

57796

JORDANS (SCOTLAND) LIMITED

REPORT AND ACCOUNTS

FOR THE YEAR ENDED 31st MARCH 1999

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JORDANS (SCOTLAND) LIMITED

BOARD OF DIRECTORS:

D A Bennett
A S Cockburn
S R Curtis
D J McNeil

JOINT SECRETARIES:

R J Taylor
The West of England Trust Limited

REGISTERED OFFICE:

24 Great King Street
Edinburgh
EH3 6QN

Registered in Scotland No.57796

JORDANS (SCOTLAND) LIMITED

DIRECTORS' REPORT

The Directors present their Annual Report and the Accounts for the year ended 31st March 1999.

PRINCIPAL ACTIVITIES

The Company trades as company registration and administration agents and company and property information specialists.

The registration of new companies and partnerships is complemented by the ability to service the requirements of existing companies through the supply of company secretarial, management and administration services, the provision of leading compliance software, document filing services, name registration and protection and the registration of trade and service marks.

The supply of detailed information on both UK companies and those registered in the major industrial nations of the world benefits from the combination of experience in company matters and advanced data technology. Personal searches are undertaken in various registers in connection with property conveyancing and environmental searches of related sites are provided where appropriate. Services to register and search domain names and to host sites on the Internet are provided.

The Company's long experience in its field of operations and its willingness to utilise the benefits of modern technology combine to provide high quality and cost effective support to its customers. Accreditation under ISO 9000 confirms the Company's commitment to quality systems, putting customers first and aiming to exceed their expectations.

RESULTS AND BUSINESS REVIEW

The results for the year and the Directors' recommendations as to the appropriation of profit are set out in the Profit and Loss Account on page 6. The Company enjoyed a successful year's trading with results exceeding expectations.

FUTURE DEVELOPMENTS

A number of enhanced and new services are being developed, aimed at more fully meeting customers' current needs.

YEAR 2000 COMPLIANCE

Computer systems are provided by Jordans Limited, the Company's parent undertaking. The Directors have been assured that all systems will be Year 2000 compliant.

JORDANS (SCOTLAND) LIMITED

DIRECTORS' REPORT

DIRECTORS AND THEIR INTERESTS

The Directors appearing on page 1 have served throughout the year. Directors' shareholdings, including those of their families, in the share capital of the Ultimate Parent Company, are set out below:

	The West of England Trust Limited			
	£1 Ordinary Shares		£1 'A' Ordinary Shares	
	31st March 1999	1st April 1998	31st March 1999	1st April 1998
D A Bennett	2,000	2,000	-	-
A S Cockburn	-	-	1,250	950

CLOSE COMPANY STATUS

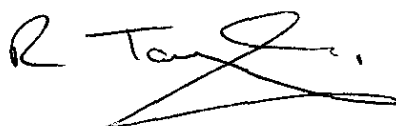
The Company is considered to be a close company under the provisions of the Income and Corporation Taxes Act 1988.

AUDITORS

Ernst & Young have expressed their willingness to continue in office as Auditors and a resolution proposing their re-appointment will be submitted at the Annual General Meeting.

24 Great King Street
Edinburgh
3H3 6QN

By Order of the Board
R J Taylor



23 June 1999

Joint Secretary

STATEMENT OF DIRECTORS' RESPONSIBILITIES
IN RESPECT OF THE ACCOUNTS

Company law requires the directors to prepare accounts for each financial year which 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 those accounts, 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 accounts; and
- prepare the accounts 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 accounts comply with the Companies Act 1985. 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.

JORDANS (SCOTLAND) LIMITED

REPORT OF THE AUDITORS

TO THE MEMBERS OF JORDANS (SCOTLAND) LIMITED

We have audited the accounts on pages 6 to 15 which have been prepared under the historical cost convention and on the basis of the accounting policies set out on pages 8 and 9.

Respective responsibilities of directors and auditors

As described on page 4 the Company's directors are responsible for the preparation of the accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion to you.

