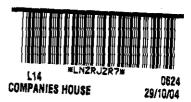
# FAIRFAX GERRARD HOLDINGS LIMITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2003



#### **BLACKBORN LIMITED**

Chartered Accountants & Registered Auditors
Salamander Quay West
Park Lane
Harefield
Uxbridge

Middlesex UB9 6NZ

#### **FINANCIAL STATEMENTS**

#### YEAR ENDED 31 DECEMBER 2003

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## THE DIRECTORS' REPORT YEAR ENDED 31 DECEMBER 2003

The directors have pleasure in presenting their report and the financial statements of the company for the year ended 31 December 2003.

#### PRINCIPAL ACTIVITIES AND REVIEW OF THE BUSINESS

The principle activity of the company continued to be the provision of secure trade finance to small businesses based in the United Kingdom.

The directors consider the state of the company's affairs to be satisfactory.

#### COMMENTARY ON THE RESULTS OF THE YEAR

The enclosed results show a substantial increase in turnover but only a small increase in profit. Some explanation may be helpful.

The group provides facilities, including funding, to enable small businesses (our Clients) to implement transactions they cannot finance without our support. The Client has arranged a transaction - typically import, export, or all within the UK - but they cannot finance the transaction from supplier to customer. Such "Trade Finance" is the largest part of our business nowadays. A significant remainder is the provision of finance against contractual debt. Both are very specialised, high-skill, funding activities and most of what we do has little or no direct competition.

Most clients require us just for a period and then they leave with their transactions successfully completed and paid for. New clients take their place. Thus the pattern of our trade can rapidly change but our charges are based on the skill and funding required, not the turnover associated with that funding. Indeed, some transactions require little money to finance. We are insurable: most of our clients are not. Thus often we can enable a transaction by buying on credit when the client cannot and sometimes we are repaid by the customer before we have to pay the supplier. For this we charge a fee but maybe no interest. Nevertheless our turnover reflects such transactions.

In 2003 the pattern of our clients changed and our turnover increased by about 200%. Demand from new clients was strong. In May we started 13 new clients, a record by far, not seen before or since. Funds out on active clients increased by about 80% from the start to the end of the year. Additionally we increased the level of our business based upon our insurability with suppliers. Management accounts during the year shwoed a sharply increasing trend of monthly profits.

However, as the level of business increased the Directors have decided that it is also prudent to make provisions against some transactions that have gone into "recovery" and where the timing or quantum of repayment remains uncertain. Despite the skill we deploy in seeking to make sure that all transactions operate safely, a few each year go wrong and we then have to rely on background security we always take or other measures to recover sums due to us. This can take some time.

Trading in 2004 is and remains very strong with further growth.

#### RESULTS AND DIVIDENDS

The trading results for the year and the company's financial position at the end of the year are shown in the attached financial statements.

The directors have recommended the following dividends:

	2003	2002
	£	£
Proposed dividends on preference shares	12,431	12,432

#### THE DIRECTORS' REPORT (continued)

#### YEAR ENDED 31 DECEMBER 2003

#### THE DIRECTORS AND THEIR INTERESTS IN THE SHARES OF THE COMPANY

The directors who served the company during the year together with their beneficial interests in the shares of the company were as follows:

	Class of share	At 31 December 2003	At 1 January 2003
Mr D Ross	Ordinary Shares B Ordinary		625
	Shares A Preference	83,909	83,909
	Shares	129,053	129,053

#### 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, as described on page 7, and then apply them consistently;

make judgements and estimates that are reasonable and prudent; and

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 which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. The directors 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.

#### **DONATIONS**

During the year the company made the following contributions:

	2003	2002
	£	£
Charitable	494	864

#### **AUDITORS**

A resolution to re-appoint Blackborn Limited as auditors for the ensuing year will be proposed at the annual general meeting in accordance with section 385 of the Companies Act 1985.

Registered office: 45-47 Station Road Gerrards Cross Buckinghamshire SL9 8ES Signed by order of the directors

MR S ALI Company Secretary

### INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF FAIRFAX GERRARD HOLDINGS LIMITED

#### YEAR ENDED 31 DECEMBER 2003

We have audited the financial statements on pages 5 to 16 which have been prepared under the historical cost convention and the accounting policies set out on page 11.

