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Registered number: 06334001

ELDON INSURANCE SERVICES LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010



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COMPANY INFORMATION

DIRECTORS

P S Chase-Gardener

J W Gannon M D Lee

COMPANY SECRETARY

D Herrmann

COMPANY NUMBER

06334001

REGISTERED OFFICE

MMT Centre

Aust, Severn Bridge

Bristol BS35 4BL

AUDITOR

Baker Tilly UK Audit LLP

Chartered Accountants

Hartwell House 55-61 Victoria Street

Bristol BS1 6AD

BANKERS

Royal Bank of Scotland

3rd Floor

3 Temple Back East

PO Box 2703 Bristol BS1 9BX

Clydesdale Bank 3 Sheldon Square Paddington London W2 6HY

SOLICITORS

New Law Solicitors Helmont House Churchill Way Cardiff CF10 2HE

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DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2010

The Directors present their report and the financial statements for the year ended 31 December 2010

PRINCIPAL ACTIVITY

The principal activity of the Company in the year under review is claims handling. Turnover represents commission and transaction fees received from insurance companies based on claims handling.

BUSINESS REVIEW AND FUTURE DEVELOPMENTS

The Company was established to provide claims handling services for insurance companies and began trading in April 2008. In 2010 Eldon Insurance Services Limited continued to develop and improve the efficiency of its claims handling operation.

Further developments have included the commencement of a strategic IT project which will result in the replacement of the existing claims system that is used by the Company's employees to process claims. The new claims system will be integrated with a document management system and we expect this to facilitate further operational efficiencies and enable the business to be scaled in accordance with the Directors requirements.

KEY PERFORMANCE INDICATORS

Performance is measured by KPI's which are set by the Company Such KPI's include the average claims cost, settlement ratio and claim handler efficiency

RESULTS

The loss for the year, after taxation, amounted to £212K (2009 - loss £526K

DIRECTORS

The Directors who served during the year were

P S Chase-Gardener J W Gannon M D Lee

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company uses instruments such as cash, leases, loans, debtors and creditors in order to raise finance for the Company's operations. The existence of these instruments exposes the Company to financial risks which are detailed below.

LIQUIDITY RISK/CASHFLOW RISK

The Company seeks to manage financial risk by ensuring sufficient liquidity is available to meet its foreseeable needs and to invest cash assets safely and profitably. This is measured on a monthly basis with reference to the FSA prescribed calculation to ensure maximum coverage. The Company monitors cash flow using sophisticated forecasting techniques to ensure that all liabilities are met when due

INTEREST RISK

The Company has minimal exposure to interest rate fluctuations on it's bank borrowing as these are covered by our ultimate parent undertaking Rock Holdings Limited Our Group monitors its banking facilities and compliance with related covenants as required. Group monies are also monitored to ensure that the minimum

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2010

interest charges are paid with regard to the overdraft charges ensuring the money is used to offset overdrafts before being deposited at lower interest rates

CREDIT RISK

The principal credit risk for the Group arises from its trade debtors as part of the claims handling operations. In order to manage credit risk the Directors have incorporated a range of credit control procedures to monitor bad debt levels, and to ensure that any debts are collected as soon as reasonable. Strict credit control key performance indicators are reported to ensure that debts do not exceed the prescribed period. Credit searches are also performed on clients above a certain value to minimise the risk in this area.

EMPLOYEE INVOLVEMENT

The Company supports the principle of equal opportunities Its policy is that there should be no unfair discrimination on the grounds of sex, age, religion or race. Equal employment opportunities are available to all persons, including the disabled, having full regard to their particular skills and abilities.

The Directors believe in encouraging employees to become fully informed of the Company's activities and to be more closely involved in the business and provide ongoing training as necessary

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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 of 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 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 adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and 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.

PROVISION OF INFORMATION TO THE AUDITOR

Each of the persons who are Directors at the time when this Directors' report is approved has confirmed that

- so far as the Directors are aware, there is no relevant audit information of which the Company's auditor is unaware, and
- that the Directors have taken all the steps that ought to have been taken as a Director in order to be aware of any information needed by the Company's auditor in connection with preparing its report and to establish that the Company's auditor is aware of that information

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2010

AUDITOR

The auditor, Baker Tilly UK Audit LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006

This-report was approved by the board and signed on its behalf

P S Chase-Gardener

Director

Date 13 September 2011

INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF ELDON INSURANCE SERVICES LIMITED

We have audited the financial statements on pages 6 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 member 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 member 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 member for our audit work, for this report, or for the opinions we have formed

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR

As more fully explained in the Directors' Responsibilities Statement set out on page 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 (APB) Ethical Standards for Auditors.

