Registered number: 07022415

# **KEY FINANCIAL CLAIMS LIMITED**

# DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2012



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#### **COMPANY INFORMATION**

**Directors** 

A K Crossman (resigned 29 March 2012)

D Fuher A S Gannon A D A Parker

P E Dutton (appointed 1 February 2012)

Company number

07022415

Registered office

Atrıa Spa Road **Bolton** BL1 4AG

**Auditors** 

Cooper Parry Group Limited Chartered Accountants & Statutory Auditor

1 Colton Square

Leicester LE1 1QH

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#### DIRECTORS' REPORT FOR THE YEAR ENDED 31 JULY 2012

The directors present their report and the financial statements for the year ended 31 July 2012

#### 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 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 accounting 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.

#### **Principal activities**

The principal activity of the company is that of a claims processing centre

The company was incorporated on 17 September 2009 and commenced trading on 1 October 2009. The comparatives within these financial statements cover the company's second accounting period to 31 July 2011.

#### **Business review**

The company trades in the claims management market (CMC) predominantly in the miss selling of payment protection insurance products. It trades as an outsourced third party processor of introduced business

The company has seen significant growth in the year ended 31 July 2012 in comparison to the period to 31 July 2011 with revenue increasing from £13 4M to £52 4M and trading profits increasing from £0 5M to £4 1M

The company is self funding, with no loans or overdraft facilities. Net cashflow remained consistent throughout the year at £0 1M in credit. The trading profits were distributed in the form of dividends amounting to £3 5M and invested in the relocation and refurbishment of new offices totalling £1 0M.

#### **Business environment**

The company is regulated by the Ministry of Justice, whose annual input has moulded out terms and conditions and set out controls for trade

The company is seen as one of the largest CMC in the UK based on lender volume statistics. The market has grown dramatically in the last year and is expected to reach saturation within the next 2 years.

Estimates of the size of the market vary but conservatively are in the region of £10bn to £20bn. It is estimated that a quarter of the potential claims have been completed per statistics published by the FSA in May 2012.

#### Strategy - outlook

The company has positioned itself to maximise CMC business over the next 2 years and continues to seek new sources of introducers of trade to maximise this potential

#### DIRECTORS' REPORT FOR THE YEAR ENDED 31 JULY 2012

#### Principal risks

The principal risk is considered to be changes to the Minsitry of Justice rules, both directly or under the influence of the FSA. Any reactions to changes in rules by lenders may present delays in successfully completing business. Senior management have continued to co-operate with all external regulatory bodies and strive to maintain a close and open working relationship with lenders.

#### **KPls**

As an outsourced processing centre, the company strives to ensure that any introduced business it undertakes has a valid claim from which the Lender will positively respond to

#### Results

The profit for the year, after taxation, amounted to £3,898,701 (2011 £388,159)

#### **Directors**

The directors who served during the year were

A K Crossman (resigned 29 March 2012)

D Fuher

A S Gannon

A D A Parker

P E Dutton (appointed 1 February 2012)

#### **DIRECTORS' REPORT** FOR THE YEAR ENDED 31 JULY 2012

#### Provision of information to auditors

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

- so far as that director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- that director has 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 auditors in connection with preparing their report and to establish that the company's auditors are aware of that information

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

P E Dutton
Director
Date 26 91 12

#### INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF KEY FINANCIAL CLAIMS LIMITED

We have audited the financial statements of Key Financial Claims Limited for the year ended 31 July 2012, set out on pages 6 to 17. 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 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 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' responsibilities statement, 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 July 2012 and of its profit 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 AUDITORS' REPORT TO THE MEMBERS OF KEY FINANCIAL CLAIMS 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

Cafe Runo Com Lanted
K Harris (Senior statutory auditor)

for and on behalf of Cooper Parry Group Limited

Chartered Accountants Statutory Auditor

Leicester Date 5

# PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 JULY 2012

	Note	2012 £	2011 £
Turnover	1,2	52,421,989	13,351,530
Cost of sales		(41,304,805)	(9,767,477)
Gross profit		11,117,184	3,584,053
Administrative expenses		(6,335,122)	(3,045,584)
Operating profit	3	4,782,062	538,469
Interest receivable and similar income		245	442
Impairment of investments		(650,000)	-
Interest payable and similar charges	6	(3,396)	(367)
Profit on ordinary activities before taxation		4,128,911	538,544
Tax on profit on ordinary activities	7	(230,210)	(150,385)
Profit for the financial year	15	3,898,701	388,159