This report is made solely to the company's shareholders, 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 shareholders 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 shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

#### RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards.

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 the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

#### BASIS OF AUDIT 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 group'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.

## INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF FAIRFAX GERRARD HOLDINGS LIMITED (continued)

#### YEAR ENDED 31 DECEMBER 2003

#### **OPINION**

In our opinion the financial statements give a true and fair view of the state of the company's affairs and of the group as at 31 December 2003 and of the profit of the group for the year then ended, and have been properly prepared in accordance with the Companies Act 1985.

**BLACKBORN LIMITED** 

**Chartered Accountants** 

& Registered Auditors

Salamander Quay West

Park Lane

Harefield

Uxbridge

Middlesex

UB9 6NZ

29/10/04.

#### **PROFIT AND LOSS ACCOUNT**

#### YEAR ENDED 31 DECEMBER 2003

	Note	2003 £	2002 £
GROUP TURNOVER	2	52,330,627	17,968,113
Cost of sales		49,063,111	16,478,128
GROSS PROFIT		3,267,516	1,489,985
Distribution costs Administrative expenses Other operating income	3	7,698 2,944,067 (16,499)	1,204,862 (22,050)
OPERATING PROFIT	4	332,250	307,173
Interest receivable		. –	334
PROFIT ON ORDINARY ACTIVITIES BEFORE	Œ	332,250	307,507
Tax on profit on ordinary activities	7	68,081	60,383
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION  Dividends (including non-equity)	8	264,169 12,431	247,124 12,432
RETAINED PROFIT FOR THE FINANCIAL Y	EAR	251,738	234,692

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

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

The company has taken advantage of section 230 of the Companies Act 1985 not to publish its own Profit and Loss Account.

## FAIRFAX GERRARD HOLDINGS LIMITED RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS YEAR ENDED 31 DECEMBER 2003

• •	2003	2002
	£	£
Profit for the financial year	264,169	247,124
Dividends	(12,431)	(12,432)
	251,738	234,692
Opening shareholders' equity funds	1,484,083	1,662,578
Closing shareholders' equity funds	1,735,821	1,897,270
NON-EQUITY SHAREHOLDERS' FUNDS		
	2003	2002
	£	£
Opening and closing shareholders' non-equity funds	<u>736,404</u>	323,217

#### **GROUP BALANCE SHEET**

#### **31 DECEMBER 2003**

		2003	3	200	2
	Note	£	£	£	£
FIXED ASSETS					
Tangible assets	10		32,746		33,884
CURRENT ASSETS					
Debtors	11	9,348,773		7,318,107	
Cash in hand		10			
		9,348,783		7,318,107	
CREDITORS: Amounts falling due					
within one year	12	4,406,415		3,715,490	
NET CURRENT ASSETS			4,942,368		3,602,617
TOTAL ASSETS LESS CURRENT	LIABI	LITIES	4,975,114		3,636,501
CREDITORS: Amounts falling due					
after more than one year	13		2,502,875		1,416,000
			2,472,239		2,220,501
CAPITAL AND RESERVES			<del></del>		
Called-up share capital	15		736,418		736,418
Share premium account			360,000		360,000
Profit and loss account	16		1,375,821		1,124,083
CHAREHOLDERC EVINOC (* 1. 1.					
SHAREHOLDERS' FUNDS (includ	ıng		2 472 220		2 220 501
non-equity interests)			2,472,239		2,220,501

These financial statements were approved by the directors on the 29. . and are signed on their behalf by:

MR D ROS

#### **BALANCE SHEET**

#### **31 DECEMBER 2003**

		2003	3	200	2
	Note	£	£	£	£
FIXED ASSETS					
Tangible assets	10		32,746		33,884
CURRENT ASSETS			•		•
Debtors	11	7,017,242		4,484,133	
Investments	17	14		14	
Cash in hand		10		_	
		7,017,266		4,484,147	
CREDITORS: Amounts falling due					
within one year	12	2,281,976		1,045,938	
NET CURRENT ASSETS			4,735,290		3,438,209
TOTAL ASSETS LESS CURRENT	LIABI	LITIES	4,768,036		3,472,093
CREDITORS: Amounts falling due					
after more than one year	13		2,502,875		1,416,000
			2,265,161		2,056,093
CAPITAL AND RESERVES			<del></del>		
Called-up share capital	15		736,418		736,418
Share premium account	13		360,000		360,000
Profit and loss account	16		1,168,743		959,675
1 1011t and 1033 account	10		1,100,175		737,013
SHAREHOLDERS' FUNDS (include	ing				
non-equity interests)	8		2,265,161		2,056,093

