

SC4109

**EXEL SCOTLAND LIMITED**

**Annual Report and Financial Statements**

**For the Year Ended**

**31 December 2001**



# **EXEL SCOTLAND LIMITED**

## **Directors**

Exel Nominee No 2 Limited  
Exel Secretarial Services Limited

## **Secretary**

Exel Secretarial Services Limited

## **Auditors**

Ernst & Young  
400 Capability Green  
Luton  
LU1 3LU

## **Registered Office**

Brownsburn Industrial Estate  
Airdrie  
Lanarkshire  
ML6 9SE

## **Company Number**

4109 (Scotland)

# EXEL SCOTLAND LIMITED

## Directors' Report

The Directors present their report and the financial statements for the year ended 31 December 2001.

### Results and dividends

	2001 £000	65 weeks to 31.12.2000 £000
Profit for the year	514	424
Preference dividend	(4)	(4)
Retained profit for the year	<u>510</u>	<u>420</u>

The Directors do not recommend the payment of a dividend on the ordinary shares (2000:£ Nil).

### Principal activity and business review

The sole activity of the Company during the year was the receipt of interest from group undertakings. There were no business developments during the period. It is unlikely that the company will recommence trading operations in the foreseeable future.

In the opinion of the Directors the annexed financial statements give a fair review of the development of the business during the year and of its position at the end of the year. A comprehensive review of the state of affairs of the Group is contained in the report and financial statements of Exel plc, the ultimate parent undertaking.

### Statement of 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 and of the profit and loss of the Company for that year. 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;
- state whether applicable 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.

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the Company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for ensuring that the Directors' Report and other information included in the Annual Report is prepared in accordance with Company law in the United Kingdom.

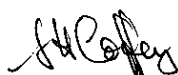
### Directors

The Directors who held office during the year are shown above. There were no changes in the Board during the year.

### Auditors

Ernst & Young LLP will be re-appointed as the Company's auditor in accordance with the elective resolution passed by the Company under section 386 of the Companies Act 1985.

By order of the Board



Authorised Signatory  
Exel Secretarial Services Limited  
Secretary

30th October 2002

## **EXEL SCOTLAND LIMITED**

### **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF EXEL SCOTLAND LIMITED**

We have audited the company's financial statements for the year ended 31 December 2001 which comprise the Profit and Loss Account, Balance sheet, Accounting Policies and the related notes 1 to 9. These financial statements have been prepared on the basis of the accounting policies set out therein.

#### **Respective responsibilities of directors and auditors**

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

#### **Opinion**

In our opinion the financial statements give a true and fair view of the state of affairs of the company as at 31 December 2001 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

*Ernst & Young LLP*

Ernst & Young LLP  
Registered Auditor  
Luton

*30 October 2002*

## **EXEL SCOTLAND LIMITED**

### **Accounting Policies**

The accounting policies adopted by the Company are set out below and are consistent with the previous year.

The adoption of FRS 18 'Accounting policies' has had no impact on these financial statements.

#### **(a) Accounting convention**

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

#### **(b) Basis of preparation**

Group accounts have not been prepared because the company is a wholly-owned subsidiary of a company incorporated in Great Britain. These accounts present information about the company as an individual undertaking and not about its group.

FRS 1 does not require the Company to prepare a cash flow statement.

FRS 8 exempts the Company from the disclosure of transactions with fellow subsidiary companies.

#### **(c) Taxation**

The ultimate parent undertaking has undertaken to discharge the Company's liability to UK corporation tax and, therefore, no provision has been made for UK corporation tax or deferred tax.

**EXEL SCOTLAND LIMITED****Profit and Loss Account****For the year ended 31 December 2001**

	Note	2001 £000	65 weeks to 31.12.2000 £000
Interest receivable from group undertakings		<b>514</b>	607
<b>Profit on ordinary activities before taxation</b>		<b>514</b>	607
Tax on profit on ordinary activities	2	-	(183)
<b>Profit for the financial year</b>		<b>514</b>	424
Non equity dividends	3	(4)	(4)
<b>Retained profit for the financial year</b>		<b>510</b>	420

Movements in shareholders' funds are set out in note 7.

There are no recognised gains or losses other than the profit for the year.

The notes on pages 8 to 9 form part of these financial statements.

