REPORTS AND ACCOUNTS

FOR THE YEAR ENDED 29 FEBRUARY 2004

REGISTERED NUMBER: 3483640



REPORTS AND ACCOUNTS FOR THE YEAR ENDED 29 FEBRUARY 2004

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COMPANY INFORMATION YEAR ENDED 29 FEBRUARY 2004

DIRECTORS

J P Blamires ACII FPC E H S Blamires

SECRETARY

R G J Butler C.Eng. M.Inst.D.

REGISTERED OFFICE

Baton House Holly Bank Road Lindley HUDDERSFIELD HD3 3JE

AUDITORS

Simpson Wood Chartered Accountants Bank Chambers Market Street HUDDERSFIELD HD1 2EW

DIRECTORS' REPORT

The directors present their annual report with the financial statements of the company and of the group for the year ended 29 February 2004.

PRINCIPAL ACTIVITIES

The principal activities of the group in the year under review were insurance brokers and consultants, and the provision of independent financial advice including mortgage broking.

RESULTS AND DIVIDENDS

The net profit after providing for taxation of the group amounted to £ 78,813.

During the year a dividend of £Nil was paid on the £1 Ordinary shares (2003 - £5,000). The directors do not propose a dividend on the C shares of 10 pence each at 29 February 2004 (a dividend of £28,000 was proposed on the C shares at 28 February 2003).

DIRECTORS

The following directors have held office since 1 March 2003:

J P Blamires ACII FPC

E H S Blamires

G J Palmer ACII (resigned 2 April 2004) D Pickles (resigned 30 April 2003)

G E Carman (resigned 30 April 2003)

DIRECTORS AND THEIR INTERESTS

The directors' interests in the shares of the company were as stated below:-

		Number of Shares	
		2004	2003
J P Blamires ACII FPC	Ordinary shares of £1 each C shares of 10 pence	4,999	4,999
	each	5,000	5,000
E H S Blamires	Ordinary shares of £1 each C shares of 10 pence	1	1
	each	5,000	5,000
G J Palmer ACII	B shares of 10 pence each	1,250	1,250

DIRECTORS' REPORT

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 as at the end of the financial year and of the profit or loss of the company for that period. 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 and the group will continue in business.

The directors are responsible for maintaining 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. 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.

AUDITORS

In accordance with Section 385 of the Companies Act 1985, a resolution proposing that Simpson Wood be re-appointed as auditors of the company will be put to the Annual General Meeting.

By order of the board:

R G J Butler Secretary

28 June 2004

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF SMITH BLAMIRES LIMITED

We have audited the financial statements of Smith Blamires Limited on pages 6 to 23 for the year ended 29 February 2004. These financial statements have been prepared under the historical cost convention and 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 auditor's 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 the Directors and Auditors

As described in the statement of directors' responsibilities on page 3 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 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.

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF SMITH BLAMIRES LIMITED Cont'd

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's and of the group's affairs as at 29 February 2004 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Singran Wood

Simpson Wood

28 June 2004

Chartered Accountants

Bank Chambers

Registered Auditor Market Street
Huddersfield

HD1 2EW

CONSOLIDATED PROFIT AND LOSS ACCOUNT YEAR ENDED 29 FEBRUARY 2004

	Notes	2004 £	2003 £
TURNOVER	2	494,604	495,761
Cost of sales		· •	2,790
GROSS PROFIT		494,604	492,971
Administrative expenses		413,455	417,921
OPERATING PROFIT	3	81,149	75,050
Other interest receivable and similar income	4	504	672
Interest payable and similar charges	5	(2,840)	(2,636
PROFIT ON ORDINARY ACTIVIT	TIES		
BEFORE TAXATION		78,813	73,086
Tax on profit on ordinary activities	8	(16,604)	(13,762
PROFIT ON ORDINARY ACTIVIT AFTER TAXATION	TIES	62.200	50.224
Dividends	9	62,209 -	59,324 (33,000
RETAINED PROFIT FOR THE			

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

The group has no recognised gains and losses other than those included in the profit above, and therefore no separate statement of recognised gains and losses has been presented.

Smith Blamires Limited has not presented its own profit and loss account as permitted by section 230 of the Companies Act 1985. The amount of consolidated profit after tax dealt with in the accounts of the holding company is a profit of £40,995.

