

**AA LIMITED**  
**ANNUAL REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 JANUARY 2011**

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# **AA LIMITED**

## **DIRECTORS' REPORT**

### **FOR THE YEAR ENDED 31 JANUARY 2011**

The Directors present their report and audited financial statements of AA Limited ( 'the Company') for the year ended 31 January 2011

#### **PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS**

The principal activity of the Company during the year was that of a holding company

Due to the inactive nature of the Company, the Directors are of the opinion that analysis using key performance indicators is not necessary for an understanding of the development, performance or position of the business

Due to the inactive nature of the Company, the Directors have not identified any specified risks and uncertainties which could impact on the future performance of the business

#### **RESULTS AND DIVIDENDS**

The profit and loss account for the year is set out on page 4 The profit before taxation of the Company for the year to 31 January 2011 was £Nil (2010 £19,000) The Directors do not recommend the payment of a dividend for the year (2010 £nil)

#### **DIRECTORS**

The directors, who held office during the year, were as follows

J A Goodsell  
S M Howard  
A J P Strong

#### **DIRECTORS' RESPONSIBILITIES STATEMENT**

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and the profit or loss of the company for that period

In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

**AA LIMITED**

**DIRECTORS' REPORT (continued)**

**FOR THE YEAR ENDED 31 JANUARY 2011**

**DIRECTORS' RESPONSIBILITIES STATEMENT (continued)**

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 2006. 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.

**RE-APPOINTMENT OF AUDITORS**

In accordance with section 487(2) of the Companies Act 2006, the auditor Ernst & Young LLP is deemed re-appointed.

**DISCLOSURE OF INFORMATION TO AUDITORS**

Each current director has made enquiries of their fellow directors and the Company's auditor and taken all the steps that they are obliged to take as a director in order to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

Relevant audit information is that information needed by the auditor in connection with preparing its report. So far as each director approving this report is aware, and based on the above steps, there is no relevant audit information of which the auditor is unaware.

BY ORDER OF THE BOARD



J DAVIES  
COMPANY SECRETARY  
23 September 2011  
Registered Office  
Fanum House  
Basing View  
Basingstoke  
Hampshire  
RG21 4EA

Registered Number 5149111

## AA LIMITED

### INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF AA LIMITED

We have audited the financial statements of AA Limited for the year ended 31 January 2011 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 15. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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 directors and auditors

As explained more fully in the Directors' Responsibility Statement set out on pages 1 and 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

#### Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Directors' Report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

#### Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 January 2011,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

#### Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit.

  
James Lenton (Senior Statutory Auditor)

For and on behalf of Ernst & Young LLP, Statutory Auditor  
London

30 September 2011



**AA LIMITED**

**PROFIT AND LOSS ACCOUNT**

**FOR THE YEAR ENDED 31 JANUARY 2011**

	Notes	2011 £'000	2010 £'000
Non-operating income		-	19
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		<u>-</u>	<u>19</u>
Taxation on profit on ordinary activities	4	-	(5)
<b>PROFIT FOR THE FINANCIAL YEAR</b>	11	<u><u>-</u></u>	<u><u>14</u></u>

All income and expenditure arises from continuing operations

The Company has no recognised gains or losses other than the results of the financial years reported above and, therefore, no separate statement of recognised gains and losses is presented

The notes on pages 6 to 10 form part of these financial statements

**AA LIMITED**

**BALANCE SHEET AT 31 JANUARY 2011**

	Notes	2011 £'000	2010 £'000
<b>FIXED ASSETS</b>			
Investments in group undertakings	5	20,548	20 548
<b>CURRENT ASSETS</b>			
Debtors	6	1,719,551	1,719,824
<b>CREDITORS</b> (amounts falling due within one year)	7	-	(268)
<b>NET CURRENT ASSETS</b>		<u>1,719,551</u>	<u>1,719,556</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>1,740,099</u>	<u>1,740,104</u>
<b>CREDITORS</b> (amounts falling due after more than one year)	8	(1,739,123)	(1,739,128)
<b>NET ASSETS</b>		<u><u>976</u></u>	<u><u>976</u></u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	9	202	202
Share premium	10	849	849
Profit and loss account	10	(75)	(75)
<b>EQUITY SHAREHOLDER'S FUNDS</b>	11	<u><u>976</u></u>	<u><u>976</u></u>