These financial statements were approved by the directors on the ... 201101 and are signed on their behalf by:

MR D ROSS

(499,550)

(648,077)

#### FAIRFAX GERRARD HOLDINGS LIMITED

#### **GROUP CASH FLOW**

#### YEAR ENDED 31 DECEMBER 2003

	2003		2002	
	£	£	£	£
NET CASH OUTFLOW FROM OPERATING ACTIVITIES		(1,007,338)		(648,077)
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE Interest received Non-equity dividends paid	(12,431)		334 (12,432)	
NET CASH OUTFLOW FROM RETURNS ON INVESTMENTS AND SERVICING OF FINANCE		(12,431)		(12,098)
TAXATION		(57,792)		(49,369)
CAPITAL EXPENDITURE Payments to acquire tangible fixed assets Receipts from sale of fixed assets	(13,391)	(	(4,322) 8,000	(
NET CASH (OUTFLOW)/INFLOW FROM CAPITAL EXPENDITURE		(13,391)	<del></del>	3,678
CASH OUTFLOW BEFORE FINANCING		(1,090,952)		(705,866)
FINANCING Increase in bank loans	1,056,641		(329,419)	
NET CASH INFLOW/(OUTFLOW) FROM FINANCING		1,056,641		(329,419)
DECREASE IN CASH		(34,311)		(1,035,285)
RECONCILIATION OF OPERATING PROPERATING ACTIVITIES	ROFIT TO NE	ET CASH OUT	FLOW FRO	M
		2003		2002
		£		£
Operating profit		332,250		307,173
Depreciation		14,527		22,053
Profit on disposal of fixed assets Increase in debtors		(2.020.666)		(7,748)
increase in debtors		(2,030,666)		(470,005)

Increase/(decrease) in creditors

Net cash outflow from operating activities

(1,007,338)

676,551

#### **GROUP CASH FLOW (continued)**

#### YEAR ENDED 31 DECEMBER 2003

#### RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET DEBT

	200		200	
Decrease in cash in the period	£ (34,311)	£	£ (1,035,285)	£
Net cash (inflow) from/outflow from bank loans	(1,056,641)		329,419	
		(1,090,952)		(705,866)
Change in net debt		(1,090,952)		(705,866)
Net debt at 1 January 2003		(1,975,939)		(1,270,073)
Net debt at 31 December 2003		(3,066,889)		(1,975,939)
ANALYSIS OF CHANGES IN NET DEBT				<u></u>
		At 1 Jan 2003	Cash flows	
Net cash:			£	31 Dec 2003 £
Cash in hand and at bank		1 Jan 2003 £	£ 10	31 Dec 2003 £
	·	1 Jan 2003	£	31 Dec 2003 £
Cash in hand and at bank	,	1 Jan 2003 £ (319,739)	£ 10 (34,319)	31 Dec 2003 £ 10 (354,058)
Cash in hand and at bank Overdrafts  Debt: Debt due within 1 year		1 Jan 2003 £ (319,739) (319,739) (240,200)	£ 10 (34,319) (34,309) 30,234	31 Dec 2003 £  10 (354,058) (354,048) (209,966)
Cash in hand and at bank Overdrafts  Debt:		1 Jan 2003 £ (319,739) (319,739) (240,200) (1,416,000)	£ 10 (34,319) (34,309) 30,234 (1,086,875)	31 Dec 2003 £  10 (354,058) (354,048)  (209,966) (2,502,875)
Cash in hand and at bank Overdrafts  Debt: Debt due within 1 year		1 Jan 2003 £ (319,739) (319,739) (240,200)	£ 10 (34,319) (34,309) 30,234	31 Dec 2003 £  10 (354,058) (354,048) (209,966)

#### NOTES TO THE FINANCIAL STATEMENTS

#### YEAR ENDED 31 DECEMBER 2003

#### 1. ACCOUNTING POLICIES

#### **Basis of accounting**

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

#### **Basis of consolidation**

The consolidated financial statements incorporate the financial statements of the company and all group undertakings. These are adjusted, where appropriate, to conform to group accounting policies. Acquisitions are accounted for under the acquisition method and goodwill on consolidation is capitalised and written off over five years from the year of acquisition. The results of companies acquired or disposed of are included in the profit and loss account after or up to the date that control passes respectively. As a consolidated profit and loss account is published, a separate profit and loss account for the parent company is omitted from the group financial statements by virtue of section 230 of the Companies Act 1985.