CONSOLIDATED BALANCE SHEET AS AT 29 FEBRUARY 2004

		_	2004	2003
TITIES A COMMO	Notes	£	£	£
FIXED ASSETS	10		1 (0 451	177.016
Intangible assets	10		168,451	177,916
Tangible assets	11		17,633	17,773
Investments	12		10,000	10,000
			196,084	205,689
CURRENT ASSETS	10	4.500		4 = 1 5
Debtors	13	4,528		4,715
Cash at bank and in hand		23,698		42,063
		28,226		46,778
CREDITORS: amount falling due within one year	14	(82,219)		(133,043)
NET CURRENT LIABILITIES			(53,993)	(86,265)
TOTAL ASSETS LESS CURRENT LIABILITIES			142,091	119,424
CREDITORS: amounts falling due after more than one year	15		(36,669)	(76,589)
PROVISIONS FOR LIABILITIES AND CHARGES	17		(1,995)	(1,617)
NET ASSETS			103,427	41,218
CAPITAL AND RESERVES				
Called up share capital	18		7,250	7,250
Profit and loss account	19		96,177	33,968
TOTAL SHAREHOLDERS' FUNDS	20		103,427	41,218

Approved by the board of directors on 28 June 2004 and signed on its behalf by: $\chi \mathcal{J} \mathcal{R}$

J P Blamires Director

The notes on pages 10 to 23 form part of these financial statements
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SMITH BLAMIRES LIMITED

BALANCE SHEET AS AT 29 FEBRUARY 2004

		2004	4	200	3
	Notes	£	£	£	£
FIXED ASSETS					
Intangible assets	10		11,985		12,690
Tangible assets	11		17,633		17,773
Investments	12		145,027		219,860
			174,645		250,323
CURRENT ASSETS			•		,
Debtors	13	4,528		4,715	
Cash at bank and in hand		4,619		10,240	
		9,147		14,955	
CREDITORS: amounts falling due		•		•	
within one year	14	(63,258)		(146,197)	
NET CURRENT LIABILITIES		, 	(54,111)		(131,242)
TOTAL ASSETS LESS CURRENT LIABILITIES			120,534		119,081
CREDITORS: amounts falling due					
after more than one year	15		(36,669)		(76,589)
PROVISIONS FOR LIABILITIES					
AND CHARGES	17		(1,995)		(1,617)
NET ASSETS			81,870		40,875
CAPITAL AND RESERVES					***
Called up share capital	18		7,250		7,250
Profit and loss account	19		74,620		33,625
TOTAL SHAREHOLDERS'					
FUNDS	20		81,870		40,875

Approved by board of directors on 28 June 2004 and signed on its behalf by:

XJPB

J P Blamires Director

The notes on pages 10 to 23 form part of these financial statements
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CASH FLOW STATEMENT YEAR ENDED 29 FEBRUARY 2004

	2004	2003
	£	£
Reconciliation of operating profit to net cash inflow		
from operating activities		
Operating profit	81,149	75,050
Depreciation	8,718	7,017
Amortisation of goodwill	9,465	1,919
Loss/(profit) on disposal of tangible assets	2,000	-
Decrease/(increase) in debtors	187	2,902
(Decrease)/increase in creditors	(181)	(58,617)
Net cash inflow from operating activities	101,338	28,271
CASH FLOW STATEMENT		
Net cash inflow from operating activities	101,338	28,271
Returns on investments and servicing of finance (note 1)	(2,336)	(1,964)
Taxation	(13,699)	(8,235)
Capital expenditure and financial investment (note 1)	(10,578)	(5,587)
Equity dividends paid	(28,000)	(5,000)
Equity dividoras para	(20,000)	(3,000)
	46,725	7,485
Financing (note 1)	(65,090)	(48,166)
		<u></u>
(DECREASE)/INCREASE IN CASH IN THE YEAR	(18,365)	(40,681)
Reconciliation of net cash flow to movement in		
net (debt) (note 2)		
(Decrease)/increase in cash in the year	(18,365)	(40,681)
Cash outflow/(inflow) from movement in debt	65,090	48,291
		
Change in (debt) in the year	46,725	7,610
Net (debt)/funds at 1 March 2003	(100,771)	(108,381)
Net (debt)/funds at 29 February 2004	(54,046)	(100,771)
1101 (accept tation as as a column a 2001	(5 1,5 15)	(100,111)

NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT YEAR ENDED 29 FEBRUARY 2004

Note 1. GROSS CASH FLOWS		2004 £	2003 £
Returns on investments and servicing of finance Interest received	e	504	672
Interest paid		(2,840)	(2,636)
		(2,336)	(1,964)
Capital expenditure and financial investment Purchase of tangible fixed assets Receipts from sale of tangible fixed assets		(10,787) 209	(5,587)
•		(10,578)	(5,587)
Financing Issue of ordinary share capital New long-term loans New short-term loans Repayments of long-term loans Repayments of short-term loans		28,000 25,000 (67,920) (50,170)	125 8,873 - (38,011) (19,153)
		(65,090)	(48,166)
Note 2. ANALYSIS OF CHANGES IN NET F	UNDS At 1 March 2003 £	Cash Flows	At 29 February 2004 £
Cash at bank and in hand	42,063	(18,365)	23,698
Debt due within one year	(66,245)	25,170	(41,075)
Debt due after more than one year	(76,589)	39,920	(36,669)
	(100,771)	46,725	(54,046)

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 29 FEBRUARY 2004

1. STATEMENT OF ACCOUNTING POLICIES

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

Turnover

Commission is accounted for when it is received.

Goodwill

Goodwill is amortised through the profit and loss account in equal annual instalments over the directors' estimate of its useful economic life.

Depreciation of tangible fixed assets

Depreciation is provided at rates calculated to write off the cost, less estimated residual value of each asset over its expected useful life as follows:

Office furniture and fittings

25% reducing balance

Computer equipment

25% on cost

Investments

Investments held as fixed assets are stated at cost less provision for permanent diminution in value.

Pension costs

The pension costs charged in the financial statements represent the contributions payable by the company during the year in accordance with FRS17.

Deferred Taxation

The accounting policy in respect of deferred tax reflects the requirements of FRS19 – Deferred tax. Deferred tax is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted.

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 29 FEBRUARY 2004

2.	TURNOVER	2004	2003
		£	£
	Analysis by class of business		
	General insurance commission	291,945	317,708
	Life commission	197,579	167,842
	Mortgage introduction fees	5,080	10,211
		494,604	495,761

The group's turnover for the year has been derived from its principal activities wholly undertaken in the United Kingdom.

3. OPERATING PROFIT

Operating profit is stated	2004 £	2003 £
After charging:		
Depreciation of tangible assets	8,718	7,017
Loss on disposal of tangible assets	2,000	-
Amortisation of intangible assets	9,465	1,919
Auditors remuneration	4,249	3,745

4. OTHER INTEREST RECEIVABLE AND SIMILAR INCOME

	2004 £	2003 £
Bank interest Other interest	504 -	670 2
	504	672

5.	INTEREST PAYABLE AND SIMILAR CHARGES	2004 £	2003 £
	On bank loans and overdrafts	2,840	2,636
		2,840	2,636
6.	INFORMATION ON DIRECTORS AND EMPLOYEES		
		2004 £	2003 £
	Staff costs Wages and salaries Social security costs Other pension costs	238,545 23,583 18,636	262,801 25,370 14,647
		280,764	302,818
	Directors' emoluments Emoluments Pension contributions to money purchase (defined contribution) schemes	102,258 17,923 120,181	136,640 13,975 150,615
	The average monthly number of employees (including directors) during the year was: Number of directors accruing retirement benefits	Number 12	Number 14
	Number of directors accruing retirement benefits under money purchase schemes	3	

7.	PENSION COSTS Defined contributions	2004 £	2003 £
	Contributions payable by the group during the year	18,636	14,647
8.	TAX ON PROFIT ON ORDINARY ACTIVITIES		
		2004	2003
	Domestic current year tax U.K. corporation tax	16,226	13,700
	Current tax charge	16,226	13,700
	Deferred tax Deferred tax charge (credit) current year	378	62
		16,604	13,762
	Factors affecting the tax charge for the year Profit on ordinary activities before taxation	78,813	73,086
	Profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 17.99% (2003 – 17.94%)	14,178	13,112

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 29 FEBRUARY 2004

8. TAX ON PROFIT ON ORDINARY ACTIVITIES Cont'd

9.