All amounts relate to continuing operations

There were no recognised gains and losses for 2012 or 2011 other than those included in the profit and loss account

The notes on pages 8 to 17 form part of these financial statements

# KEY FINANCIAL CLAIMS LIMITED REGISTERED NUMBER 07022415

#### BALANCE SHEET AS AT 31 JULY 2012

	Note	£	2012 £	£	2011 £
Fixed assets					
Tangible assets	8		510,311		67,134
Current assets					
Debtors	10	5,626,855		2,700,569	
Cash at bank		77,323		248,106	
		5,704,178		2,948,675	
Creditors amounts falling due within one year	11	(5,787,552)		(2,994,496)	
Net current liabilities			(83,374)		(45,821)
Total assets less current liabilities		•	426,937		21,313
Creditors amounts falling due after more than one year	12		(24,042)		-
Provisions for liabilities					
Deferred tax	13		(13,607)		(14,695)
Net assets		_	389,288		6,618
Capital and reserves		•			
Called up share capital	14		102		102
Profit and loss account	15	_	389,186		6,516
Shareholders' funds	16	- -	389,288		6,618

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

P E Dutton Director

Date

22/7/12

The notes on pages 8 to 17 form part of these financial statements

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2012

#### 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

#### 1.2 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

#### 1.3 Turnover

Turnover comprises revenue recognised by the company in respect of fees and commissions receivable for services provided exclusive of Value Added Tax Refunds due on any fees are recognised as and when they become known

#### 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 and equipment - 20% reducing balance and 33% straight line

#### 1.5 Investments

Investments held as fixed assets are shown at cost less provision for impairment

# 1.6 Leasing and hire purchase

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible fixed assets. Assets acquired by finance lease are depreciated over the shorter of the lease term and their useful lives. Assets acquired by hire purchase are depreciated over their useful lives. Finance leases are those where substantially all of the benefits and risks of ownership are assumed by the company. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

#### 1.7 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

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2012

#### 1. Accounting policies (continued)

#### 1.8 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 assets and liabilities are not discounted

#### 2. Turnover

The whole of the turnover is attributable to the principal activity of the company

All turnover arose within the United Kingdom

#### 3. Operating profit

The operating profit is stated after charging

	2012	2011
	£	£
Depreciation of tangible fixed assets		
- owned by the company	47,938	23,444
- held under finance leases	11,667	-
Auditors' remuneration	12,200	9,000
Operating lease rentals - other operating leases	423,240	423,240
Operating lease rentals - plant and machinery	22,089	22,089

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2012

#### 4. Staff costs

Staff costs, including directors' remuneration, were as follows

		2012 £	2011 £
Wages and s Social securit		3,336,302 299,519	1,477,290 143,821
Oociai securi	y costs	293,519	143,021
		3,635,821	1,621,111
The average	monthly number of employees, including the dir	rectors, during the year was a	s follows
		2012 <b>N</b> o.	2011 No.
Directors		No. 1	NU. 2
Sales		27	-
Processing		124	77
		152	79
5. Directors' re	muneration		
		2012 £	2011 £
Emoluments		13,200	24,569
6. Interest paya	able		
		2012	2011
0-1-1	L mark B	£	£
	s and overdrafts ases and hire purchase contracts	3,396	367 -
		3,396	367

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2012

#### 7. Taxation

	2012 £	2011 £
Analysis of tax charge in the year	-	_
Current tax (see note below)		
UK corporation tax charge on profit for the year	231,298	142,234
Deferred tax (see note 13)		
Origination and reversal of timing differences	(1,088)	8,151
Tax on profit on ordinary activities	230,210	150,385

# Factors affecting tax charge for the year

The tax assessed for the year is lower than (2011 higher than) the standard rate of corporation tax in the UK of 25 33% (2011  $\,$  26%) The differences are explained below

	2012 £	2011 £
Profit on ordinary activities before tax	4,128,911	538,544
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 25 33% (2011 26%)	1,045,853	140,021
Effects of		
Expenses not deductible for tax purposes	2,306	1,877
Difference between capital allowances and depreciation	(15,350)	(6,593)
Expenses not deductible for tax purposes - Paladin investment	164,666	-
Losses utilised	(958,940)	-
Group relief	(7,237)	-
Tax rate adjustment	-	6,929
Current tax charge for the year (see note above)	231,298	142,234

