Arnold Clark Automobiles Limited

Report and Accounts December 31, 1985





DIRECTORS' REPORT

The directors submit their report and group accounts for the year ended December 31, 1985.

Results and dividends

The trading profit for the year, after taxation and minorities, amounted to £523,398.

The directors recommend that no dividend be paid which leaves the profit of £523,398 to be retained.

Review of the business

The group's principal activities during the year were the hiring, selling and servicing of motor vehicles.

The group has had a satisfactory year with a significant increase in sales and profits.

The directors are of the opinion that the level of activity will be continued in 1986.

Stocks

During the year the group modified its accounting policy in respect of stocks in order to comply with the current practice of recognising consignment stocks of vehicles and their associated financing in the accounts. In previous years, no account has been taken of these stocks or loan finance. In order to show the effect of this modification had it been applied in previous years, the accounts for the year ended December 31, 1984 which are presented for comparative purposes have been restated. In addition, the directors have included on pages 17 and 18 restated balance sheets for the years ended December 31, 1983 and December 31, 1982.

The modification has had no effect on the profits previously reported.

Directors and their interests

The directors at December 31, 1985 and their interests in the ordinary share capital of the company were as follows:

	At December 31, 1985	At December 31, 1984
J.A. Clark	9,991	9,991
W.G.P. Gall	4	4
Mrs. P.B. Clark	1	1

W.G.P. Gall retires by rotation and, being eligible, offers himself for re-election.

DIRECTORS' REPORT (continued)

Auditors

During the year John Gray & Company resigned as auditors and the directors appointed Arthur Young. This appointment falls to be confirmed at the Annual General Meeting.

BY ORDER OF THE BOARD

D. Feynson Ken.

Secretary

June 1, 1987

43 Allison Street, Glasgow, G42 8NJ



Arthur Young

Chartered Accountants George House, 50 George Square, Glasgow G2 1RR

REPORT OF THE AUDITORS TO THE MEMBERS OF ARNOLD CLARK AUTOMOBILES LIMITED

We have audited the accounts on pages 4 to 16 in accordance with approved auditing standards.

Control of the Contro

In our opinion the accounts, which have been prepared under the historical cost convention, give a true and fair view of the state of affairs of the company and the group at December 31, 1985 and of the profit and source and application of funds of the group for the year then ended and comply with the Companies Act 1985.

arthur young

June 1, 1987

ARNOLD CLARK AUTOMOBILES LIMITED

GROUP PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED DECEMBER 31, 1985

	Notes	1985 £	1984 £
Turnover Cost of sales	2	36,349,808 31,423,767	28,332,792 24,559,042
Gross profit		4,926,041	3,773,750
Administrative expenses	,	2,854,808	2,443,269
Other operating income		2,071,233 260,685	1,330,481 151,551
Operating profit	3	2,331,918	1,482,032
Interest receivable Interest payable	5	3,237 1,678,589	1,187,533
		1,675,352	1,187,533
Profit on ordinary activities before taxation		656,566	294,499
Tax on profit on ordinary activities	6	114,296	4,971
Profit on ordinary activities after taxation		542,270	289,528
Minority interest		18,872	8,552
Profit attributable to members of the holding company	7	523,398	280,976
Retained profit brought forward		2,454,584	2,173,608
Retained profit carried forward		£ 2,977,982	£ 2,454,584

The notes on pages 8 to 16 form part of these accounts.