	2004 £	2003 £
Effects of:	~	~
Non deductible expenses	2,304	720
Depreciation	1,928	1,259
Capital allowances	(2,286)	(1,391
Other tax adjustments	102	-
	2,048	588
Current tax charge	16,226	13,700
DIVIDENDS PAID OR PROPOSED		
DIVIDENDS PAID OR PROPOSED	2004	2003
	2004 £	2003 £
On ordinary shares:		
On ordinary shares: Interim dividends paid		£
On ordinary shares: Interim dividends paid		£
On ordinary shares: Interim dividends paid Dividend – £1 ordinary shares		£

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 29 FEBRUARY 2004

0. INTANGIBLE FIXED ASSETS	Group	Company
Goodwill	£	£
Cost:		
At 1 March 2003	189,307	14,097
Additions	-	172,414
Disposals	-	(172,414)
At 29 February 2004	189,307	14,097
Amortisation:		
At 1 March 2003	11,391	1,407
Charge for the year	9,465	705
At 29 February 2004	20,856	2,112
Net book value:		
At 29 February 2004	168,451	11,985
At 28 February 2003	177,916	12,690

Additions to intangible assets of £172,414 represent the reclassification of goodwill on the acquisition of Bailey Sloman (Insurance Brokers) Ltd from a group investment to intangible assets. The goodwill was then transferred to Smith Blamires (Financial Services) Ltd.

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 29 FEBRUARY 2004

11.

TANGIBLE FIXED ASSETS GROUP AND COMPANY	Office furniture	
	and fittings	Total
Cost:	£	£
At 1 March 2003	33,146	33,146
Additions	10,787	10,787
Disposals	(7,025)	(7,025)
At 29 February 2004	36,908	36,908
Depreciation:		
At 1 March 2003	15,373	15,373
Charge for the year	8,718	8,718
On disposals	(4,816)	(4,816)
At 29 February 2004	19,275	19,275
Net book value:		
At 29 February 2004	17,633	17,633
At 28 February 2003	17,773	17,773

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 29 FEBRUARY 2004

INVESTMENTS GROUP				
Cost or valuation:				
At 1 March 2003 and at 29 Febru	ary 2004			£10,000
Other investments other than I Shares:	oans			
	Book value 2004 £	Market value 2004 £	Book value 2003 £	Market value 2003 £
Listed:				
Other	10,000	11,794	10,000	8,357
INVESTMENTS COMPANY			~	Total
Cost		~	~	de .
1 March 2003		183,414	36,446	219,860
		/150 /1 ()	•	248,945
Disposals		(173,414)	(150,364)	(323,778)
At 29 February 2004		10,000	135,027	145,027
	At 1 March 2003 and at 29 Febru Other investments other than I Shares: Listed: Other INVESTMENTS COMPANY Cost 1 March 2003 Additions Disposals	Cost or valuation: At 1 March 2003 and at 29 February 2004 Other investments other than loans Shares: Book value 2004 £ Listed: Other 10,000 INVESTMENTS COMPANY Cost 1 March 2003 Additions Disposals	Cost or valuation: At 1 March 2003 and at 29 February 2004 Other investments other than loans Shares: Book value value 2004 2004 £ £ Listed: Other 10,000 11,794 INVESTMENTS COMPANY Shares in Subsidiary Undertakings £ Cost 1 March 2003 183,414 Additions - Disposals (173,414)	Cost or valuation: At 1 March 2003 and at 29 February 2004 Other investments other than loans Shares: Book value value value 2004 2004 2003

Holdings of more than 20%

The company holds more than 20 % of the share capital of the following companies:

Company	Country of registration		eld
_	or incorporation	Class	%
Subsidiary undertakings			
Smith Blamires (Financial Services) Limit	ed England	Ordinary Shares	100

Bailey Sloman (Insurance Brokers) Ltd was held as an investment but this company was struck off the Companies Register in February 2004. During the year the goodwill arising on the acquisition of Bailey Sloman (Insuance Brokers) Ltd of £172,414 was reclassified from a group investment to an intangible asset.

