Report of the Directors and

Financial Statements for the year ended 31st May 2001

The Priory Partnership Chartered Accountants Registered Auditors 1 Abbots Quay Monks Ferry Birkenhead CH41 5LH

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19/12/01

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Company Information for the year ended 31st May 2001

DIRECTORS:

N A Leaver

JD Leaver

SECRETARY:

J Mather

REGISTERED OFFICE:

7 Queen Avenue

LIVERPOOL

L2 4TZ

REGISTERED NUMBER:

2187897 (England and Wales)

AUDITORS:

The Priory Partnership Chartered Accountants Registered Auditors 1 Abbots Quay Monks Ferry Birkenhead CH41 5LH

Report of the Directors for the year ended 31st May 2001

The directors present their report with the financial statements of the company for the year ended 31st May 2001.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of general insurance brokers.

REVIEW OF BUSINESS

The results for the year and financial position of the company are as shown in the annexed financial statements.

DIVIDENDS

No dividends will be distributed for the year ended 31st May 2001.

DIRECTORS

The directors during the year under review were:

N A Leaver

J D Leaver

The beneficial interests of the directors holding office on 31st May 2001 in the issued share capital of the company were as follows:

	31.5.01	1.6.00
Ordinary shares £1 shares		
N A Leaver	2,000	2,000
J D Leaver	1,200	1,200

DONATIONS

Donations made during the year amounted to £772 and were of a charitable nature.

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 or loss of the company for that period. 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;
- 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 hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

AUDITORS

The auditors, The Priory Partnership, will be proposed for re-appointment in accordance with Section 385 of the Companies Act 1985.

ON BEHALF OF THE BOARD:

J Mather - SECRETARY

Dated: 19th November 2001

Report of the Independent Auditors to the Shareholders of A. Letton Percival & Co Limited

We have audited the financial statements of A. Letton Percival & Co Limited for the year ended 31st May 2001 on pages four to thirteen. These financial statements have been prepared under the historical cost convention and the accounting policies set out therein.

Respective responsibilities of directors and auditors

As described on page two the company's directors are responsible for the preparation of financial statements in accordance with applicable law and United Kingdom 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 Report of the Directors 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 Report of the Directors 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 the company's affairs as at 31st May 2001 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

The Priory Partnership Chartered Accountants Registered Auditors 1 Abbots Quay Monks Ferry Birkenhead CH41 5LH

Dated: 19th November 2001

Profit and Loss Account for the year ended 31st May 2001

		2001	2000
	Notes	£	£
TURNOVER		294,584	244,060
Administrative expenses		267,413	240,956
		27,171	3,104
Other operating income		60	2,250
OPERATING PROFIT	3	27,231	5,354
Interest receivable and similar income		6,475	3,035
		33,706	8,389
Interest payable and similar charges	4	1	132
PROFIT ON ORDINARY ACTIV BEFORE TAXATION	TTIES	33,705	8,257
Tax on profit on ordinary activities	5	4,562	1,804
PROFIT FOR THE FINANCIAL AFTER TAXATION	YEAR	29,143	6,453
Retained profit brought forward		25,029	18,576
RETAINED PROFIT CARRIED	FORWARD	£54,172	£25,029

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current and previous years.

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profits for the current and previous years.

Balance Sheet 31st May 2001

		2001		2000	
	Notes	£	£	£	£
FIXED ASSETS:					
Tangible assets	6		16,574		13,924
CURRENT ASSETS:					
Debtors	7	388,397		415,284	
Cash at bank and in hand		203,984		36,729	
CDEDITORS: Amount, 5-11:		592,381		452,013	
CREDITORS: Amounts falling	8	520 022		400.057	
due within one year	0	530,023		409,057	
NET CURRENT ASSETS:			62,358		42,956
TOTAL ASSETS LESS CURRENT LIABILITIES:			78,932		56,880
CREDITORS: Amounts falling					
due after more than one year	9		(18,462)		(25,553)
PROVISIONS FOR LIABILITIES					
AND CHARGES:	12		(1,298)		(1,298)
			£59,172		£30,029
					<u></u>
CAPITAL AND RESERVES:					
Called up share capital	13		5,000		5,000
Profit and loss account			54,172		25,029
SHAREHOLDERS' FUNDS:	16		£59,172		£30,029
			==		

ON BEHALF OF THE BOARD:

N A Leaver - DIRECTOR

Approved by the Board on 19th November 2001

Cash Flow Statement for the year ended 31st May 2001

		2001	2000
	Notes	£	£
Net cash inflow from operating activities	1	181,924	26,885
Returns on investments and servicing of finance	2	6,474	2,903
Taxation		(1,804)	(2,004)
Capital expenditure	2	(6,762)	(2,060)
		179,832	25,724
Financing	2	(10,988)	(4,905)
Increase in cash in the period		£168,844	£20,819
Reconciliation of net cash flow to movement in net funds	3		
Increase in cash in the period		168,844	20,819
Change in net funds resulting from cash flows		168,844	20,819
Movement in net funds in the period Net funds at 1st June	d	168,844 35,140	20,819 14,321
Net funds at 31st May		£203,984	£35,140

Notes to the Cash Flow Statement for the year ended 31st May 2001

1. RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	2001	2000
	£	£
Operating profit	27,231	5,354
Depreciation charges	4,865	3,640
Profit on sale of fixed assets	(752)	-
Decrease/(Increase) in debtors	30,783	(169,433)
Increase in creditors	119,797	187,324
Net cash inflow		
from operating activities	181,924	26,885

2. ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT

	2001 £	2000 £
Returns on investments and servicing of finance		
Interest received	6,475	3,035
Interest paid	(1)	(132)
Net cash inflow		
for returns on investments and servicing of finance	<u>6,474</u>	<u>2,903</u>
Capital expenditure	w 2. 70 7	42.000
Purchase of tangible fixed assets	(12,587)	(2,060)
Sale of tangible fixed assets	5,825	-
Net cash outflow		
for capital expenditure	(6,762)	(2,060)
Financing		
New loan taken out / (made)	(1,600)	-
Loan repayments in year	(7,091)	(4,905)
Loan repayments received	1,225	-
Amount withdrawn by directors	(3,522)	-
Net cash outflow	<u></u>	
from financing	(10,988)	(4,905)
	===	===

Notes to the Cash Flow Statement for the year ended 31st May 2001

3. ANALYSIS OF CHANGES IN NET FUNDS

	At 1.6.00	Cash flow	At 31.5.01
	£	£	£
Net cash:			
Cash at bank and in hand	36,729	167,255	203,984
Bank overdraft	(1,589)	1,589	· •
	35,140	168,844	203,984
Total	35,140 =====	168,844	203,984
Analysed in Balance Sheet			
Cash at bank and in hand	36,729		203,984
Bank overdraft	(1,589)		<u>-</u>
	35,140		203,984

Notes to the Financial Statements for the year ended 31st May 2001

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention.

Turnover

Turnover represents commission and brokerage receivable and excludes VAT. Credit is taken when debit or fee notes are issued, irrespective of the inception date or period of insurance. Alterations in brokerage arising from return and additional premiums and adjustments are taken into account as and when these occur.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Fixtures and fittings - 15% on reducing balance
Motor vehicles - 25% on reducing balance
Computer equipment - 20% on reducing balance

Deferred taxation

Provision is made at current rates for taxation deferred in respect of all material timing differences except to the extent that, in the opinion of the directors, there is reasonable probability that the liability will not arise in the foreseeable future.

Hire purchase and leasing commitments

Rentals paid under operating leases are charged to the profit and loss account as incurred.

Pensions

The company operates a defined contribution pension scheme. Contributions payable for the year are charged in the profit and loss account.

2. STAFF COSTS

	2001	2000
	£	£
Wages and salaries	144,610	132,010
Social security costs	19,008	12,288
Other pension costs	1,053	1,020
	164,6 71	145,318
The average monthly number of employees during the year was as follows:	2001	2000
Office and management	<u>8</u>	8 ==

Notes to the Financial Statements for the year ended 31st May 2001

3. **OPERATING PROFIT**

The operating profit is stated after charging/(crediting):

		2001	2000
		£	£
	Hire of plant and machinery	501	729
	Depreciation - owned assets	4,865	3,640
	Profit on disposal of fixed assets	(752)	-
	Auditors' remuneration	6,814	5,501
		=	 -
	Directors' emoluments	40,827	31,562
		===	====
4.	INTEREST PAYABLE AND SIMILAR CHARGES		
		2001	2000
		£	£
	Bank interest	1	132
		<u> </u>	=
5.	TAXATION		
	The tax charge on the profit on ordinary activities for the year was as follows:		
		2001	2000
		£	£
	UK corporation tax	4,562	1,804
		====	==

UK corporation tax has been charged at 18.30% (2000 - 18.30%).

