COMPANY NO! 1306673

D. F. CAREY (INSURANCE BROKERS) LIMITED REPORTS AND ACCOUNTS FOR THE YEAR ENDED 5TH APRIL 2000

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D. F. CAREY (INSURANCE BROKERS) LIMITED REPORTS AND ACCOUNTS

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^{*}These pages do not form part of the statutory accounts.

REPORT OF THE DIRECTOR

For the year ended 5th April 2000

The director submits his report and accounts for the year ended 5th April 2000.

PRINCIPAL ACTIVITIES

The principal activities of the company and its subsidiary during the year were that of general insurance brokers and property investment.

On 28th May 1999 the subsidiary company sold its remaining investment property and ceased to trade.

REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS

Turnover has increased by 2.1% on the previous year to £211,724. The director considers that the group will return to profitability following action taken by him.

The group loss for the year after taxation was £27,738.

The director recommends that no dividend be paid for the year.

The movements in fixed assets are shown in notes 6 and 7 to the accounts.

DIRECTOR AND HIS INTEREST

The director during the year ended 5th April 2000 and his beneficial interests in the share capital of the company throughout the financial year was as follows:-

£1 Ordinary shares

Mr. F. E. Stratton as trustee

9,500

In accordance with the company's articles of association the sole director, Mr. F. E. Stratton, is not required to retire from office at the Annual General Meeting.

DIRECTOR'S RESPONSIBILITIES

Company law requires the director to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and the group and of the profit or loss of the group for that period. In preparing those financial statements, the director is required to:-

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- comply with applicable accounting standards 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 group will continue in business.

The director is responsible for maintaining proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and the group and to enable him to ensure that the financial statements comply with the Companies Act 1985. He is also responsible for safeguarding the assets of the group and the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

REPORT OF THE DIRECTOR

For the year ended 5th April 2000 (continued)

AUDITORS

A resolution to re-appoint Messrs. Day, Smith & Hunter as auditors will be proposed at the forthcoming Annual General Meeting.

CLOSE COMPANY

D. F. Carey (Insurance Brokers) Limited is a close company within the terms of the Income and Corporation Taxes Act 1988.

BY ORDER OF THE BOARD

M. M. A. BULL

Secretary

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REGISTERED OFFICE 447 Tonbridge Road, Maidstone, Kent.

3rd October 2000

AUDITORS' REPORT TO THE SHAREHOLDERS OF D. F. CAREY (INSURANCE BROKERS) LIMITED

We have audited the financial statements on pages 4 to 20 which have been prepared following the accounting policies set out on pages 9 and 10.

Respective responsibilities of the director and auditors

As described on page 1 the company's director is responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements 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 financial statements. It also includes an assessment of the significant estimates and judgements made by the director in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's and group'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 and group at 5th April 2000 and of the group loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

DAY, SMITH & HUNTER Chartered Accountants Registered Auditors

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Star House, Maidstone, Kent.

3rd October 2000

CONSOLIDATED PROFIT AND LOSS ACCOUNT

For the year ended 5th April 2000

	Notes				5.4.1999
Commissions earned - continuing operation	ons		211,724		207,450
Rents receivable - continuing operations - discontinued operation	ıs		7,236		7,125 6,780
			219,750		221,355
(Profit)/loss on sale of property - discontinued operations		(522)		4,469	
Property expenses				7,709	
- discontinued operations Administrative expenses		411		1,935	
continuing operationsdiscontinued operations		253,728 881		225,674 1,625	
-			254,498		233,703
			(34,748)		(12,348)
Other operating income - continuing operations			4,500		-
OPERATING LOSS	2,3				
Continuing operations Discontinued operations		(30,268) 20		(11,099) (1,249)	
			(30,248)		(12,348)
Interest receivable			3,186		4,167
			(27,062)		(8,181)
Interest payable and similar charges	4		1,053		7,182
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION			(28,115)		(15,363)
TAXATION	5		(377)		(476)
LOSS FOR THE FINANCIAL YEAR	13		£(27,738)		£(14,887)