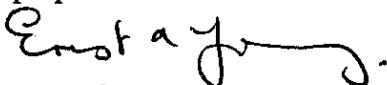
Basis of opinion

We conducted our audit in accordance with 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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts 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 accounts 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 accounts.

Opinion

In our opinion the accounts give a true and fair view of the state of affairs of the Company as at 31 March 1999 and of the profit of the Company for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Ernst & Young
Registered Auditor
Bristol

30 JUN 1999

JORDANS (SCOTLAND) LIMITED

PROFIT AND LOSS ACCOUNT

For the year ended 31st March 1999

	Notes	1999 £	1998 £
Turnover	2	1,346,045	1,450,619
Cost of Sales		(967,923)	(1,052,868)
		-----	-----
Gross Profit		378,122	397,751
Distribution costs		(48,005)	(50,121)
Administrative expenses		(226,488)	(199,561)
		-----	-----
Profit on ordinary activities before taxation	3	103,629	148,069
Taxation	6	(34,206)	(51,600)
		-----	-----
Profit on ordinary activities after taxation		69,423	96,469
Dividend	7	(40,000)	(30,000)
		-----	-----
Retained profit for the year	15	29,423	66,469
		-----	-----

All results arise from continuing activities.

No statement of total recognised gains and losses is presented as the Company has no recognised gains and losses other than the profit after taxation for the financial year.

JORDANS (SCOTLAND) LIMITED

BALANCE SHEET

As at 31st March 1999

	Notes	1999 £	1998 £
Fixed Assets			
Intangible assets	8	12,143	14,167
Tangible assets	9	45,508	24,440
		<u>57,651</u>	<u>38,607</u>
Current Assets			
Stocks	10	3,780	3,780
Debtors	11	200,568	292,177
Cash at bank and in hand		89,519	9,971
		<u>293,867</u>	<u>305,928</u>
Creditors			
Amounts falling due within one year	12	(253,367)	(275,807)
Net Current Assets		<u>40,500</u>	<u>30,121</u>
Total Assets less Current Liabilities		<u>98,151</u>	<u>68,728</u>
Provision for Liabilities and Charges			
Deferred taxation	13	(990)	(990)
		<u>97,161</u>	<u>67,738</u>
Capital and Reserves			
Called up share capital	14	1,000	1,000
Profit and loss account	15	96,161	66,738
Shareholders' Funds	16	<u>97,161</u>	<u>67,738</u>

Approved by the Board on 23 June 1999

D A Bennett

A S Cockburn

Directors

The notes on pages 8 to 15 form part of these accounts.

JORDANS (SCOTLAND) LIMITED

NOTES TO THE ACCOUNTS

1 Accounting Policies

(a) Accounting Convention

The accounts have been prepared in accordance with applicable accounting standards under the historical cost convention.

(b) Goodwill

Purchased goodwill or that arising where the cost of investment in respect of businesses acquired exceeds their net asset value, is amortised through the profit and loss account over the Directors' estimate of its useful life up to a maximum of 20 years.

(c) Tangible Fixed Assets

Tangible fixed assets are shown at cost less accumulated depreciation. There has been no change in circumstances necessitating an impairment review under FRS 11.

(d) Depreciation

Depreciation is calculated to write off the cost less estimated residual value of tangible fixed assets on a straight line basis over the period of their expected useful lives. Plant and equipment is depreciated at rates ranging between 10% and 33% and the cost of leasehold premises and improvements at a rate equivalent to the unexpired term of the lease.

(e) Stocks

Stocks are stated at the lower of cost and net realisable value. Cost comprises direct labour, materials and related overheads.

(f) Leasing Commitments

Rentals paid under operating leases are charged to the profit and loss account as incurred on a straight line basis.

(g) Deferred Taxation

Deferred taxation is provided on the liability method in respect of all timing differences to the extent that they are expected to result in an actual tax liability in the future.

