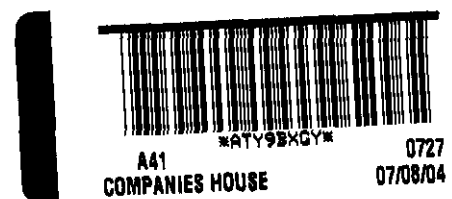


**Searchwell Limited**  
Financial statements  
For the year ended 31 March 2004

Grant Thornton 



**Company No. 3092590**

## Company information

<b>Company registration number</b>	3092590
<b>Registered office</b>	Spring Lane Malvern Link Malvern Worcestershire WR14 1DA
<b>Directors</b>	R Allsop G E Ord
<b>Secretary</b>	M Greensmith
<b>Bankers</b>	National Westminster Bank plc 30 Church Street Malvern Worcestershire WR14 2AD
<b>Solicitors</b>	Messrs Halliwell Landau St James Court Brown Street Manchester M2 2JF  Orme, Dyke & Yates National Westminster Bank Chambers The Homend Ledbury HHR8 1AB
<b>Auditors</b>	Grant Thornton Chartered Accountants Registered Auditors Enterprise House 115 Edmund Street Birmingham B3 2HJ

## **Index**

<b>Report of the directors</b>	3 - 4
<b>Report of the independent auditors</b>	5 - 6
<b>Principal accounting policies</b>	7
<b>Profit and loss account</b>	8
<b>Balance sheet</b>	9
<b>Notes to the financial statements</b>	10 - 12

## Report of the directors

The directors present their report and the financial statements of the company for the year ended 31 March 2004.

### Principal activities and business review

The company ceased to trade on 28 February 2003 and since then has only been incurring costs.

There was a loss for the year after taxation amounting to £638 (2003: £67,304). The directors do not recommend payment of a dividend.

### Directors

The directors who served the company during the year were as follows:

R Allsop  
G E Ord

The company is a wholly owned subsidiary and the interests of the group directors are disclosed in the financial statements of the parent company.

### Directors' responsibilities

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

- select suitable accounting policies and then apply them consistently
- make judgements and estimates that are reasonable and prudent
- 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 proper accounting records, for safeguarding the assets of the company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

### Auditors

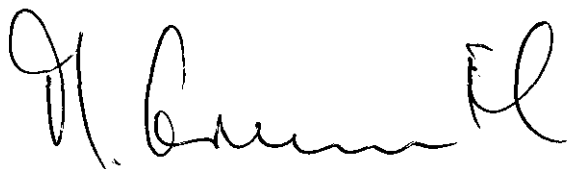
On 1 July 2004 the Grant Thornton partnership will transfer its business to a limited liability partnership, Grant Thornton UK LLP, and the directors have agreed to extend the audit appointment to Grant Thornton UK LLP with effect from 1 July 2004 in accordance with Section 26(5) of the Companies Act 1989.

Grant Thornton UK LLP offer themselves for reappointment as auditors in accordance with Section 385 of the Companies Act 1985.

**Small company provisions**

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

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'M Greensmith', written over a horizontal line.

M Greensmith  
Secretary

30/6/04

A large, stylized handwritten checkmark or 'V' shape drawn in black ink, extending from the middle of the page down towards the bottom right.

# Report of the independent auditors to the members of Searchwell Limited

We have audited the financial statements of Searchwell Limited for the year ended 31 March 2004 which comprise the principal accounting policies, profit and loss account, balance sheet and notes 1 to 14. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. 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**

The directors' responsibilities for preparing the report of the directors and the financial statements in accordance with 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.

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 with the company is not disclosed.

We read other information contained in the Directors' Report and consider whether it is consistent with the audited financial statements. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

## **Basis of opinion**

We conducted our audit in accordance with United Kingdom 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 affairs of the company as at 31 March 2004 and of its loss for the year then ended, and have been properly prepared in accordance with the Companies Act 1985.



**GRANT THORNTON  
REGISTERED AUDITORS  
CHARTERED ACCOUNTANTS  
BIRMINGHAM**

30/6/04

## Principal accounting policies

### **Basis of accounting**

The financial statements have been prepared under the historical cost convention.