NOTE OF HISTORICAL COST PROFITS AND LOSSES

For the year ended 5th April 2000

		<u>5.4.1999</u>
Reported loss on ordinary activities before taxation	(28,115)	(15,363)
Realisation of property revaluation gains of previous years	17,000	19,000
HISTORICAL COST (LOSS)/PROFIT ON ORDINARY ACTIVITIES	£(11,115)	£3,637
HISTORICAL COST (LOSS)/PROFIT RETAINED FOR THE YEAR	£(10,738)	£4,113

CONSOLIDATED BALANCE SHEET

As at 5th April 2000

	Notes		·		5.4.1999
FIXED ASSETS					
Tangible fixed assets	6(a)		35,238		117,130
CURRENT ASSETS			•		
Debtors Cash at bank and in hand	8	4,998		5,131	
Insurance broking accounts		69,145		83,181	
Office accounts		14,368		3,834	
		88,511		92,146	
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	G				
Creditors	9	95,224		155,701	
NET CURRENT LIABILITIES			(6,713)		(63,555)
TOTAL ASSETS LESS CURRENT	LIABILITI	ES	28,525		53,575
CREDITORS: AMOUNTS FALLIN	G DIJE				
AFTER MORE THAN ONE YEAR			(3,065)		(-)
PROVISIONS FOR LIABILITIES A	ND				
Deferred taxation	11		(-)		(377)
NET ASSETS			£25,460		£53,198
CAPITAL AND RESERVES					,
Called up share capital	12		12,000		12,000
Revaluation reserve	14		-		17,000
Profit and loss account	13		13,460		24,198
SHAREHOLDERS' FUNDS	15		£25,460		£53,198

Approved by the director on 3rd October 2000.

F.E. STRATTON

PARENT COMPANY BALANCE SHEET

As at 5th April 2000

:	Notes				<u>5.4.1999</u>
FIXED ASSETS					
Tangible fixed assets	6(b)		35,238		34,197
CURRENT ASSETS					
Debtors	8	4,816		4,118	
Cash at bank and in hand Insurance broking accounts		69,145		83,181	
Office accounts		14,368		3,756	
		88,329		91,055	
		,		,	
CREDITORS: AMOUNTS FALLING	3				
DUE WITHIN ONE YEAR Creditors	9	94,636		111,589	
NET CURRENT LIABILITIES			(6,307)	·	(20,534)
TOTAL ASSETS LESS CURRENT	דו זום או ז	TEC	28,931		13,663
TOTAL ASSETS LESS CORRENT	LIADILI	TIDO	20,731		15,005
CREDITORS: AMOUNTS FALLIN					
AFTER MORE THAN ONE YEAR	10		(3,065)		(-)
	1				
PROVISIONS FOR LIABILITIES A CHARGES	ND				
Deferred taxation	11		(-)		(377)
NET ASSETS			£25,866		£13,286
THE TEST TO					
CAPITAL AND RESERVES			,		
Called up share capital	12		12,000		12,000
Profit and loss account	13		13,866		1,286
SHAREHOLDERS' FUNDS	15		£25,866		£13,286

Approved by the director on 3rd October 2000.

F.E. STRATTON

CONSOLIDATED CASH FLOW STATEMENT

For the year ended 5th April 2000

j	<u>Notes</u>				<u>5.4.1999</u>
NET CASH (OUTFLOW)/INFLOW FROM OPERATING ACTIVITIES	16		(27,103)		7,467
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE Interest payable and similar charges Interest receivable)	(1,053) 3,186		(7,182) 4,167	
NET CASH INFLOW/(OUTFLOW) FROM RETURNS ON INVESTMENT AND SERVICING OF FINANCE	ITS		2,133		(3,015)
TAXATION Corporation tax paid			-		(1,295)
CAPITAL EXPENDITURE Payments to acquire tangible fixed assets Receipts from sales of tangible fixed assets		(15,207) 85,076		(18,349) 53,131	
NET CASH INFLOW FROM CAPITAL EXPENDITURE			69,869		34,782
NET CASH INFLOW BEFORE FINANCING			44,899		37,939
FINANCING Loans advanced in year Capital element of loan repaid in year	ar	10,000 (44,365)		(42,024)	,
NET CASH OUTFLOW FROM FINANCING			(34,365)		(42,024)
INCREASE/(DECREASE) IN CAS	H 17		£10,534		£(4,085)

NOTES TO THE ACCOUNTS

5th April 2000

1. ACCOUNTING POLICIES

a) Accounting convention

The financial statements are prepared under the historical cost convention, modified to include the revaluation of freehold investment properties, and incorporate the results of the activities described in the director's report. The subsidiary company D.F.C. Investments Limited ceased to trade on 28th May 1999. All other activities of the group and company are continuing.

