

**FLETCHER DEALERSHIP LIMITED**  
**DIRECTORS' REPORT AND ACCOUNTS**  
**FOR THE YEAR ENDED 31ST DECEMBER 1998**

Company No. 3112577



# **FLETCHER DEALERSHIP LIMITED**

## **COMPANY INFORMATION**

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|--------------------------|--|
| <b>Directors</b>         | Mr Thomas James Allan McPhail<br>Mr Neil Smillie<br>Ms Janis Richardson Fletcher |
| <b>Secretary</b>         | Ms Kay Colgrave  |
| <b>Company Number</b>    | 3112577  |
| <b>Registered Office</b> | Rossmore Road East<br>Ellesmere Port<br>South Wirral<br>L65 3BR                  |
| <b>Auditors</b>          | KPMG<br>St James' Square<br>Manchester<br>M2 6DS                                 |
| <b>Solicitors</b>        | Pinsent Curtis<br>41 Park Square<br>Leeds<br>LS1 2NS                             |
| <b>Bankers</b>           | HSBC Bank plc<br>33 Park Row<br>Leeds<br>LS1 1LD                                 |

# **FLETCHER DEALERSHIP LIMITED**

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# FLETCHER DEALERSHIP LIMITED

## DIRECTORS' REPORT

FOR THE YEAR ENDED 31ST DECEMBER 1998

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The directors present their report together with the audited accounts for the year ended 31st December 1998.

### Principal Activities and Review of Business

The company was dormant during the year.

### Results and Dividends

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

The directors do not recommend a dividend .

### Directors

The directors who served during the year and their beneficial interests in the company's issued share capital were:

|                               | Ordinary Shares          |                        |
|-------------------------------|--------------------------|------------------------|
|                               | 31st<br>December<br>1998 | 1st<br>January<br>1998 |
| Mr Thomas James Allan McPhail | -                        | -                      |
| Mr Neil Smillie               | -                        | -                      |
| Ms Janis Richardson Fletcher  | -                        | -                      |

The directors interests in the shares of MSF Motor Group Limited, the parent company, are shown in those accounts.

# FLETCHER DEALERSHIP LIMITED

## DIRECTORS' REPORT

FOR THE YEAR ENDED 31ST DECEMBER 1998

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### Directors' Responsibilities

Company law requires the directors to prepare accounts for each financial year which give a true and fair view of the state of the company's affairs and of the profit or loss for that year. In preparing these accounts 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 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 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 hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

This report was approved by the board on 26th January 2000, and signed on its behalf.

Ms Kay Colgrave, Secretary  
26th January 2000

K.A. Colgrave

# **AUDITORS' REPORT TO THE SHAREHOLDERS OF FLETCHER DEALERSHIP LIMITED**

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We have audited the accounts on pages 4 to 7 which have been prepared under the historical cost convention and the accounting policies set out on page 6.

## **Respective Responsibilities of Directors and Auditors**

As described on page 2, the company's directors are responsible for the preparation of the accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts and 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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, 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 information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the accounts 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 the information in the accounts.

## **Opinion**

In our opinion the accounts give a true and fair view of the state of the company's affairs as at 31st December 1998 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

  
**KPMG**

**Chartered Accountants  
Registered Auditors**  
St James' Square  
Manchester  
M2 6DS  
Date: 26th January 2000

# FLETCHER DEALERSHIP LIMITED

## PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31ST DECEMBER 1998

|   | Notes | 1998<br>£ | 1997<br>£ |
|---|-------|-----------|-----------|
| Operating Loss                              |       | -         | -         |
| Loss on Ordinary Activities before Taxation |       | -         | -         |
| Tax on loss on ordinary activities          |       | -         | -         |
| Loss for the Financial Year                 | 5     | -         | -         |
| Retained Loss Brought Forward               |       | (312,066) | (312,066) |
| Retained Loss Carried Forward               |       | (312,066) | (312,066) |

The company was dormant during the year.