GROUP BALANCE SHEET AT DECEMBER 31, 1985

	Notes	£	1985 £	Restated 1984 £
Fixed assets:	•		10 707 000	10 276 026
Tangible assets Investments	8 9		12,787,983 57,196	10,376,034 5,778
	•		12,845,179	10,381,812
			12,043,179	10,301,012
Current assets: Stocks	10	6,180,672		4,668,416
Debtors	11	2,467,470		1,681,991
Cash at bank and in hand		384,623		1,772
		9,032,765		6,352,179
One likeway and the first due		التلاك بينية لبنسا كتال فيسم نستية اللهو يبيهة وسارة		شنام پس شما سام پسم پرين لوبان پرين بين
Creditors: amounts falling due within one year:				
Stocking loan		2,655,008		1,768,671
Other current liabilities	12	9,581,464		8,196,077
		12,236,472		9,964,748
Net current liabilities		البيا هند عدد بيان دين هند بين جند بين ال	(3,203,707)	(3,612,569)
Total assets less current liabi	lities		9,641,472	6,769,243
Creditors: amounts falling due	after			
more than one year: Bank loan	13	172,591		212,337
Hire purchase	14			3,179,000
Provision for liabilities and				
charges:	•			
Deferred taxation	15	727,192		783,000
			6,479,996	4,174,337
			3,161,476	2,594,906
Minority interests			149,194	130,322
			£3,012,282	£2,464,584
Capital and reserves:				*****
Called up share capital	16		10,000	10,000
Profit and loss account			2,977,982	2,454,584
Capital reserve			24,300	-
Mul (floor) Dire	ctors			
1003				
June 1, 1987			£3,012,282	£2,464,584

The notes on pages 8 to 16 form part of these accounts.

ARNOLD CLARK AUTOMOBILES LIMITED

BALANCE SHEET AT DECEMBER 31, 1985

	Notes	£	198 <u>5</u>	Restated 1984
Fixed assets: Tangible assets Investments	8	~	897,685	1,059,809
investments	9		46,896	19,778
			944,581	1,079,587
Current assets:			,	
Stocks Debtors	10 11	6,180,672 2,075,948		4,668,416
Cash at bank and in hand	11	1,545		1,461,279 1,544
		8,258,165		6,131,239
Creditors: amounts falling due within one year:				
Stocking loan		2,655,008		1,768,671
Other current liabilities	12	5,395,858		4,493,560
•		8,050,866		6,262,231
Net current assets/(liabilities)		من وهم دست ومن ومن الله الله الله على الله	207,299	(130,992)
Total assets less current liabili	ties		1,151,880	948,595
Creditors: amounts falling que af more than one year:	ter		600 time time time time time time time time	The first till this first dark may day, may
Bank loan Hire purchase	13		172,591	212,337
nate parchase	14		22,923	82,180
Provision for liabilities and charges:				
Deferred taxation	15		43,107	t
			238,621	294,517
			£ 913,259	£ 654,078
Capital and reserves:				*******
Called up share capital	16		10,000	10,000
Profit and loss account			903,259	644,078
Mulli (Elen) Directo	ors			
June 1, 1987				
			£ 913,259	£ 654,078

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The notes on pages 8 to 16 form part of these accounts.

GROUP STATEMENT OF SOURCE AND APPLICATION OF FUNDS FOR THE YEAR ENDED DECEMBER 31, 1985

	1985 £	Restated 1984
Source of funds:		
Profit on ordinary activities before taxation Adjustment for items not involving the movement of funds:	656,566	294,499
Depreciation Loss/(gain) on sale of tangible assets	3,156,460 8,814	2,610,471 (5,214)
Total generated from operations	3,821,840	2,899,756
Funds from other sources: Proceeds of disposal of tangible fixed		
assets Loan repayment Disposal of investment	3,140,285 2,397 485	2,396
	6,965,007	
Application of funds: Purchase of tangible fixed assets Purchase of investment Loan repayment	30,000 39,746	39,746
Working capital - decrease	£(1,822,247)	£(1,295,887)
Components of decrease in working capital: Stocks Debtors Creditors	(5,366,231)	
	(3,068,496)	(1,189,621)
Movement in net liquid funds:		
Cash at bank and in hand Bank overdraft	382,851 863,398	(106,577)
	£(1,822,247)	£(1,295,887)

NOTES TO THE ACCOUNTS AT DECEMBER 31, 1985

1. Accounting policies

Accounting convention

The accounts are prepared under the historical cost convention.

Basis of consolidation

The group accounts consolidate the accounts of Arnold Clark Automobiles Limited and its subsidiary made up to December 31 each year.

No profit and loss account is presented for Arnold Clark Automobiles Limited as provided by S.228 (7) of the Companies Act 1985.

Companies in which the group has an investment comprising an interest of not less than 20% in the voting capital and over which it exerts significant influence are defined as associated companies. Such companies are also related companies as defined in the Companies Act 1985.