The balance sheet of the group at 5th April 2000 shows net current liabilities of £6,713 and the balance sheet of the company shows net current liabilities of £6,307. The group and company are dependent upon the financial support of the director and, as this support will continue, it is appropriate to prepare the financial statements on a going concern basis.

b) Basis of consolidation

The consolidated financial statements incorporate the results of D. F. Carey (Insurance Brokers) Limited and its subsidiary D.F.C. Investments Limited.

All inter-company transfers have been eliminated on consolidation.

A profit and loss account is not presented in respect of the holding company as provided by S.230 of the Companies Act 1985.

c) Commission earned

Commission represents net amounts actually credited to the group and the company during the year by its principals.

d) Rents receivable

Rents receivable represent the income receivable during the year from the group's investment properties.

D. F. CAREY (INSURANCE BROKERS) LIMITED NOTES TO THE ACCOUNTS

5th April 2000 (continued)

1. ACCOUNTING POLICIES (continued)

e) Depreciation

Depreciation is provided on all tangible fixed assets, other than freehold investment properties, at annual rates calculated to write off the cost, less estimated residual value, of each asset over its expected useful life, as follows:-

Improvements to leasehold property - 10% on straight line basis

Office equipment

Computer equipment - 20% straight line basis

Other equipment - 20% on written down value
Motor vehicles - 25% on written down value

f) Freehold investment properties

In accordance with Statement of Standard Accounting Practice No. 19 freehold investment properties are revalued annually and any surplus or deficit is transferred to a revaluation reserve and no depreciation is provided. The director considers that this accounting policy results in the accounts giving a true and fair view.

g) Hire purchase contracts

Hire purchase contracts are capitalised at their estimated fair value at the date of inception of each contract. The finance charges are allocated over the period of the agreement by applying a constant rate of charge on the outstanding balance.

h) Deferred taxation

Deferred taxation is provided at year end rates where corporation tax is deferred through certain fixed assets being written down more rapidly for tax purposes than in the accounts. No provision is made for timing differences which are not expected to reverse within the foreseeable future and revaluations.

i) Operating leases

The rentals payable under operating leases are charged on a straight line basis over the lease term.

i) Pension costs

The company operates defined contribution pension schemes. The pension costs charged to the profit and loss account are the amount of the contributions paid in respect of the particular year.

NOTES TO THE ACCOUNTS

5th April 2000 (continued)

2. OPERATING LOSS

This is stated after charging the following:-

		<u>5.4.2000</u>	<u>5.4.1999</u>
Depreciation less profit	on		
disposal of owned asset	S	12,023	12,135
Director's emoluments	- salary and benefits	52,214	37,835
	- pension contributions	20,578	10,661
Auditors' remuneration	- audit	9,106	8,896
	- other services	-	2,778
Operating lease rentals	 land and buildings 	19,500	19,500
	- equipment	165	165

The sole director is accruing retirement benefits under defined contribution pension schemes in respect of his qualifying service.

3. STAFF COSTS (including director)

, -	<u>5.4.2000</u>	<u>5.4.1999</u>
Wages and salaries	125,770	116,071
Social security costs	11,784	12,144
Other pension costs	26,954	16,621
Benefits in kind	1,226	1,202
	£165,734	£146,038

The average number of employees was as follows:-

	Number	Number
Office and management	2	2
Insurance broking	5	5
	7	
	/	/

The company operates defined contribution pension schemes and the assets of the schemes are held separately from those of the company in independently administered funds. The other pension costs represent contributions payable by the company to the funds and amounted to £26,954 (1999 - £16,621).