**EXEL SCOTLAND LIMITED****Balance Sheet****At 31 December 2001**

	Note	2001 £000	2000 £000
<b>Fixed assets</b>			
Investments	4	347	347
<b>Current assets</b>			
Debtors: Amounts falling due within one year	5	4,727	4,493
<b>Creditors: amounts falling due within one year</b>	6	-	(276)
<b>Net current assets</b>		<u>4,727</u>	<u>4,217</u>
<b>Total assets less current liabilities</b>		<u>5,074</u>	<u>4,564</u>
<b>Capital and reserves</b>			
Called up share capital	7	2,053	2,053
Share premium account	7	79	79
Profit and loss account	7	2,942	2,432
		<u>5,074</u>	<u>4,564</u>
Equity shareholders' funds		4,574	4,064
Non-equity shareholders funds		500	500
		<u>5,074</u>	<u>4,564</u>

Approved by the Board on 29/10 2002 and signed on its behalf



Director

FOR AND ON BEHALF OF  
EXEL NOMINEES NO2 LIMITED

The notes on pages 8 to 9 form part of these financial statements.

**EXEL SCOTLAND LIMITED****Notes to the Financial Statements****For the year ended 31 December 2001****1 Directors' emoluments**

The directors receive no fees or salaries from the company and there are no employees.

**2 Tax on profit on ordinary activities**

The ultimate parent undertaking has undertaken to discharge the Company's liability to UK corporation tax and, therefore, no provision has been made for UK corporation tax or deferred tax.

	<b>2001</b>	65 weeks to
	<b>£000</b>	31.12.2000
		<b>£000</b>
UK tax		
UK Corporation tax at 30% (2000: 30%)	<u>-</u>	<u>183</u>

**3 Dividends**

	<b>2001</b>	65 weeks to
	<b>£000</b>	31.12.2000
		<b>£000</b>
7% cumulative preference shares of £1 each	<u>4</u>	<u>4</u>

Exel Holdings Limited has waived dividends in respect of the period ended 31 December 2001 on the preference shares which it holds. The dividends were also waived in 2000.

**4 Investments**

	<b>£000</b>
<b>Cost</b>	
At 1 January 2001 and 31 December 2001	<u><b>347</b></u>

The above investment represents 100% holding in Citispeed Limited which is dormant. In the opinion of the directors, the value of the company's investments are not less than the amount included in the balance sheet.



# EXEL SCOTLAND LIMITED

## Notes to the Financial Statements

For the year ended 31 December 2001

### 5 Debtors

	2001 £000	2000 £000
Amounts falling due within one year		
Amounts owed by group undertakings	<u>4,727</u>	<u>4,493</u>

### 6 Creditors: amounts falling due within one year

	2001 £000	2000 £000
Corporation tax	<u>-</u>	<u>276</u>

### 7 Movements in shareholders' funds

	2001			2000	
	Share capital £000	Share premium £000	Profit and loss account £000	Total £000	Total £000
Profit for the financial year	-	-	514	514	424
Dividends	-	-	(4)	(4)	(4)
Movement in the year	-	-	510	510	420
At 1 January 2001	2,053	79	2,432	4,564	4,144
<b>At 31 December 2001</b>	<b>2,053</b>	<b>79</b>	<b>2,942</b>	<b>5,074</b>	<b>4,564</b>

The authorised share capital comprises 7,000,000 ordinary shares of 25p each, of which 6,210,420 have been allotted and 500,000 7% (formerly 4.9% plus tax credit) cumulative preference shares of £1 each all of which have been allotted.

The preference shares carry no voting rights at meetings. On a winding up of the company, the preference shareholders have a right to receive, in preference to any payments to the ordinary shareholders, £1 per share plus accrued dividend.

### 8 Contingent liabilities

For VAT purposes the Company is grouped with other undertakings in the Exel VAT Group; under these arrangements the Company has a joint and several liability for amounts owed by those undertakings to H.M. Customs and Excise.

### 9 Ultimate parent company

The immediate parent undertaking is Exel Holdings Limited. The Company's ultimate parent undertaking is Exel plc which is registered in England. This is the only group of which the Company is a member for which group financial statements are prepared. Copies of the financial statements of Exel plc can be obtained from Ocean House, The Ring, Bracknell, Berkshire, RG12 1AN.