SCOPE OF THE AUDIT

A description of the scope of an audit of financial statements is provided on the Auditing Practices Board's website at www frc org uk/apb/scope/private cfm

OPINION ON THE 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 December 2010 and of its loss for the year then ended,
- 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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF ELDON INSURANCE SERVICES LIMITED

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

Baher Tilly UK Audit LLP

Andrew Allchin (Senior Statutory Auditor)

For and on behalf of BAKER TILLY UK AUDIT LLP, Statutory Auditor Chartered Accountants
Hartwell House
55-61 Victoria Street
Bristol
BS1 6AD

Date 20 - 09 - 2011

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2010

| | Note | 2010 £000 | 2009 £000 |
|---|------|--------------|--------------|
| TURNOVER | 2 | 7,039 | 4,570 |
| Administrative expenses | | (7,276) | (5,549) |
| LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION | | (237) | (979) |
| Tax on loss on ordinary activities | 6 | 25 | 453 |
| LOSS FOR THE FINANCIAL YEAR | | (212) | (526) |

All amounts relate to continuing operations

There were no recognised gains and losses for 2010 or 2009 other than those included in the profit and loss account

The notes on pages 8 to 15 form part of these financial statements

ELDON INSURANCE SERVICES LIMITED REGISTERED NUMBER 06334001

BALANCE SHEET AS AT 31 DECEMBER 2010

| | Note | £000 | 2010 £000 | £000 | 2009 £000 |
|---|------|---------|--------------|---------|--------------|
| FIXED ASSETS | | | | | |
| Tangible assets | 7 | | 1,130 | | 792 |
| CURRENT ASSETS | | | | | |
| Debtors | 8 | 1,595 | | 1,781 | |
| Cash at bank and in hand | | 3,496 | | 2,190 | |
| | - | 5,091 | _ | 3,971 | |
| CREDITORS amounts falling due within one year | 9 | (4,406) | | (4,988) | |
| NET CURRENT ASSETS/(LIABILITIES) | _ | | 685 | | (1,017) |
| TOTAL ASSETS LESS CURRENT LIABILIT | TIES | _ | 1,815 | _ | (225) |
| CREDITORS: amounts falling due after more than one year | 10 | _ | (3,223) | _ | (971) |
| NET LIABILITIES | | _ | (1,408) | _ | (1,196) |
| CAPITAL AND RESERVES | | | | | |
| Called up share capital | 12 | | - | | - |
| Profit and loss account | 13 | _ | (1,408) | _ | (1,196) |
| SHAREHOLDER'S DEFICIT | 14 | = | (1,408) | = | (1,196) |

The financial statements were approved and authorised for issue by the board and were signed on its behalf by

P S Chase-Gardener

Director

Date 13 September 2011

The notes on pages 8 to 15 form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010

1 ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

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

The financial statements have been prepared on a going concern basis as the Company's ultimate parent undertaking Rock Holdings Limited, has agreed to provide continued financial support to the Company for at least twelve months from the date of approval of these accounts

12 Cash flow

The Company, being a subsidiary undertaking where 90% or more of the voting rights are controlled within the Group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with FRS 1

13 Turnover

Turnover comprises revenue recognised by the Company in respect of services supplied, exclusive of Value Added Tax and trade discounts. Recognition of commission received for the handling of claims is deferred over the amount of time that the claim is expected to take to settle

1.4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases.

Fixtures & fittings - 20% straight line
Office equipment - 20% straight line
Computer equipment - 33% straight line

1 5 Operating leases

Rentals under operating leases are charged to the Profit and Loss Account on a straight line basis over the lease term

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the period until the date the rent is expected to be adjusted to the prevailing market rate

16 Deferred taxation

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse

Deferred tax is not discounted

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010

1. ACCOUNTING POLICIES (continued)

17 Pensions

Other pension costs

The Company makes available to all employees a non-contributory stakeholder pension. Included within the wages and salaries costs are the contributions made by employees to the salary sacrifice pension scheme. No contribution is made by the Company

2. TURNOVER

All turnover arose within the United Kingdom

3. LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION

The loss on ordinary activities before taxation is stated after charging

| | | 2010 | 2009 |
|---|--|-------------|-------------|
| | | £000 | £000 |
| | Depreciation of tangible fixed assets | | |
| | - owned by the Company | 484 | 361 |
| | Auditor's remuneration - audit services | 15 | 12 |
| | Auditor's remuneration - taxation | - | 2 |
| | Operating lease rentals - land & buildings | 170 | 150 |
| | Loss on sale of fixed assets | - | 2 |
| | | | |
| ļ | STAFF COSTS | | |
| | Staff costs, including Directors' remuneration, was as follows | | |
| | | 2010 | 2009 |
| | | £000 | £000 |
| | Wages and salaries | 4,817 | 3,641 |
| | Social security costs | 422 | 326 |