NOTES TO THE ACCOUNTS

5th April 2000 (continued)

4. INTEREST PAYABLE AND SIMILAR CHARGES

	5.4.2000	5.4.1999
On bank loans, overdraft, mortgages and other loan:- Repayable within five years Other finance charges	1,053 - £1,053	7,148 34 £7,182
	Name and the second sec	
5. TAXATION		
	5.4.2000	<u>5.4.1999</u>
Corporation tax recoverable at 21% based		(00.4)
on the results for the year	(2.7.7)	(834)
Deferred taxation	(377)	309
Under provision for prior period		49
	£(377)	£(476)
		

NOTES TO THE ACCOUNTS

5th April 2000 (continued)

6. TANGIBLE FIXED ASSETS

(a) GROUP

- GROUZ	Freehold investment properties	Improvement to leasehold property		Motor vehicles	Total
Cost or valuation					
At 6th April 1999	82,000	4,666	70,959	33,450	191,075
Additions	-	_	7,612	7,595	15,207
Disposals	(82,000)	~	(12,071)	(2,600)	(96,671)
At 5th April 2000	-	4,666	66,500	38,445	109,611
Depreciation At 6th April 1999 Charge for the year	- -	2,792 466	59,574 4,850	11,579 6,879	73,945 12,195
On disposals	-	-	(11,117)	(650)	(11,767)
At 5th April 2000	-	3,258	53,307	17,808	74,373
Net book value At 5th April 2000	£-	£1,408	£13,193	£20,637	£35,238
At 5th April 1999	£82,000	£1,874	£11,385	£21,871	£117,130

For the freehold investment properties included at valuation:-

Historical cost	
At 6th April 1999	85,319
Disposals	(85,319)
At 5th April 2000	£-
-	

D. F. CAREY (INSURANCE BROKERS) LIMITED NOTES TO THE ACCOUNTS

5th April 2000 (continued)

6. TANGIBLE FIXED ASSETS (continued)

(b) COMPANY

	Improvements to leasehold property	Office equipment	Motor vehicles	Total
Cost At 6th April 1999 Additions Disposals	4,666 -	58,888 7,612	33,450 7,595 (2,600)	97,004 15,207 (2,600)
At 5th April 2000	4,666	66,500	38,445	109,611
Depreciation At 6th April 1999 Charge for the year On disposals	2,792 466	48,436 4,871	11,579 6,879 (650)	62,807 12,216 (650)
At 5th April 2000	3,258	53,307	17,808	74,373
Net book value At 5th April 2000	£1,408	£13,193	£20,637	£35,238
At 5th April 1999	£1,874	£10,452	£21,871	£34,197

NOTES TO THE ACCOUNTS

5th April 2000 (continued)

7. INVESTMENT	ΓS		<u>5.4.2000</u>	<u>5</u>	5.4.1 <u>999</u>
COMPANY					•
SHARES IN C	ROUP UNDERTAKINGS				
•	nents Limited y £1 shares at cost ainst amount not recoverable	е	100 (100) <u>£</u> -	-	100 (100) £-
	tments Limited is a wholl property investment compa	•	_		
8. DEBTORS					
		Gro	oup	<u>Com</u>	<u>pany</u>
		5.4.2000	<u>5.4.1999</u>	<u>5.4.2000</u>	5.4.1999
Other debtors Prepayments		2,046 2,952	2,134 2,997	1,864 2,952	1,254 2,864
		£4,998	£5,131	£4,816	£4,118
9. CREDITORS					,
		<u>Gr</u>	<u>oup</u>	Com	npany
		5.4.2000	5.4.1999	5.4.2000	5.4.1999
Bank loans		-	42,702	-	-
Other loan		5,272	-	5,272	-
Other credito		20,561	23,992	19,973	22,582
and other cre	d for insurance companies	69,391	84,280	69,391	84,280
Director's cur		-	4,727	-	4,727
		£95,224	£155,701	£94,636	£111,589

NOTES TO THE ACCOUNTS

5th April 2000 (continued)

10. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	<u>Group</u>		Company	
	<u>5.4.2000</u>	5.4.1999	<u>5.4.2000</u>	<u>5.4.1999</u>
Pension fund loans wholly repayable within five years by instalments	£3,065	£-	£3,065	£-
	<u>Gr</u>	<u>oup</u>	Con	npany
	<u>5.4.2000</u>	<u>5.4.1999</u>	<u>5.4.2000</u>	<u>5.4.1999</u>
Bank and other loans: Amounts payable:				
In one year or less or on demand	5,272	42,702	5,272	-
Between one and two years	3,065	-	3,065	-
~	£8,337	£42,702	£8,337	£-