Depreciation

Depreciation is provided on all tangible fixed assets at rates calculated to write off the cost or valuation, less estimated residual value, of each asset evenly over its expected useful life, as follows:

Land and buildings - 2% (straight line basis)

Garage equipment - 15% (reducing balance basis)

Office equipment - 15% (reducing balance basis)

Motor vehicles - 25% (reducing balance basis)

Stocks

Stocks are stated at the lower of cost and net realisable value.

Net realisable value is based on estimated selling price less further costs expected to be incurred to completion and disposal.

During the year the group modified its accounting policy in respect of stocks in order to comply with the current practice of recognising consignment stocks of vehicles and their associated financing in the accounts. In previous years, no account has been taken of these stocks or loan finance.

The accounts for the year ended December 31, 1984, which are presented for comparative purposes, have been restated to show the effect of this modification had it been applied in previous years. The modification has had no effect on the profit previously reported.

Deferred taxation

Deferred taxation is provided on the liability method on all timing differences which are expected to reverse in the future, calculated at the rate at which it is estimated that tax will be payable.

NOTES TO THE ACCOUNTS AT DECEMBER 31, 1985 (continued)

1. Accounting policies (continued)

Leasing and hire purchase commitments

Assets obtained under hire purchase contracts are capitalised in the balance sheet and are depreciated over their useful lives.

The interest element of the rental obligations is charged to profit and loss account over the period of the lease and represents a constant proportion of the balance of capital repayments outstanding.

Rentals paid under operating leases are charged to income on a straight line basis over the lease term.

2. Turnover

Turnover represents the invoiced amount of goods sold and services provided (stated net of value added tax).

The turnover and pre-tax profit by activity is not disclosed as the directors consider this would be prejudicial to the interests of the company.

Operating profit

(a) This is stated after charging or (crediting):	1985 £	<u>1984</u> £
Directors' remuneration (sec below) Auditors' remuneration Depreciation Management charge	69,537 18,050 3,156,460 (79,000)	49,159 19,000 2,610,471 (55,000)
(b) Directors' remuneration:		
	1985 £	1984 £
Fees Other emoluments (including pension contributions)	69,537	49,159

The emoluments of the chairman, who is also the highest paid director in 1985, excluding pension contributions, were £37,134 (1984 - £23,250). The emoluments of the highest paid director in 1984, excluding pension contributions, were £24,085. Other directors' emoluments, excluding pension contributions, fell within the following ranges:

			No.	No.
£Nil	-	£ 5,000	1	1
£25,001	_	£30,000	Ĩ	

NOTES TO THE ACCOUNTS AT DECEMBER 31, 1985 (continued)

4. Staff costs	1985 £	<u>1984</u> £
Wages and salaries Social security costs Other pension costs	2,254,550 196,460 44,307	1,804,121 157,082 84,071
	£2,495,317	£2,045,274
The average weekly number of employees during the year	was made up	as follows:
	1985 No.	1984 No.
Office and management	95	81
Sales Servicing	26	18
Servicing	190	151
	311	250
		ᄪᄣᆮ
5. <u>Interest payable</u>	198 <u>5</u>	1984 £
Bank loans and overdraft	216,523	267,372
Hire purchase	1,246,681	812,045
Stocking loans	215,385	108,116
	£1,678,589	£1,187,533
6. Tax on profit on ordinary activities	198 <u>5</u>	1984 £
Based on the profit for the year:		
Corporation tax at 41.25% Deferred taxation	161,658 134,653	25,417 (19,000)
Deloiled taxicion	734,033	(15,000)
	296,311	6,417
Taxation under/(over) provided in previous years: Corporation tax	8,446	(1,446)
Deferred taxation	(190,461)	(1,440)
	£114,296	£ 4,971
7. Profit attributable to members of the holding com	nanu	
7. IZOZIE GELIDGEGDIE EO MEMOEIS ON ENE NOIGING COM	1985 £	1984 £
Dealt with in the accounts of the holding company Retained by subsidiary company	240,314 283,084	152,689 128,287
	6522 202	6290 076
	£523,398	£280,976

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NOTES TO THE ACCOUNTS AT DECEMBER 31, 1985 (continued)