The average monthly number of employees, including the Directors, during the year was as follows

| | 2010 No | 2009 No |
|---------------------------------------|------------|------------|
| Administration staff Managerial staff | 194 28 | 140 22 |
| | 222 | 162 |

38

4.005

65

5,304

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010

5 DIRECTORS' REMUNERATION

| | 2010 £000 | £000 |
|------------|--------------|------|
| Emoluments | 49 | 129 |
| | | |

Remuneration of Directors who are also Directors of the intermediary holding company, Southern Rock Investments Limited, are paid through that company It is not possible to make an accurate apportionment of remuneration in respect of the various Group entities. Any element of that remuneration which is applicable to this Company is not recharged. Details regarding this remuneration can be obtained in the Southern Rock Investments Limited accounts.

The salary of Michael David Lee was paid through Eldon Insurance Services Limited and is shown above

6. TAXATION

| | 2010 £000 | 2009 £000 |
|--|--------------|--------------|
| Analysis of tax charge in the year | | |
| Deferred tax | | |
| Origination and reversal of timing differences Effect of increased tax rate on opening liability | (42) 17 | (453) - |
| Total deferred tax | (25) | (453) |
| Tax on loss on ordinary activities | (25) | (453) |

The tax assessed for the year is higher than (2009 - (£453k)) the standard rate of corporation tax in the UK of 28% (2009 - 28%) The differences are explained below

| | 2010 £000 | 2009 £000 |
|--|--------------|--------------|
| Loss on ordinary activities before tax | (237) | (979) |
| Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 28% (2009 - 28%) | (66) | (274) |
| Effects of | | |
| Expenses not deductible for tax purposes, other than goodwill amortisation and impairment | 7 | 6 |
| Capital allowances for year in excess of depreciation | 11 | 23 |
| Unrelieved tax losses and other deductions | 48 | 245 |
| Current tax charge for the year | • | - |

Factors that may affect future tax charges

There were no factors that may affect future tax charges

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010

7 TANGIBLE FIXED ASSETS

| • | 7,410,522 1 ,425 7,502 10 | Office equipment £000 | Fixtures & fittings £000 | Computer equipment £000 | Total £000 |
|----|---|-----------------------------|-----------------------------|-------------------------|---------------|
| | Cost | | | | |
| | At 1 January 2010 Additions | 161 3 | 60 31 | 1,116 788 | 1,337 822 |
| | At 31 December 2010 | 164 | 91 | 1,904 | 2,159 |
| | Depreciation | | | | |
| | At 1 January 2010 Charge for the year | 39 32 | 12 15 | 494 437 | 545 484 |
| | At 31 December 2010 | 71 | 27 | 931 | 1,029 |
| | Net book value | | | | <u> </u> |
| | At 31 December 2010 | 93 | 64 | 973 | 1,130 |
| | At 31 December 2009 | 122 | 48 | 622 | 792 |
| 8. | DEBTORS | | | 2010 | 2009 |
| | Due after more than one year | | | £000 | £000 |
| | Deferred tax asset (see note 11) | | | 478 | 453 |
| | Due within one year | | | | |
| | Trade debtors | | | 297 | 556 |
| | Amounts owed by group undertakings | | | 477 158 | 619 |
| | Other debtors Prepayments and accrued income | | | 185 | - 153 |
| | | | | 1,595 | 1,781 |
| 9. | CREDITORS Amounts falling due within one year | | | | |
| | | | | 2010 £000 | 2009 |
| | Toods and days | | | | £000 |
| | Trade creditors Amounts owed to group undertakings | | | 463 1,681 | 251 2,109 |
| | Amounts owed to group undertakings Amounts owed to related parties | | | 43 | 2,109 51 |
| | Social security and other taxes | | | - | 56 |
| | Accruals and deferred income | | | 2,219 | 2,521 |
| | | | | 4,406 | 4,988 |
| | | | | | |

The Company has minimal exposure to guarantees for its creditors as these are covered by our parent

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010

9. **CREDITORS**

11

Amounts falling due within one year (continued)

Company Our Group Company monitors its banking facilities and compliance with related covenants as required Group monies are also monitored to ensure that the minimum interest charges are paid with regard to the overdraft charges ensuring that the money is used to offset overdrafts before being deposited at lower interest rates

| 10. | CREDITORS Amounts falling due after more than one year |
|-----|--|
| | |

| | , and an | | |
|---|--|--------------|--------------|
| | | 2010 £000 | 2009 £000 |
| | Amounts owed to group undertakings | 2,143 | _ |
| | Accruals and deferred income | 1,080 | 971 |
| | | 3,223 | 971 |
| | | | |
| 1 | DEFERRED TAX ASSET | | |
| | | 2010 | 2009 |
| | | £000 | £000 |
| | At beginning of year | 453 | _ |
| | Credit for the year | 25 | 453 |
| | At end of year | 478 | 453 |
| | The deferred tax asset is made up as follows | | |
| | | 2010 | 2009 |
| | | £000 | £000 |
| | Tax losses carried forward | 307 | 270 |
| | Difference between capital allowances and depreciation | 171 | 183 |
| | | 478 | 453 |
| | | 410 | 403 |
| | | | |