#### Turnover

Turnover represents the value of invoices addressed to customers processed by the company and is stated net of Value Added Tax, where appropriate.

#### Amortisation

Amortisation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Goodwill 20%

#### Fixed assets

All fixed assets are initially recorded at cost.

#### Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Fixtures & Fittings

15%

Motor Vehicles

25%

Computer Equipment

33.33 - 50%

#### 2. TURNOVER

The turnover and profit before tax are attributable to the one principal activity of the group. An analysis of turnover is given below:

		2003 £	2002 £
	United Kingdom	21,278,666	17,968,113
	Overseas	31,051,961	<u>-</u>
		52,330,627	17,968,113
3.	OTHER OPERATING INCOME		
		2003	2002
		£	£
	Other operating income	16,499	22,050

## NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 DECEMBER 2003

#### 4. OPERATING PROFIT

	2003	2002
	£	£
Depreciation of owned fixed assets	14,523	22,054
Profit on disposal of fixed assets	<del>-</del>	(7,748)
Auditors' remuneration		
- as auditors	19,500	5,000

#### 5. PARTICULARS OF EMPLOYEES

The average number of staff employed by the group during the financial year amounted to:

	2003	2002
	No	No
Number of administrative staff	12	12
	<del></del>	
The aggregate payroll costs of the above were	:	
	2003	2002
	£	£
Wages and salaries	368,710	363,580
Social security costs	<del>-</del>	_
·		
	368,710	363,580
	<u></u>	

#### 6. DIRECTORS' EMOLUMENTS

The directors' aggregate emoluments in respect of qualifying services were:

	2003	2002
	£	£
Emoluments receivable	42,000	42,000
	<del></del>	1-40

#### 7. TAXATION ON ORDINARY ACTIVITIES

	2003 £	2002 £
Current tax:		
UK Corporation tax based on the results for th at 20% (2002 - 19%) Over/under provision in prior year	e year 68,081 —	61,539 (1,156)
Total current tax	68,081	60,383

#### 8. PROFIT ATTRIBUTABLE TO MEMBERS OF THE PARENT COMPANY

The profit dealt with in the accounts of the parent company was £221,499 (2002 - £195,818).

#### 9. DIVIDENDS

The following dividends have been proposed in respect of the year:

	2003	2002
	£	£
Proposed dividend on preference shares	12,431	12,432

## NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 DECEMBER 2003

#### 10. TANGIBLE FIXED ASSETS

Other debtors

Directors current accounts

	Group		Fixtures & Fittings £	Equipment £	Total £
	COST		æ.	aL.	a.
	At 1 January 2003		152,526	9,589	162,115
	Additions		11,079	2,312	13,391
	At 31 December 2003		163,605	11,901	<u>175,506</u>
	DEPRECIATION				
	At 1 January 2003		122,105	6,128	128,233
	Charge for the year		13,723	804	14,527
	At 31 December 2003		135,828	6,932	142,760
	NET BOOK VALUE				
	At 31 December 2003		27,777	4,969	32,746
	At 31 December 2002		30,421	3,461	33,882
	Company		Fixtures & Fittings £	Equipment £	Total £
	COST		<b></b>	*	<b></b>
	At 1 January 2003		152,526	9,589	162,115
	Additions		11,079	2,312	13,391
	At 31 December 2003		163,605	11,901	<u>175,506</u>
	DEPRECIATION				
	At 1 January 2003		122,105	6,128	128,233
	Charge for the year		13,723	804	14,527
	At 31 December 2003		135,828	<u>6,932</u>	142,760
	NET BOOK VALUE				
	At 31 December 2003		27,777	4,969	32,746
	At 31 December 2002		30,421	3,461	33,882
11.	DEBTORS				
		Gro	пD	Comp	anv
		2003	2002	2003	2002
		£	£	£	£
	Trade debtors	7,730,985	7,212,762	_	_
	Amounts owed by group undertakings	1 452 204	_ 20 427	4,980,136	4,103,812

The overdrawn director's loan account balance of £164,582 was cleared within 6 months of the year end.