11. DEFERRED TAXATION

Deferred taxation provided in the accounts is as follows:-

Deferred taxation provided in the accounts is as follows:	-	
	<u>Grou</u>	up & company
	<u>5.4.2000</u>	<u>5.4.1999</u>
Accelerated capital allowances	£-	£377
Deferred taxation movements:	5.4.2000	<u>5.4.1999</u>
Balance at 6th April 1999	377	68
Transfer (to)/from profit and loss account	(377)	309
Balance at 5th April 2000	£-	£377
12. CALLED UP SHARE CAPITAL	5.4.2000	<u>5.4.1999</u>
Authorised, allotted, issued and fully paid:- 12,000 ordinary shares of £1 each	£12,000	£12,000

NOTES TO THE ACCOUNTS

5th April 2000 (continued)

13. PROFIT AND LOSS ACCOUNT

(a)	Group	•	
		<u>5.4.2000</u>	<u>5.4.1999</u>
	At 6th April 1999 Transfer of realised surplus on disposal	24,198	20,085
	of revalued asset	17,000	19,000
	Loss for the year	(27,738)	(14,887)
	At 5th April 2000	£13,460	£24,198
(b)	Company	<u>5.4,2000</u>	<u>5.4.1999</u>
	A4 C4h A 1 1000	1,286	7,531
	At 6th April 1999 - Profit/(loss) for the year	12,580	(6,245)
	At 5th April 2000	£13,866	£1,286
14. RE	VALUATION RESERVE		
		<u>5.4.2000</u>	<u>5.4.1999</u>
	6th April 1999	17,000	36,000
	ansfer of realised surplus on isposal of revalued asset	(17,000)	(19,000)
At	t 5th April 2000	£-	£17,000

NOTES TO THE ACCOUNTS

5th April 2000 (continued)

15. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	5.4.2000	5.4.1999
(a) Group	·	
Opening shareholders' funds Loss for the financial year	53,198 (27,738)	68,085 (14,887)
Closing shareholders' funds	£25,460	£53,198
(b) Company		
Opening shareholders' funds	13,286	19,531
Profit/(loss) for the financial year	12,580	(6,245)
Closing shareholders' funds	£25,866	£13,286

16. RECONCILIATION OF OPERATING LOSS TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	Group	
	5.4.2000	5.4.1999
Operating loss	(30,248)	(12,348)
Depreciation less profit on disposal	12,023	12,135
Decrease in debtors	133	486
(Decrease)/increase in creditors	(8,158)	9,047
Net decrease in deficit on insurance broking accounts	(853)	(1,853)
NET CASH (OUTFLOW)/INFLOW FROM OPERATING ACTIVITIES	£(27,103)	£7,467

NOTES TO THE ACCOUNTS

5th April 2000 (continued)

17. RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET DEBT AS SHOWN IN THE BALANCE SHEET

	At 5.4.1999	Cash flows	At 5.4.2000
Cash at bank and in hand - office accounts	3,834	10,534	14,368
Bank loans: Due within one year	(42,702)	42,702	-
Other loans: Due within one year Due after one year	£(38,868)	(5,272) (3,065) £44,899	(5,272) (3,065) £6,031

18. FINANCIAL COMMITMENTS

The company had annual commitments under non-cancellable operating leases as follows:-

	<u>5.4.2000</u>	<u>5.4.1999</u>
Land and buildings Expiry in two to five years Expiry in over five years	7,500 12,000	7,500 12,000
-	£19,500	£19,500

D. F. CAREY (INSURANCE BROKERS) LIMITED NOTES TO THE ACCOUNTS

5th April 2000 (continued)

19. RELATED PARTY TRANSACTIONS

The company is controlled by the director, Mr. F. E. Stratton, by virtue of his trusteeship of issued shares of the company.

The company paid £520 (1999 - £530) to the director in respect of the rent of office and garage premises.

During the year the group paid loan interest totalling £155 (1999 - £2,148) to the F. E. Stratton Pension Fund of which Mr. F. E. Stratton is a trustee. At 5th April 2000, there was an outstanding loan balance of £8,337 (1999 - £Nil).

The group occupies property which is owned by the F. E. Stratton Pension Fund and rent paid for the year ended 5th April 2000 amounted to £19,500 (1999 - £19,500).

The group received management charges of £4,500 (1999 - £Nil) during the year from Frederick E. Stratton & Company Limited, a company under the common control of the director.