# 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 JULY 2012

# 8. Tangible fixed assets

		Fixtures, fittings and equipment £
Cost		
At 1 August 2011 Additions		93,520 502,782
At 31 July 2012		596,302
Depreciation		
At 1 August 2011		26,386
Charge for the year		59,605
At 31 July 2012		85,991
Net book value		
At 31 July 2012		510,311
At 31 July 2011		67,134
The net book value of assets held under finance leases or hire p as follows	urchase contracts, incl	uded above, are
	2012	2011
	£	£
Furniture, fittings and equipment	88,333	-

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2012

#### 9. Fixed asset investments

	Other fixed asset investments £
Cost or valuation	
At 1 August 2011 Additions	650,000
At 31 July 2012	650,000
Impairment	<del></del>
At 1 August 2011 Charge for the year	650,000
At 31 July 2012	650,000
Net book value	
At 31 July 2012	-
At 31 July 2011	- -

Other fixed asset investments represents investments in Integrated Planning Opportunities No 10 LLP and Integrated Planning Opportunities No 12 LLP, property development partnerships Given the significant uncertainty over the extent of any future returns, full provision has been made against the carrying value of this investment

#### 10. Debtors

	2012 £	2011 £
Trade debtors	694,314	207,803
Amounts owed by group undertakings	437,811	31,137
Other debtors	577,500	•
Prepayments and accrued income	3,917,230	2,461,629
	5,626,855	2,700,569
	<del></del>	

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2012

11.	Creditors:
	Amounts failing due within one year

	2012	2011
	£	£
Net obligations under finance leases and hire purchase contracts	53,290	-
Trade creditors	1,620,174	579,593
Amounts owed to group undertakings	656,883	132,731
Corporation tax	55,298	174,809
Social security and other taxes	215,279	71,311
Other creditors	-	4,234
Accruals and deferred income	3,186,628	2,031,818
	5,787,552	2,994,496

Net obligations due under finance leases and hire purchase contracts are secured on the assets to which they relate

# 12. Creditors

Amounts falling due after more than one year

2011 £
-
ollows
2011 £
<del>-</del>
2011 £
6,544 8,151
14,695
2011 £
14,695

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2012

14.	Share capital		
		2012 £	2011 £
	Allotted, called up and fully paid	E.	Z.
	102 Ordinary shares of £1 each	102	102
	102 Ordinary Shales of ET each		
15.	Reserves		
			Profit and
			loss account £
	At 1 August 2011		6,516
	Profit for the year		3,898,701
	Dividends		(3,516,031)
	At 31 July 2012		389,186
16.	Reconciliation of movement in shareholders' funds		
		2012 £	2011
	Opening shareholders' funds	6,618	£ 44,457
	Profit for the year	3,898,701	388,159
	Dividends (Note 17)	(3,516,031)	(426,000)
	Shares issued during the year		2
	Closing shareholders' funds	389,288	6,618
	·	<u> </u>	
17.	Dividends		
		2012	2011
		3	£
	Dividends paid	3,516,031	426,000
18.	Capital commitments		
	At 31 July 2012 the company had capital commitments as follows		
	• • •	2012	2011
		£	£
	Contracted for but not provided in these financial statements	204,355	-

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2012

#### 19. Operating lease commitments

At 31 July 2012 the company had annual commitments under non-cancellable operating leases as follows

Land and buildings			Other
2012	2011	2012	2011
£	£	£	£
423,240	423,240	22,090	14,093
-	-	-	7,997
	<b>2012</b>	2012 2011	2012 2011 2012
	£	£ £	£ £ £
	423,240	423,240 423,240	423,240 423,240 22,090

#### 20. Related party transactions

At the year end the company owed amounts from directors of the company which are included within other debtors. The amounts outstanding at the year end and the maximum outstanding balances are as follows.