8. Tangible fixed assets

Group	Land and	Garage	Office	Mattau	
-		equipment	equipment	Motor vehicles	Total.
0	£	£	£	<u>venicies</u>	<u>Total</u>
Cost:				~	-
At January 1, 1985 Additions	981,527	109,803	165,459	12,451,044	13,707,833
Disposals	8,325	1,465	111,601	8,596,117	8,717,508
praposars	(131,244)			(5,379,417)	(5,537,743)
At December 31, 1985	858,608	87,996	273,250	15,667,744	16,887,598
Depreciation:					
At January 1, 1985 Provided during the	75,301	57,133	47,427	3,157-938	3,331,799
year	16,649	7,202	56,960	3,075,649	3,156,460
Disposals	(8,554)	(10,749)	(1,095)	(2,368,246)	(2,388,644)
At December 31, 1985	00.004				
we becember 31, 1983	83,396	47,586	103,292	3,865,341	4,099,615
Net book value:					
At December 31, 1985	£775,212	£ 40,410	£169,958	£11 200 400	C10 - 17 000
		======		£11,802,403	£12,/37,983
At January 1, 1986	£906,226	£ 58,670	£118,032	£ 9,293,106	£10,376,034
Company	7				
Company	Land and	Garage	Office	Motor	
	buildings of	t darbment	equipment	<u>vehicles</u>	<u>Total</u> £
Cost:	~	*	Ľ	£	£
At January 1, 1985	981,527	109,803	120,464	36,751	1,248,545
Additions		1,465	6,527	15,044	23,036
Disposals	(131,244)	(23,272)	(3,810)	(7,299)	(165,625)
At Dogombon 21 1005	000 000				
At December 31, 1985	850,283	87,996	123,181	44,496	1,105,956
Depreciation:		~~~~~			
At January 1, 1905	75,301	51,133	45,469	16 000	100
Provided during the	, , , , , , ,	01,105	45,405	16,833	188,736
year	16,607	7,202	11,606	6,850	42,265
Disposals	(8,554)	(10,749)	(1,095)	(2,332)	(22,730)
A					
At December 31, 1985	83,354	47,586	55,980	21,351	208,271
Net book value:					
At December 31, 1985	£766,929	£40,410	667 201	200 1/2	
2, 2,00	=======	240,410 ======	ε67,201 =====	£23,145	£ 897,685
At January 1, 1985	£906,226	£58,670	£74,995	£19,918	£1 050 000
	======	=====	=====	======	£1,059,809
					

NOTES TO THE ACCOUNTS AT DECEMBER 31, 1985 (continued)

8. Tangible fixed assets (continued)

The company's subsidiary owns motor vehicles, with a cost of £15,623,248 (1984 - £12,414,293) and related accumulated depreciation of £3,843,990 (1984 - £3,141,105), which are held for use in operating leases.

9. Investments

Group			1985	1984
Associated company			£	£
Fair value of net assets	at date of acquis	ition	54,300	_
Other investments			the purp desir size () bil drive	
Cost: At January 1, 1985 Disposale			985	985
Disposativ			(485)	
Loan:			500	985
At January 1, 1985 Repaid			4,793 (2,397)	7,189 (2,396)
			2,896	5,778
<u>Total</u>				pring \$140 \$140 may \$150 mag
Associated company Other investment			54,300 2,896	_ 5,778
			£57,196	£ 5,778
Company	Group	Associated	Other	
Cost:	<u>company</u> £	<u>company</u> £	investment £	Total £
At January 1, 1985 Additions Disposals	14,000	30,000	985 - (485)	14,985 30,000 (485)
Loan:	14,000	30,000	500	44,500
At January 1, 1985 Repaid	-		4,793 (2,397)	4,793 (2,397)
At December 31, 1985	£14,000	£30,000	£ 2,896	£46,896

No fixed date has been set for the repayment of the interest free loan.

NOTES TO THE ACCOUNTS AT DECEMBER 31, 1985 (continued)

9. <u>Investments</u> (continued)

M.

The grow, holds more than 10% of the equity of the following companies:

Nation of Georgiany	Country of registration	Holding	Proportion held	Nature of business
Subsidiary company: Arnold Clark Finance Limited	Scotland	Ordinary shares	93.3%	Contract hiring of motor vehicles
Associated company: Arnold Clark (Paisle Limited	y) Scotland	Ordinary shares	25%	Distributing, retailing and servicing of motor vehicles

On December 20, 1985 the company acquired 500 Ordinary shares of £1 each in Arnold Clark (Paisley) Limited, being 25% of its nominal share capital.