At 31 March 2004 the company had a deficiency of net assets amounting to £774,896, but its ultimate parent company, Tricorn Group plc, has given an undertaking to the directors of the company that it has no present intention to require repayments of the amounts due from Searchwell Limited to Tricorn Group plc for the next twelve months. The financial statements have therefore been prepared on a going concern basis.

### **Cash flow statement**

The directors have taken advantage of the exemption in Financial Reporting Standard No 1 (revised) from including a cash flow statement in the financial statements on the grounds that the company is consolidated within Tricorn Group plc's financial statements.

### **Turnover**

The turnover shown in the profit and loss account represents amounts invoiced during the year, exclusive of Value Added Tax.



## Profit and loss account

	Note	2004 £	2003 £
Turnover		–	94,687
Cost of sales		<u>1</u>	<u>37,095</u>
Gross (loss)/profit		(1)	57,592
Other operating charges	1	<u>618</u>	<u>123,166</u>
<b>Operating loss</b>	2	<b>(619)</b>	<b>(65,574)</b>
Interest payable	4	<u>19</u>	<u>1,730</u>
<b>Loss on ordinary activities before taxation</b>		<b>(638)</b>	<b>(67,304)</b>
Tax on loss on ordinary activities		–	–
<b>Loss for the financial year</b>	10	<b><u>(638)</u></b>	<b><u>(67,304)</u></b>

All of the activities of the company are classed as continuing.

The company has no recognised gains or losses other than the results for the year as set out above.

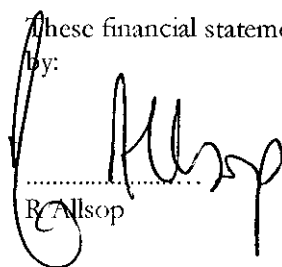
The accompanying accounting policies and notes form part of these financial statements.

## Balance sheet

	Note	2004 £	2003 £
<b>Current assets</b>			
Debtors	5	371,458	336,831
Cash at bank		—	44,721
		<u>371,458</u>	<u>381,552</u>
<b>Creditors: amounts falling due within one year</b>	6	—	15,013
<b>Net current assets</b>		<u>371,458</u>	<u>366,539</u>
<b>Total assets less current liabilities</b>		<u>371,458</u>	<u>366,539</u>
<b>Creditors: amounts falling due after more than one year</b>	7	1,146,354	1,140,797
		<u>(774,896)</u>	<u>(774,258)</u>
<b>Capital and reserves</b>			
Called-up equity share capital	9	3,567	3,567
Share premium account	10	82,913	82,913
Profit and loss account	10	(861,376)	(860,738)
<b>Deficiency</b>	11	<u>(774,896)</u>	<u>(774,258)</u>

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

These financial statements were approved by the directors on 30 June 2004 and are signed on their behalf by:

  
R. Allsop

## Notes to the financial statements

### 1 Other operating charges

	2004	2003
	£	£
Distribution costs	—	738
Administrative expenses	618	122,428
	<u>618</u>	<u>123,166</u>

### 2 Operating loss

Operating loss is stated after charging:

	2004	2003
	£	£
Directors' emoluments	—	500
Staff pension contributions	—	2,333
Depreciation of owned fixed assets	—	6,058
Auditors' fees	—	3,000
	<u>—</u>	<u>11,891</u>

### 3 Directors

Remuneration in respect of directors was as follows:

	2004	2003
	£	£
Emoluments	—	500
	<u>—</u>	<u>500</u>

### 4 Interest payable and similar charges

	2004	2003
	£	£
Finance charges	—	1,730
Other interest and similar charges	19	—
	<u>19</u>	<u>1,730</u>

**5 Debtors**

	2004 £	2003 £
Trade debtors	—	11,819
Amounts owed by group undertakings	371,458	325,011
Other debtors	—	1
	<u>371,458</u>	<u>336,831</u>

The debtors above include the following amounts falling due after more than one year:

	2004 £	2003 £
Amounts owed by group undertakings	<u>371,458</u>	<u>—</u>

**6 Creditors: amounts falling due within one year**

	2004 £	2003 £
Trade creditors	—	5,552
Other taxation	—	1,928
Other creditors	—	7,533
	<u>—</u>	<u>15,013</u>

**7 Creditors: amounts falling due after more than one year**

	2004 £	2003 £
Amounts owed to group undertakings	<u>1,146,354</u>	<u>1,140,797</u>

**8 Related party transactions**

No transactions with related parties were undertaken such as are required to be disclosed under Financial Reporting Standard 8.