The financial statements on pages 4 to 10 were approved by the board of directors on 23 September 2011 and were signed on its behalf by



A J P STRONG  
DIRECTOR

The notes on pages 6 to 10 form part of these financial statements

## **AA LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS**

#### **1 ACCOUNTING POLICIES**

##### **Basis of accounting**

The financial statements are prepared under the historical cost convention and in accordance with applicable accounting standards as defined in the Companies Act 2006 s 464

The financial statements are prepared on a going concern basis. A summary of the accounting policies which have been applied on a consistent basis with the prior year, is set out below

The Company is exempt from the requirement to prepare consolidated financial statements as it is a wholly owned subsidiary of Acromas Holdings Limited, whose consolidated financial statements are publicly available. These financial statements present information about the entity as an individual undertaking

##### **Cash flow statement**

The Directors have taken advantage of the exemption available under FRS 1 (Cash flow statements) of the requirement to prepare a cash flow statement as a consolidated cash flow statement has been presented in the financial statements of the ultimate parent undertaking, Acromas Holdings Limited

##### **Investments**

Investments are stated at cost less any permanent provisions for impairment. Income from investments is recognised in the profit and loss account when it is receivable

##### **Taxation**

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods that are different from those in which they are recognised in the financial statements

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits in the foreseeable future from which the reversal of the underlying timing differences can be deducted

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis

#### **2 AUDITORS' REMUNERATION**

Fees payable to the Company's auditor for the audit of the financial statements of £11,000 were borne by another group company (2010: £11,000). The Company's auditor provided no services to the Company other than the annual audit during either of the years under review

# AA LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 3 EMPLOYEES AND DIRECTORS' EMOLUMENTS

J A Goodsell, S M Howard and A J P Strong are remunerated by Saga Group Limited, a fellow subsidiary of the ultimate parent undertaking, Acromas Holdings Limited. None of these Directors received any emoluments during the year in respect of their services as a Director of the Company (2010 £nil) and it would not be practicable to apportion their emoluments between their services as Directors of the Company and their services as Directors of other group companies. The Company has not been recharged any amount for the emoluments of these Directors (2010 £nil).

The Company has no employees (2010 nil)

### 4 TAXATION ON PROFIT ON ORDINARY ACTIVITIES

The tax charge is made up as follows

	2011 £'000	2010 £'000
<b>Current Tax</b>		
- Group relief payable	-	5
- Adjustments in respect of prior periods	-	-
<b>Total current tax charge</b>	<u>-</u>	<u>5</u>

The differences between the total current tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the profit before tax is as follows

	2011 £'000	2010 £'000
Profit on ordinary activities before tax	<u>-</u>	<u>19</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 28% (2010 28%)	-	5
Effects of		
- Adjustments to tax charge in respect of previous years	-	-
<b>Total current tax charge</b>	<u>-</u>	<u>5</u>