10.	Stocks

Group and company	1985 £	1984 £
Consignment stock Motor vehicles Parts and accessories Other	2,655,008 3,089,441 411,752 24,471	1,768,671 2,510,436 342,131 47,178
	£6,180,672	£4,668,416
11. Debtors Group	<u>1985</u> £	1984 £
Trade debtors Amounts due from associate company Other debtors Prepayments and accrued income	1,148,314 71,227 902,828 345,101	978,520 - 605,640 97,831
	£2,467,470	£1,681,991
Company	1985 £	1984 £
Trade debtors Amounts due from associate company Other debtors Prepayments and accrued income	984,535 71,227 800,622 219,564	856,780 - 589,667 14,832
	£2,075,948	£1,461,279

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NOTES TO THE ACCOUNTS AT DECEMBER 31, 1985 (continued)

12. Creditors: amounts falling due within one year

O.,	one year		
Group	 .		
	Notes	1985	1984 £
Characteristics		£	£
Current instalments due on bank loans			
overdiging	13	39,746	39,746
Obligations under hire purchase contracts		850,000	1,713,398
	14	5,913,319	3,655,261
Current corporation tax		747,676	787,994
Other taxes and social seconds.		256,327	86,223
orearfold		382,086	351,993
Accruals and deferred income		269,362	929,295
		1,122,948	632,167
		£9,581,464	£8,196,077
0			========
Company	W. a		
	Notes	<u>1985</u> £	<u>1</u> 984
Common de la commo		£	£
Current instalments due on bank loans	1.0		
Tour Overdilles (see Polary	13	39,746	39,746
Obligations under hire purchase as		2,461,148	1,744,158
+	14	1,099,890	292,857
Current corporation tax		674,325	722,668
Other taxes and social security costs		242,029	-
		114,568	155,634
Accruals and deferred income		116,947	640,327
Amounts due to subsidiary		432,045	294,378
•		215,160	603,792
		£5,395,858	54 402 566
		おればははははこ	£4,493,560
Bank overdrufts down a see			

Bank overdrafts include £250,000 due to Lloyds and Scottish Trust Limited secured by the first Standard Security over the company's heritable property at 64/74 Kirkintilloch Road, Bishopbriggs, Glasgow and £300,000 due by the parent company to Mercantile Credit Company Limited guaranteed by the parent company's subsidiary.

A Standard Security exists over the group's heritable property at Vinicombe Street, Glasgow in respect of an overdraft of £300,000 granted to the company's subsidiary. The parent company has also given a guarantee in respect of this overdraft.

13. Bank loans

1985	1984 £
198,728	198,728 53,355
212,337 39,746	252,083 39,746
£172,591	£212,337
	198,728 13,609

NOTES TO THE ACCOUNTS AT DECEMBER 31, 1985 (continued)

13. Bank loans (continued)

Bank loans included above are repayable as follows:

- (a) £82,930 repayable by quarterly instalments of £4,146. This loan bears interest at 1% over Finance House base rate and is secured by the first Standard Security over the group's heritable property at Vinicombe Street, Glasgow.
- (b) £129,407 repayable by monthly instalments of £1,930. This loan bears interest at 1% over Finance House base rate and is guaranteed by A. Clark's West End Motors Limited.

14. Obligations under hire purchase contacts

Group		
Amounts payable	1985	1984
Amounts payable within 1 year Over one year: In the second to fifth years inclusive Over five years	5,913,319	3,655,261
	5,580,213	3,179,000
Company	£11,493,532	£6,834,261
	1985 £	1984 £
Amounts payable within l year Over one year: In the second to fifth years inclusive Over five years	1,099,890	292,857
	22,923	82,180
	£1,122,813	£ 375,037

15. Deferred taxation

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Deferred taxation provided in the accounts is the full potential amount, and consists of:

Group	productal amount, and		
	1985 £	1984 £	
Accelerated capital allowances Tax losses carried forward	727,192	819,548 (36,548)	
	£727,192	£783,000	