1,453,206

9,348,773

164,582

28,437

76,908

7,318,107

1,872,524

7,017,242

164,582

303,413

4,484,133

76,908

## NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 DECEMBER 2003

#### 12. INVESTMENTS

	Group		Company	
	2003	2002	2003	2002
	£	£	£	£
Shares in group undertakings	_	_	14	14
<del>-</del> -				

#### 13. CREDITORS: Amounts falling due within one year

	Group		Company	
	2003	2002	2003	2002
	£	£	£	£
Bank loans and overdrafts	564,024	559,939	169,709	214,154
Trade creditors	2,442,419	2,338,598	113,623	91,736
Dividends payable	_	_	53,170	_
Other creditors	1,053,550	501,949	1,599,052	425,044
Accruals and deferred income	346,422	315,004	346,422	315,004
	4,406,415	3,715,490	2,281,976	1,045,938

Bank overdrafts are secured by a limited charge over all of the assets of the group and by personal guarantee from Mr D Ross, a director, up to a maximum of £100,000.

#### 14. CREDITORS: Amounts falling due after more than one year

	Group		Company	
	2003	2002	2003	2002
	£	£	£	£
Bank loans and overdrafts	2,502,875	1,416,000	2,502,875	1,416,000

#### 15. RELATED PARTY TRANSACTIONS

At the year end Fairfax Gerrard Holdings Limited owed Marburn Limited £178,858, a company related by virtue of the shareholdings of Mrs Ross.

During the year the following transactions occurred:-

Fairfax Gerrard Holdings Limited paid £62,299 to Marburn Limited

Marburn Limited invoiced Fairfax Gerrard Holdings Limited £90,300

Fairfax Gerrard Holdings Limited paid invoices to the sum of £94,830 on behalf of Marburn Limited

## NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 DECEMBER 2003

#### 16. SHARE CAPITAL

#### Authorised share capital:

<u>-</u>	2003	2002
	£	£
1,000 Ordinary shares of £1 each	1,000	1,000
699,000 Ordinary B Shares shares of £1 each	699,000	699,000
500,000 Preference A shares of £1 each	500,000	500,000
200,000 Preference B shares of £1 each	200,000	200,000
	1,400,000	1,400,000

#### Allotted and called up:

2003		2002	
No	£	No	£
420,537	420,537	420,537	420,537
315,881	315,881	315,881	315,881
736,418	736,418	736,418	736,418
	No 420,537 315,881	No £ 420,537 420,537 315,881 315,881 736,418 736,418	No       £       No         420,537       420,537       420,537         315,881       315,881       315,881         736,418       736,418       736,418

The amounts of paid-up share capital for the following categories of shares differed from the called-up share capital stated above due to unpaid calls and were as follows:

2003 £ 2002

The "A" preference dividends are entitled to a fixed cumulative dividend of 9p per share per annum. The "B" preference shares have no rights to dividends.

#### 17. RESERVES

Group	Share premium account £	Profit and loss account
Balance brought forward Retained profit for the year	360,000	1,124,083 251,738
Balance carried forward	360,000	1,375,821
Company	Share premium account	Profit and loss account
Company	•	
Company  Balance brought forward	account	account
• •	account £	account £

## NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 DECEMBER 2003

#### **18. SUBSIDIARY UNDERTAKINGS**

Name of company	Percentage Held	Holding
Assetline Ltd	100%	£2
Fairfax Gerrard Traders Ltd	100%	£2
Fairfax Gerrard Contracts Ltd	100%	£2
Fairfax Gerrard International Ltd	100%	£2
Valemoor Enterprises Ltd	100%	£2
Harrington Exports Ltd	100%	£2
Megantic Services Ltd	100%	£2

All subsidiary undertakings were incorporated and have their principle place of business in England and also have the same principle activity as the holding company.

All group companies were consolidated in the financial statements.