group 4 Falck Utility Services Limited. 'A' and 'B' ordinary shares rank equally with regard to voting and dividend rights and entitlement in the event that the company is wound up.

14 RESERVES

	Profit and loss account £'000
As at 1 January 2002 as previously reported Prior year adjustment – FRS 19	5,618 344
At 1 January 2002 restated Profit for the year	5,962 2,818
As at 31 December 2002	8,780

15 RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	Year ended	Year ended
	31 December	31 December
	2002	2001
	£'000	£'000
Operating profit	4,074	4,303
Depreciation charge	652	803
(Increase)/decrease in debtors	1,730	(1,208)
Increase/(decrease) in creditors	681	(205)
Net cash inflow from operating activities	7,137	3,693

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2002 (CONTINUED)

16 ANALYSIS OF CHANGES IN NET FUNDS

	As at 1 January 2002 £'000	Cash Flows £'000	As at 31 December 2002 £'000
Cash at bank and in hand	5,649	1,559	7,208
	5,649	1,559	7,208

17 PENSION ARRANGEMENTS

The company participates in a group funded defined benefit scheme operated by Group 4 Falck Global Solutions Limited in the United Kingdom. The assets of the scheme are held separately from the assets of the company or group.

The latest actuarial valuation of the scheme was carried out as at 31 March 2002. Details of the latest actuarial valuation of this pension scheme are contained in the financial statements of Group 4 Falck Global Solutions Limited. The next actuarial valuation is due as on 31 March 2005.

The total pension costs charged in the profit and loss account for the year ended 31 December 2002 were £ (2001: £1,350,000).

18 CAPITAL COMMITMENTS

	2002 £'000	2001 £'000
Contracted but not provided for in the accounts	629	4,865

19 FINANCIAL COMMITMENTS

At 31 December 2002, the company had annual commitments under non-cancellable operating leases expiring as follows:

	2002 Land and	2002	2001 Land and	2001
	buildings	Other	buildings	Other
	£'000	£'000	£'000	£'000
Within one year	-	-	~	262
Between two and five years	-	1,827	-	_
More than five years	104	<u>-</u>	129	
	104	1,827	129	262

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2002 (CONTINUED)

20 RELATED PARTY TRANSACTIONS

During the year to 31 December 2002 the company entered into the following transactions and recorded the following balances with related parties:

Related party	Description of transaction	Income/ (expenditure) £'000	2002 Balance receivable/ (payable) £'000	Income/ (expenditure) £'000	2001 Balance receivable/ (payable) £'000
Centrica plc (and subsidiaries thereof)	Meter reading services	32,742	3,019	30,980	5,121
Group 4 Falck A/S (and subsidiaries thereof)	Management and administrative services	(453)	(41)	(498)	(45)

The balance at the year end is shown net of any provisions.

21 ULTIMATE PARENT UNDERTAKING

The company is a subsidiary of Group 4 Falck Utility Services Limited, a wholly owned subsidiary of Group 4 Falck Global Solutions Limited (formerly Group 4 Securitas (UK) Limited). Group 4 Falck Utility Services Limited is incorporated in England and Wales and holds 51% of the issued share capital of the company, the remaining 49% of the issued share capital is held by GB Gas Holdings Limited, a wholly-owned subsidiary of Centrica plc.

The ultimate parent company is Group 4 Falck A/S, a company incorporated in Denmark. It is the parent company of both the largest and smallest group of undertakings for which consolidated financial statements are available. The smallest group of undertakings for which consolidated accounts are available is Group 4 Falck Global Solutions Limited.

Copies of the Group 4 Falck A/S financial statements can be obtained from The Company Secretary, Polititoryet, DK-1780 Copenhagen V, Denmark.