The Directors consider the asset to be recoverable since the Company is budgeted to generate profits in the future

SHARE CAPITAL 12

| | 2010 £000 | 2009 £000 |
|------------------------------------|--------------|--------------|
| Authorised | | |
| 10,000 Ordinary shares of £1 each | 10 | 10 |
| | | |
| Allotted, called up and fully paid | | |
| 100 Ordinary shares of £1 each | - | - |
| | | |

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010

12 SHARE CAPITAL (continued)

| 42 | RESERVES |
|-----|----------|
| 7 4 | KESEKVES |
| | |

| | | | Profit and loss account £000 |
|----|---|------------------|------------------------------|
| | At 1 January 2010 Loss for the year | | (1,196) (212) |
| | At 31 December 2010 | | (1,408) |
| 14 | RECONCILIATION OF MOVEMENT IN SHAREHOLDER'S DEFICIT | | |
| | | 2010 £000 | 2009 £000 |
| | Opening shareholder's deficit Loss for the year | (1,196) (212) | (670) (526) |
| | Closing shareholder's deficit | (1,408) | (1,196) |

15 OTHER FINANCIAL COMMITMENTS

The Company is committed to the payment of rent for floors 8, 11 & 15 of Cale Cross House in Newcastle and associated parking spaces

Annual commitments under non-cancellable operating leases expiring:

| | 2010 | 2009 |
|-------------------|------|------|
| Less than 1 year | - | • |
| 2-5 years | 162 | 134 |
| More than 5 years | - | • |
| | | |
| Total | 162 | 134 |
| | | |

16. RELATED PARTY TRANSACTIONS

The following transactions were carried out with related parties

Sale of services to group undertakings

| | | 2010 £000 | 2009 £000 |
|---|---|--------------|--------------|
| · | Southern Rock Insurance Company Limited | | 5,843 |

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010

16. RELATED PARTY TRANSACTIONS (continued)

| Purchase of goods and services from group undertakings | | |
|---|---------------------|--------------|
| | 2010 £000 | 2009 £000 |
| Southern Rock Insurance Company Limited | 605 | _ |
| E Development Limited | 116 | (35) |
| Rock Services Limited | 8,101 | 5,634 |
| Rock Holdings Limited | 1,115 | 2,260 |
| Total | 9,937 | 7,859 |
| Purchase of goods and services from key management | | _ |
| , 4.0 | 0040 | 2000 |
| | 2010 | 2009 |
| | £000 | £000 |
| Commercial Vehicle Direct Insurance Services Limited | 284 | _ |
| Group Direct Marketing Limited t/a eMarketing Complete Limited | - | 110 |
| Total | 284 | 110 |
| Year end balances arising from sales with Group undertakings Rock Services Limited | 2010 £000 477 | 2009 £000 |
| Rock Holdings Limited | - | 619 |
| | | 619 |
| Total | 477 | 019 |
| Year end balances arising from purchases with Group undertaking | ıgs | |
| | 2010 | 2009 |
| | £000 | £000 |
| Rock Services Limited | 876 | 137 |
| Rock Holdings Limited | 496 | - |
| Southern Rock Insurance Company Limited | 309 | 129 |
| Total | 1,681 | 266 |
| | | |

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010

Year end balances arising from purchases with key management

| | 2010 £000 | 2009 £000 |
|---|--------------|--------------|
| Commercial Vehicle Direct Insurance Services Limited Group Direct Marketing Limited t/a Marketing Complete Limited | 43 - | - 51 |
| Total | 43 | 51 |
| Sub Ordinated Loan Balances | 2010 £000 | 2009 £000 |
| Rock Holdings Limited | 2,143 | 1,843 |

Interest is charged on the subordinated loan at 0%. The loan is not repayable less than two years from the date on which the loan was first made.

Net Funding provided from Group Undertakings

| | 2010 £000 | 2009 £000 |
|-----------------------|--------------|--------------|
| Rock Holdings Limited | 300 | - |
| | | |

17 ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The Company's ultimate parent undertaking and controlling party is Rock Holdings Limited, a company registered in the Isle of Man

The results of Eldon Insurance Services Limited are included in the consolidated accounts of Southern Rock Investments Limited and are publicly available from PO Box 545, Montagu Pavillion, 8-10 Queensway, Gibraltar