6. TANGIBLE FIXED ASSETS

Fixtures and fittings	Motor vehicles	Computer equipment	Totals
£	£	£	£
21,535	23,083	27,797	72,415
=	-	12,587	12,587
	(23,083)	<u>-</u>	(23,083)
21,535		40,384	61,919
16,920	17,005	24,565	58,490
696	1,005	3,164	4,865
<u>-</u>	(18,010)		(18,010)
17,616	-	27,729	45,345
<u> </u>		<u>—</u> ————	
3,919		12,655	16,574
4,615	6,078	3,231	13,924
	and fittings £ 21,535	and fittings vehicles £ £ 21,535	and fittings Motor vehicles Computer equipment £ £ £ 21,535 23,083 27,797 - - 12,587 - (23,083) - 21,535 - 40,384 16,920 17,005 24,565 696 1,005 3,164 - (18,010) - 17,616 - 27,729 3,919 - 12,655

Notes to the Financial Statements for the year ended 31st May 2001

7.	DEBTORS: AMOUNTS FALLING
	DUE WITHIN ONE VEAD

	DUE WITHIN ONE YEAR	2001 £	2000 £
	Insurance debtors Other debtors	382,755 5.642	412,865 2,419
	Other debtors	5,642	
		388,397 ———	415,284
8.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		2001	2000
	- 1	£	£
	Bank loans and overdrafts		1 500
	(see note 10) Insurance creditors	496,438	1,589 397,638
	Other creditors	21,952	4,337
	Social security & other taxes	7,071	3,689
	Taxation	4,562	1,804
		530,023	409,057
9.	CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR		
		2001	2000
		£	£
	Other loans	18,462	25,553
			

The creditor, who is a former director has confirmed that this loan does not fall due for repayment within 36 months of the financial year.

10. LOANS AND OVERDRAFTS

An analysis of the maturity of loans and overdrafts is given below:

	2001 £	2000 £
Amounts falling due within one year or on demand:	~	~
Bank overdrafts		1,589

Notes to the Financial Statements for the year ended 31st May 2001

11. OBLIGATIONS UNDER LEASING AGREEMENTS

The following payments are committed to be paid within one year:

Operating leases

				Land and buildings		Other	
			2001	2000	2001	2000	
			£	£	£	£	
	Expiring:						
	Within one y		-	-	-	1,419	
	In more than	five years	12,631	12,776	486		
			12,631	12,776	486	1,419	
				_		<u> </u>	
12,	PROVISIO	PROVISIONS FOR LIABILITIES AND CHARGES					
	- 10 . 10.0				2001	2000	
					£	£	
	Deferred tax	ation			1,298	1,298	
13.	CALLED U	P SHARE CAPITAL					
	Authorised,	allotted, issued and fully paid:					
	Number:	Class:	.	Nominal	2001	2000	
	5,000	Ordinary shares		value: £1	£ 5,000	£ 5,000	
	3,000	Ordinary shares		I.I	=====	======================================	
14.	TRANSAC	TIONS WITH DIRECTORS					
	The following loan to a director subsisted during the year ended 31st May 2001:						
	The following loan to a director subsisted during the year ended 31st May 2001.				£		
	J D Leaver						
		standing at start of year			-		
		standing at end of year			3,521		
	Maximum ba	alance outstanding during year			4,225		

The above loan relates to the purchase by J D Leaver of a motor vehicle belonging to the company. The consideration amounted to £4,225 representing the market value of the vehicle concerned.

15. RELATED PARTY DISCLOSURES

The following transactions with related parties subsisted during the year:

Related Party	Transaction	Amount £	Balance outstanding £
D C Leaver Ferngrove Consultants	Part repayment of loan	7,091	18,462
Limited	Consultancy fees	29,796	-

Ferngrove Consultants is a company under the control of D C Leaver.

Notes to the Financial Statements for the year ended 31st May 2001

16. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2001 £	2000 £
Profit for the financial year	<u>29,143</u>	6,453
Net addition to shareholders' funds	29,143	6,453
Opening shareholders' funds	30,029	23,576
Closing shareholders' funds	<u>59,172</u>	30,029
Equity interests	59,172	30,029

17. CONTROLLING PARTIES

The company is under the control of N A Leaver.