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NOTES TO THE ACCOUNTS AT DECEMBER 31, 1985 (continued)

Deferred taxation (continued)

Company

Accelerated onnited			1985 £	1984 £
Accelerated capital allowances Tax losses carried forward			43,107	36,548 (36,548)
16. Share capital			£43,107	£ ~
	1985 No.	Authorised 1984 No.	Allotted, and 1 1985	called up fully paid 1984
Ordinary shares of fl each	10,000	10,000	£10,000	£10,000

17. Capital commitments

As agents for Motability Finance Limited, the company's subsidiary is committed to purchase all vehicles which are in a suitable condition and have been maintained under a motability contract by the company upon the expiry of the As at December 31, 1985 the company maintained 1,648 vehicles under contract (with a pre-arranged purchase cost of £3,043,327) of which 656 (£1,193,350) terminate within 1986.

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There were no other capital commitments within the group.

不是一场,还是我多了多一些一个人的话,他们也不是一个人的话,他们就是一个人的话,

Contingent limbility 18.

Under a group registration for Value Added Tax the companies within the group are jointly and severally liable for Value Added Tax due by any member of the group registration. At December 31, 1985 this amounted to £232,968 (1984:

Under the terms of an inter company guarantee the companies within the group together with A. Clark's West End Motors Limited, Macharg Rennie and Lindsay Limited, Arnold Clark (Paisley) Limited, Arnold Clark (Bearsden) Limited, and Grant, Melrose and Tennent Limited have joint and severally guaranteed repayment of all sums due to the Royal Bank of Scotland plc by any of the parties to the guarantee.

ARNOLD CLARK AUTOMOBILES LIMITED

RESTATED GROUP BALANCE SHEETS

Note	Decem	ber 31, 1983 £	Decemb	per 31, 1982
	L	1.	L	I.
Fixed assets:				
Tangible assets		8,814,505		6,285,332
Intangible assets Investments		0 17/		15,000
		8,174		10,570
		8,822,679		6,310,902
Current assets:				
Stocks 1	4,595,576		3,946,522	
Debtors	1,715,426		3,057,291	
Cash on hand and in bank	141,137		56,091	
	6,452,139		7,059,904	
Comment Ideal 13 to 1				
Current liabilities: Stocking loan 1	1 261 006			
Other current liabilities	1,361,236 9,046,943		1,181,660	
			8,605,019	
	10,408,179		9,786,679	
Net current liabilities	and and man and unit per the bind desi	(3,956,040)	سے مصا میدار بسیار بھی ڈھٹ 1965 1944 انتظا	(2,726,775)
		4,866,639		2 50/ 107
Creditors: amounts falling		4,000,009		3,584,127
due after more than one year		1,934,498		1,023,307
		£2,932,141		£2,560,820
Capital and reserves:				
Called up share capital		10,000		10,000
Profit and loss account		2,922,141		2,550,820
		£2,932,141		£2,560,820
		FERRNERE		=======

NOTE

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1. Stocks have been restated to include consignment stocks of £1,361,236 (1983) and £1,181,660 (1982).

RESTATED BALANCE SHEETS

1. St.

<u>Note</u>	Decem	ber 31, 1983	Decemb	er 31, 1982 £
	£	£	£.	£
Fixed assets: Tangible assets Intangible assets		1,061,366		859,260
Investments		22,174		15,000 24,570
		1,083,540		898,830
Current assets: Stocks 1 Debtors Cash on hand	4,595,576 596,861 1,213		3,946,522 1,255,333 1,262	
	5,193,650		5,203,117	
Current liabilities:				
Stocking loan l Other current liabilities	1,361,236 4,146,306		1,181,660 4,584,431	
	5,507,542		5,766,091	
Net current liabilities		(313,892)		(562,974)
Creditors: amounts falling		769,648		335,856
due after more than one year	•	276,816		153,741
		£ 492,832		£ 182,115
Capital and reserves: Called up share capital Profit and loss account		10,000 482,832		10,000 172,115
		£ 492,832		£ 182,115

NOTE

1. Stocks have been restated to include consignment stocks of £1,361,236 (1983) and £1,181,660 (1982).

The state of the s