13. DEBTORS		2004		2003	
		Group	Company	Group	Company
		£	£	£	£
	Prepayments and accrued income	4,528	4,528	4,715	4,715
		4,528	4,528	4,715	4,715
14.	CREDITORS: amounts falling dividing one year		004 Company £	2 Group £	003 Company £
	Bank loans and overdrafts Amounts owed to group	16,075	16,075	13,245	13,245
	undertakings	_	-	-	29,605
	Corporation tax	16,227	204	13,700	40
	Other taxes and social security				•
	costs	6,516	6,516	6,753	6,753
	Other loans	25,000	25,000	53,000	53,000
	Other creditors	3,260	3,260	5,228	5,228
	Accruals and deferred income	15,141	12,203	13,117	10,326
	Proposed dividend	-	-	28,000	28,000
		82,219	63,258	133,043	146,197

15.	CREDITORS: amounts falling dafter more than one year	due 2004		2003		
		Group £	Company £	Group £	Company £	
	Bank loans Directors' current accounts	14,824 21,845	14,824 21,845	30,115 46,474	30,115 46,474	
		36,669	36,669	76,589	76,589	
16.	BORROWINGS					
		20	004	2003		
		Group £	Company £	Group £	Company £	
	Analysis of loans Wholly payable within five years	55,899	55,899	96,360	96,360	
		55,899	55,899	96,360	96,360	
	Included in current liabilities	(41,075)	(41,075)	(66,245)	(66,245)	
		14,824	14,824	30,115	30,115	
				 		
	Loan maturity analysis	20	004	20	003	
		Group £	Company £	Group £	Company £	
	In more than one year but not more than two years	14,000	14,000	14,000	14,000	
	In more than two years but not more than five years	824	824	16,115	16,115	
			<u> </u>			

17.	PROVISIONS FOR LIABILIITIES AND CHARGES GROUP AND COMPANY		Deferred Taxation £
	Balance at 1 March 2003 Profit and loss account		1,617 378
	Balance at 29 February 2004		1,995
	Deferred taxation provided in the financial statements as follow	/s:	
	•	2004 £	2003 £
	Accelerated capital allowances	1,995	1,617
18.	SHARE CAPITAL Authorised:	2004 £	2003 £
	Equity interests: 5,000 Ordinary shares of £1 each 50,000 B shares of 10 pence each 50,000 C shares of 10 pence each	5,000 5,000 5,000	5,000 5,000 5,000
		15,000	15,000
	Allotted, called up and fully paid: Equity interests:		
	5,000 Ordinary shares of £1 each 2,500 B shares of 10 pence each 20,000 C shares of 10 pence each	5,000 250 2,000	5,000 250 2,000
		7,250	7,250

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 29 FEBRUARY 2004

19.	PROFIT AND LOSS ACC	COUNT			
		2	004	20	003
		Group	Company	Group	Company
		£	£	£	£
	Retained profit as at				

	Group £	Company £	Group £	Company £
Retained profit as at				
1 March 2003	33,968	33,625	7,644	7,011
Profit for the year	62,209	40,995	26,324	26,614
				
Retained profit as at	96,177	74,620	33,968	33,625
29 February 2004	2			

20. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2004		2003	
	Group £	Company £	Group £	Company £
Profit for the year	62,209	40,995	59,324	59,614
Dividends	_	•	(33,000)	(33,000)
New share capital subscribed	-	-	125	125
Net addition to shareholders'				
funds	62,209	40,995	26,449	26,739
Opening shareholders' funds	41,218	40,875	14,769	14,136
Closing shareholders' funds	103,427	81,870	41,218	40,875
Represented by:				
Equity interests	103,427	81,870	41,218	40,875
			= 	

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 29 FEBRUARY 2004

21. RELATED PARTY DISCLOSURES

Details of the control of the group are provided in the directors' report.

The following amounts due from related parties are included in fixed asset investments:

	2004		2003	
	Group £	Company £	Group £	Company £
Smith Blamires (Financial Services) Limited, a wholly owned subsidiary Company	-	135,027	-	36,446
	-	135,027	•	36,446
		 _		

The following amounts due to related parties are included in creditors:

	2004		2003	
	Group £	Company £	Group £	Company £
J P Blamires, a director	21,845	21,845	46,474	46,474
Bailey Sloman (Insurance Brokers) Limited, a wholly owned subsidiary company	-	-	-	29,605
	21,845	21,845	46,474	76,079
				