# FLETCHER DEALERSHIP LIMITED

## BALANCE SHEET

AS AT 31ST DECEMBER 1998

|  | Notes | 1998<br>£      | 1997<br>£      |
|--|-------|----------------|----------------|
| <b>Current Assets</b>                        |       |                |                |
| Debtors                                      | 2     | 288,067        | 288,067        |
|  |       | <u>288,067</u> | <u>288,067</u> |
| <b>Total Assets Less Current Liabilities</b> |       | <u>288,067</u> | <u>288,067</u> |
| <b>Capital and Reserves</b>                  |       |                |                |
| Share capital                                | 4     | 52,702         | 52,702         |
| Share premium account                        | 5     | 547,431        | 547,431        |
| Profit and loss account                      | 5     | (312,066)      | (312,066)      |
| <b>Shareholders' Funds</b>                   | 6     | <u>288,067</u> | <u>288,067</u> |

These accounts were approved by the board on 26th January 2000 and signed on its behalf.



Mr Neil Smillie  
Director

# FLETCHER DEALERSHIP LIMITED

## NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31ST DECEMBER 1998

### 1 Accounting Policies

#### Basis of Accounting

The Accounts have been prepared under the historical cost convention.

The company has taken advantage of the exemptions in Financial Reporting Standard No. 1 from the requirement to produce a cash flow statement on the grounds that it is a wholly owned subsidiary of MSF Motor Group Limited which has prepared a consolidated cash flow statement.

| 2 | Debtors                            | 1998<br>£      | 1997<br>£      |
|---|------------------------------------|----------------|----------------|
|   | Amounts owed by group undertakings | 288,067        | 288,067        |
|   |                                    | <u>288,067</u> | <u>288,067</u> |

| 4 | Share Capital                      | 1998<br>£      | 1997<br>£      |
|---|------------------------------------|----------------|----------------|
|   | <b>Authorised</b>                  |                |                |
|   | 100,000 Ordinary shares of £1 each | 100,000        | 100,000        |
|   |                                    | <u>100,000</u> | <u>100,000</u> |
|   | <b>Issued</b>                      |                |                |
|   | 52,702 Ordinary shares of £1 each  | 52,702         | 52,702         |
|   |                                    | <u>52,702</u>  | <u>52,702</u>  |

| 5 | Reserves  | Share<br>Premium<br>Account<br>£ | Profit<br>and Loss<br>Account<br>£ |
|---|---|----------------------------------|------------------------------------|
|   | At 1st January 1997                             | 547,431                          | (312,066)                          |
|   | Share premium arising on issue of share capital | 547,431                          | (312,066)                          |
|   | At 31st December 1998                           | <u>547,431</u>                   | <u>(312,066)</u>                   |

| 6 | Reconciliation of Shareholders' Funds | 1998<br>£      | 1997<br>£      |
|---|---------------------------------------|----------------|----------------|
|   | Decrease in the shareholders' funds   | -              | -              |
|   | Opening shareholders' funds           | 288,067        | 288,067        |
|   | Closing shareholders' funds           | <u>288,067</u> | <u>288,067</u> |

# **FLETCHER DEALERSHIP LIMITED**

## **NOTES TO THE ACCOUNTS**

**FOR THE YEAR ENDED 31ST DECEMBER 1998**

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### **7 Bank Loan and Overdraft**

The bank overdraft is secured by a fixed and floating charge dated 8th August 1996, over all assets and undertaking, and uncalled capital, both present and future, including a specific charge over all book and other debts.

### **8 Contingent Liabilities**

The company has given an Unlimited Multilateral Company Guarantee, dated 8th August 1996, in respect of bank borrowings of MSF Motor Group Limited and its subsidiaries. At 31st December 1998, such borrowings amounted to £10,651,410.

### **9 Parent Company**

Fletcher Dealership Limited is a wholly owned subsidiary of MSF Motor Group Limited, a company registered in England and Wales, company registration number 2863609.