**9 Share capital**

Authorised share capital:

	2004 £	2003 £
4,187 Ordinary shares of £1 each	<u>4,187</u>	<u>4,187</u>

Allotted, called up and fully paid:

	2004		2003	
	No	£	No	£
Ordinary shares of £1 each	<u>3,567</u>	<u>3,567</u>	<u>3,567</u>	<u>3,567</u>

## 10 Reserves

	Share premium account £	Profit and loss account £
At 1 April 2003	82,913	(860,738)
Loss for the year	—	(638)
At 31 March 2004	<u>82,913</u>	<u>(861,376)</u>

## 11 Reconciliation of movements in shareholders' funds

	2004 £	2003 £
Loss for the financial year	(638)	(67,304)
Opening shareholders' equity deficit	<u>(774,258)</u>	<u>(706,954)</u>
Closing shareholders' equity deficit	<u>(774,896)</u>	<u>(774,258)</u>

## 12 Contingencies

The directors have confirmed that there were no contingent liabilities which should be disclosed at 31 March 2004.

## 13 Capital commitments

The directors have confirmed that there were no capital commitments at 31 March 2004.

## 14 Ultimate parent company

The company's ultimate parent undertaking is Tricorn Group plc, a company incorporated in England and Wales. This is the largest and smallest group of which the company is a member and for which group accounts are prepared. Copies of the group accounts can be obtained from Spring Lane, Malvern Link, Malvern, Worcestershire, WR14 1DA.

## Management information

The following pages do not form part of the statutory financial statements which are the subject of the independent auditors' report on pages 5 to 6.

## Profit and loss account

	2004 £	2003 £
<b>Turnover</b>	—	94,687
Purchases	<u>1</u>	<u>37,095</u>
Gross (loss)/profit	(1)	57,592
<b>Overheads</b>		
Freight and carriage	—	738
Administrative expenses	<u>618</u>	<u>122,428</u>
	<u>618</u>	<u>123,166</u>
<b>Operating loss</b>	(619)	(65,574)
Interest payable	<u>(19)</u>	<u>(1,730)</u>
<b>Loss on ordinary activities</b>	<u>(638)</u>	<u>(67,304)</u>

## Notes to the detailed profit and loss account

	2004 £	2003 £
<b>Administrative expenses</b>		
<b>Personnel costs</b>		
Directors fees	—	500
Administrative staff salaries	—	41,403
Wages and salaries	500	—
Employers national insurance contributions	—	4,315
Staff pension contributions	—	2,333
	<u>500</u>	<u>48,551</u>
<b>Establishment expenses</b>		
Rent, rates and water	—	(37)
Insurance	—	6,648
	<u>—</u>	<u>6,611</u>
<b>General expenses</b>		
Motor expenses	—	1,822
Travel and subsistence	—	6,197
Telephone	(26)	1,192
Office expenses	—	595
Stationery and postage	—	190
Sundry expenses	—	1,351
Advertising	—	4,001
Management charges payable	—	27,500
Legal and professional fees	15	7,591
Auditors remuneration	—	3,000
Depreciation	—	1,422
Depreciation of motor vehicles	—	4,636
	<u>(11)</u>	<u>59,497</u>
<b>Financial costs</b>		
Bad debts written off	—	6,815
Bank charges	129	954
	<u>129</u>	<u>7,769</u>
	<u>618</u>	<u>122,428</u>
<b>Interest payable</b>		
Bank interest payable	19	—
Hire purchase and finance lease charges	—	1,730
	<u>19</u>	<u>1,730</u>