JORDANS (SCOTLAND) LIMITED

NOTES TO THE ACCOUNTS

(h) Pension Costs

The Company operates a defined benefit pension scheme, contributions to which are made in accordance with actuarial advice and charged to the profit and loss account so as to spread the pension cost over the anticipated period of service of scheme members.

The Company also contributes to a number of defined contribution personal pension plans held for the benefit of individual employees. Contributions are charged in the profit and loss account as they become payable.

(i) Provisions, Contingent Liabilities and Contingent Assets

Provisions, contingent liabilities and contingent assets have been quantified in accordance with FRS 12.

(j) Cash Flow Statement

No cash flow statement is presented as the Company is a wholly owned subsidiary undertaking of The West of England Trust Limited and that Company presents a consolidated cash flow statement.

2 Turnover

Turnover comprises amounts receivable for goods and services supplied, exclusive of value added tax. The value of goods and services exported during the year amounted to £3,873 (1998: £3,069). Of these exports £3,210 (1998: £3,069) were to Europe and £663 (1998: Nil) were to the rest of the world.

3 Operating Profit

	1999	1998
	£	£
Operating profit is stated after charging/(crediting):		
Depreciation - owned assets	15,437	14,859
Hire of plant and equipment	5,494	5,821
Operating lease rentals - land and buildings	67,879	66,121
Auditors' remuneration	700	700
Profit on disposal of fixed assets	-	(3,540)

JORDANS (SCOTLAND) LIMITED

NOTES TO THE ACCOUNTS

4 Employees

	1999 Number	1998 Number
Average monthly number of employees		
Production	21	23
Sales and distribution	2	1
Administration	3	4
	-----	-----
	26	28
	-----	-----
Employee costs	1999 £	1998 £
Wages and salaries	404,217	387,111
Social security costs	36,380	36,314
Pension contributions	19,672	18,522
	-----	-----
	460,269	441,947
	-----	-----

The Company has 11 employees who are members of the defined benefit, contributory pension scheme operated by The West of England Trust Limited. The scheme is valued periodically by independent qualified actuaries and is fully funded. Further details of the scheme are included in the accounts of The West of England Trust Limited.

The Company also makes contributions to a number of defined contribution personal pension plans held for the benefit of individual employees.

5 Directors' Emoluments

	1999 £	1998 £
Aggregate emoluments	59,769	69,827
Compensation	-	26,000
	-----	-----
	59,769	95,827
	-----	-----
Highest paid director:		
Aggregate emoluments	38,115	36,642
Accrued pension at end of year	9,060	6,038

Retirement benefits are accruing for one director under a defined benefit scheme operated by The West of England Trust Limited, the Company's ultimate parent undertaking.

JORDANS (SCOTLAND) LIMITED

NOTES TO THE ACCOUNTS

6 Taxation

	1999 £	1998 £
Corporation tax at 31% (1998 : 31%)	37,300	50,610
Deferred tax	-	990
Prior year tax credit	(3,094)	-
	<u>34,206</u>	<u>51,600</u>

7 Dividends

	1999 £	1998 £
Paid	40,000	30,000

8 Intangible Fixed Assets - Goodwill

	1999 £	1998 £
Cost at beginning and end of year	40,477	40,477
Amortisation at beginning of year	26,310	24,286
Charge for year	2,024	2,024
Amortisation at end of year	28,334	26,310
Net book value at end of year	<u>12,143</u>	<u>14,167</u>

Goodwill is being amortised over 20 years, a period of time the Directors consider to represent its minimum useful life. The accumulated amortisation of £28,334 at the end of year represents the total amount of goodwill that has been written off of which £5,060 has been charged to the Company's accounts.