	2011 Debtor/ (creditor) £	2012 Advances and maximum outstanding £	2012 Repayments £	2012 Debtor/ (creditor) £
A D A Parker	519	295,253	(265,772)	30,000
A S Gannon	<u>(2,700</u> )	343,413	(303,213)	<u>37,500</u>

No interest is to be paid on the balances and there is no set date for repayment

At the year end amounts are owed to the following entities and are included within debtors

	2012	2011
	£	£
Matlock Limited	250,000	_
Seven Iron Properties	200,000	

Matlock Limited is incorporated in Gibraltar and is controlled by A D A Parker

Seven Iron Properties is incorporated in Gibraltar and is controlled by A S Gannon

No interest is to be paid on the balances and there is no set date for repayment

During the year the company paid commissions to the following companies

	2012	2011
	£	£
Matlock Limited	243,928	_
Consumer Money Matters Limited	32,819,830	5,996,347
Complaint Handling Services Limited	<u>3,558,154</u>	597,565

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2012

#### 20. Related party transactions (continued)

Of which the following amounts were outstanding at the year end and are included within creditors

	2012 £	2011 £
Matlock Limited Consumer Money Matters Limited Complaint Handling Services Limited	71,099 924,422 109,720	453,006 51,806
A K Crossman and D Fuher are directors of Consumer Money Matters I	_imited	
D Fuher is a director of Complaint Handling Services Limited		
During the year the company received fees from the following company		
	2012 £	2011 £
Consumer Money Matters Limited	1,639,475	-
	<u></u>	
Of which the following was outstanding at the year end and is included v	vithin debtors	
	2012 £	2011 £
Consumer Money Matters Limited	69,342	12,979

#### 21. Ultimate parent undertaking and controlling party

On 11 November 2010, the entire share capital of the company was purchased by KF Group (Holdings) Limited, a company registered in England and Wales

The company is controlled by its immediate and ultimate parent company KF Group (Holdings) Limited The directors of the parent undertaking consider there to be no controlling party

The parent undertaking of the largest and smallest group for which consolidated accounts are prepared is KF Group (Holdings) Limited Consolidated accounts are available from Companies House, Cardiff,CF14 3UZ

Advantage has been taken of the exemption provided by FRS 8 not to disclose transactions with group companies, as consolidated accounts are prepared by the ultimate parent company

# DETAILED TRADING AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 JULY 2012

	Page	2012 £	2011 £
Turnover	19	52,421,989	13,351,530
Cost of sales	19	(41,304,805)	(9,767,477)
Gross profit		11,117,184	3,584,053
Less: Overheads			
Administration expenses	19	(6,335,122)	(3,045,584)
Operating profit		4,782,062	538,469
Interest receivable	20	245	442
Interest payable	20	(3,396)	(367)
Investment income	20	(650,000)	-
Profit for the year		4,128,911	538,544

# SCHEDULE TO THE DETAILED ACCOUNTS FOR THE YEAR ENDED 31 JULY 2012

	2012 £	2011 £
Turnover		
Commissions receivable	52,421,989 ————	13,351,530
	2012 £	2011 £
Cost of sales		
Introducers' fees and commissions	41,304,805	9,767,477
	2012 £	2011
Administration evaces	Z.	£
Administration expenses  Directors salaries Staff salaries Staff national insurance Staff training Motor running costs Entertainment Consultancy Postage, printing and stationary Telephone and fax Computer costs Advertising and promotion Trade subscriptions Legal and professional Auditors' remuneration Accountancy fees Equipment hire Bank charges Bad debts Sundry expenses	13,200 3,323,102 299,519 54,700 891 15,041 9,450 403,108 181,996 136,528 178,887 10,451 41,938 12,200 8,121 15,158 82,457 32,000 6,413	24,569 1,452,721 143,821 17,298 5,395 24,124 32,696 215,768 84,265 91,808 46,466 1,860 16,098 9,000 8,817 7,094 24,633 58,152 4,873
Rent and rates Insurances Repairs and maintenance Depreciation - fixtures, fittings and equipment Depreciation cross charge to group	366,317 5,669 - 59,605 (2,401)	267,123 2,591 6,833 23,444 (1,625)
Hotel and travel Management charges Irrecoverable VAT	9,427 803,991 267,354	35,681 341,532 100,547
	6,335,122	3,045,584

# SCHEDULE TO THE DETAILED ACCOUNTS FOR THE YEAR ENDED 31 JULY 2012

	2012 £	2011 £
Interest receivable	~	~
Bank interest receivable Other interest receivable	245 -	56 386
	245	442
Interest payable	2012 £	2011 £
Interest payable Bank loan interest payable Hire purchase interest payable	- 3,396	367 -
	3,396	367
	2012 £	2011 £
Investment income		
Amounts written off investments	(650,000)	-