### 5 INVESTMENTS IN GROUP UNDERTAKINGS

Shares in subsidiary undertakings

	£'000
As at 31 January 2010 and at 31 January 2011	<u>20,548</u>



# AA LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 5 INVESTMENTS IN GROUP UNDERTAKINGS (continued)

The principal undertakings at 31 January 2011 were as follows

Subsidiary undertakings	Country of incorporation or registration	% holdings in ordinary shares	Principal activity
AA SPC Co Limited	England	100	Financing company
AA Junior Mezzanine Co Limited	England	100	Financing company
AA Acquisition Co Limited	England	100	Financing company
AA Senior Co Limited	England	100	Financing company
The Automobile Association Limited	Jersey	100	Roadside services
AA The Driving School Agency Limited	England	100	Franchise operation
Acromas Reinsurance Company Limited	Guernsey	100	Insurance services
AA Underwriting Limited	England	100	Roadside and insurance services (dormant)
Automobile Association Developments Limited	England	100	Driving tuition
AA Corporation Limited	England	100	Holding company
Automobile Association Holdings Limited	England	100	Holding company
Automobile Association Insurance Services Holdings Limited	England	100	Holding company
Automobile Association Insurance Services Limited	England	100	Roadside and insurance services
Automobile Association Underwriting Services Limited	England	100	Roadside and financial services
AA Ireland Limited	Ireland	100	Roadside and
AA Ireland Pension Trustees Limited	Ireland	100	Pension Trust
Drakefield Holdings Limited	England	100	Holding company
Drakefield Insurance Services Limited	England	100	Insurance services
AA Media Limited	England	100	Publishing and signage
DriveTech (UK) Limited	England	100	Driver training services
Driving Services (UK) Limited	England	100	Driver training services
Autowindshields (UK) Limited	England	100	Roadside Services
<b>JANE</b>			
AA Financial Services	England	50	Financial Services
<b>Associates</b>			
ARC Transistance SA	Belgium	20	Roadside Services
A C T A SA	France	20	Roadside Services
A C T A Assistance SA	France	20	Roadside Services
A C T A Assurance SA	France	20	Roadside Services

All principal undertakings are indirectly held by the Company, with the exception of AA SPC Co Limited

The holding in Automobile Association Holdings Limited also includes 100% of the Company's special shares

AA Financial Services is a joint venture in which there is a 50% interest. Its principal place of business is Capital House, Queen's Park Road, Handbridge, Chester, CH88 3AN

The percentage voting rights are equal to the percentage holdings in ordinary shares. Dormant subsidiary undertakings whose results and financial position do not principally affect the Company's financial statements have been omitted

**AA LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

**6 DEBTORS**

	2011	2010
	£'000	£'000
Amounts owed by group undertakings	<u>1,719,551</u>	<u>1,719,824</u>

The amounts owed by group undertakings have no repayment terms and bear no interest

**7 CREDITORS (amounts falling due within one year)**

	2011	2010
	£'000	£'000
Other creditors	<u>-</u>	<u>268</u>

**8 CREDITORS (amounts falling due after more than one year)**

	2011	2010
	£'000	£'000
Amounts owed to group undertakings	<u>1,739,123</u>	<u>1,739,128</u>

The amounts owed to the group undertakings have no repayment terms and bear no interest

**9 CALLED UP SHARE CAPITAL**

	2011	2010
	£	£
<b>Allotted, called up and fully paid:</b>		
'A' ordinary shares of £0 10 each	100,000	100,000
'B' ordinary shares of £0 10 each	<u>101,534</u>	<u>101,534</u>
	<u>201,534</u>	<u>201,534</u>

**10 RESERVES**

	Share premium	Profit and loss
	£'000	£'000
<b>At 31 January 2010 and at 31 January 2011</b>	<u>849</u>	<u>(75)</u>

**11 RECONCILIATION OF MOVEMENT IN SHAREHOLDER'S FUNDS**

	2011	2010
	£'000	£'000
Profit for the financial year	-	14
Opening shareholder's funds	<u>976</u>	<u>962</u>
<b>Closing shareholder's funds</b>	<u>976</u>	<u>976</u>

## **AA LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS (continued)**

#### **12 RELATED PARTY TRANSACTIONS**

The Company has taken advantage of the exemption within FRS 8 (Related party disclosures) in not disclosing transactions with other entities in the Acromas group of companies. There are no other related party transactions.

#### **13 CROSS COMPANY GUARANTEES**

The Company, along with certain of its fellow subsidiaries, acts as Obligor on bank loans made to Acromas Mid Co Limited. At the balance sheet date the principal, accrued interest, guarantees and other facilities outstanding on these bank loans was £5,034.7 million (2010 £5,176.9 million).

#### **14 ULTIMATE CONTROLLING PARTY**

The Directors consider the ultimate controlling party to be funds advised by Charterhouse General Partners, CVC Capital Partners and Permira Advisers acting in concert.

#### **15 ULTIMATE PARENT UNDERTAKING**

The Company is a wholly owned subsidiary of Acromas Bid Co Limited, a company registered in England and Wales.

The ultimate parent undertaking, which is also the parent of the smallest and largest group to consolidate these financial statements, is Acromas Holdings Limited whose registered office is at Enbrook Park, Folkestone, Kent, CT20 3SE.

Copies of the financial statements of Acromas Holdings Limited are available from the Company Secretary at this address.