JORDANS (SCOTLAND) LIMITED

NOTES TO THE ACCOUNTS

9 Tangible Fixed Assets

	Improvements to Leasehold Premises £	Computer Hardware & Software £	Motor Cars £	Fixtures Fittings & Equipment £	Total £
Cost at beginning of year	22,757	62,620	52,277	64,818	202,472
Transfer to parent undertaking	-	(2,908)	-	-	(2,908)
Additions	-	24,462	-	12,043	36,505
Cost at end of year	22,757	84,174	52,277	76,861	236,069
Depreciation at beginning of year	20,938	56,046	39,184	61,864	178,032
Transfer to parent undertaking	-	(2,908)	-	-	(2,908)
Charge for the year	528	6,721	6,760	1,428	15,437
Depreciation at end of year	21,466	59,859	45,944	63,292	190,561
Net Book Value: At 31st March 1999	1,291	24,315	6,333	13,569	45,508
As at 1st April 1998	1,819	6,574	13,093	2,954	24,440

10 Stocks

	1999 £	1998 £
Finished goods and goods for resale	3,780	3,780

The replacement cost of stocks is not materially different from the amount stated above.

JORDANS (SCOTLAND) LIMITED

NOTES TO THE ACCOUNTS

11 Debtors

	1999 £	1998 £
Trade debtors	131,354	135,102
Prepayments and accrued income	9,280	17,632
Other debtors	-	6,134
Disbursements chargeable (less payments on account)	3,706	4,620
Amount due from parent and fellow subsidiary undertakings	56,228	128,689
	<u>200,568</u>	<u>292,177</u>
All debtors fall due within one year		

12 Creditors - amounts falling due within one year

	1999 £	1998 £
Trade creditors	16,200	768
Corporation Tax	37,300	50,447
Accruals and deferred income	185,327	208,128
Payments on account (less disbursements chargeable)	14,540	16,464
	<u>253,367</u>	<u>275,807</u>

13 Deferred Taxation

Deferred taxation provided in the accounts is as follows:

	1999 Full Potential Liability £	1999 Provided £	1998 Full Potential Liability £	1998 Provided £
Accelerated capital allowances	990	990	990	990
	<u>990</u>	<u>990</u>	<u>990</u>	<u>990</u>

JORDANS (SCOTLAND) LIMITED

NOTES TO THE ACCOUNTS

14 Called Up Share Capital

	1999	1998
	£	£
Ordinary shares of £1 each		
Authorised	20,000	20,000
	-----	-----
Allotted, called up and fully paid	1,000	1,000
	-----	-----

15 Profit and Loss Account

	1999	1998
	£	£
Balance at beginning of year	66,738	269
Retained for the year	29,423	66,469
	-----	-----
Balance at end of year	96,161	66,738
	-----	-----

16 Shareholders' Funds

	1999	1998
	£	£
Profit attributable to shareholders	69,423	96,469
Dividend	(40,000)	(30,000)
	-----	-----
Total movements during year	29,423	66,469
At beginning of year	67,738	1,269
	-----	-----
At end of year	97,161	67,738
	-----	-----

JORDANS (SCOTLAND) LIMITED

NOTES TO THE ACCOUNTS

17 Financial Commitments

i) Operating leases

The Company has annual commitments under non-cancellable operating leases on land and buildings as follows:

	1999 £	1998 £
Lease agreements expiring		
Within two to five years	67,000	-
Over five years	-	67,000
	<hr/> 67,000	<hr/> 67,000

ii) Capital commitments

	1999 £	1998 £
Contracted but not provided for	-	1,245
	<hr/>	<hr/>

18 Contingent Liabilities

The Directors are not aware of any material contingent liabilities at 31st March 1999 for which provision has not been made in these accounts.

19 Ultimate Parent Undertaking

The Company is a wholly owned subsidiary of Jordans Limited for which group accounts are drawn up, which are available to the public from the Registrar of Companies, England and Wales.

The ultimate parent undertaking of the group of undertakings for which group accounts are drawn up and of which the Company is a member is The West of England Trust Limited, registered in England and Wales.

20 Related Party Transaction

The Company has taken advantage of the exemption in FRS 8 from disclosing transactions with related parties that are part of The West of England Trust Limited group of companies.