

Venson Automotive Solutions Limited

FINANCIAL STATEMENTS

for the year ended
31 December 2010



Company Registration No 2714185

Venson Automotive Solutions Limited

DIRECTORS AND OFFICERS

DIRECTORS

J G Bateson
B M O'Sullivan
A D Richman
S J Staton
S J Roff

SECRETARY

J G Bateson

COMPANY NUMBER

2714185 (England and Wales)

REGISTERED OFFICE

Venson House
1 AC Court
High Street
Thames Ditton
Surrey
Great Britain
KT7 0SR

AUDITOR

Baker Tilly UK Audit LLP
Chartered Accountants
The Clock House
140 London Road
Guildford
Surrey
GU1 1UW

Venson Automotive Solutions Limited

DIRECTORS' REPORT

The directors present their report and financial statements of Venson Automotive Solutions Limited ("Venson") for the year ended 31 December 2010

PRINCIPAL ACTIVITIES

The principal activity of the company during the year was that of the provision of fleet management services, total outsourcing solutions and contract hire within the automotive industry

REVIEW OF THE BUSINESS

The Directors are satisfied with the results of the company, which are disclosed in the profit and loss account on page 6 of the financial statements

As economic uncertainty remained during 2010 the company saw clients extending the lives of vehicles rather than renewing them as companies continued to defer decisions on new vehicles. This combined with the pressure on funders to control their exposure in the contract hire sector placed stress on many of the traditional income sources for the group

Despite these difficult trading conditions Venson hit all of its financial targets for 31 December 2010, reporting an operating profit of £857,305 (2009 £700,680), and ending the year with £1,475,198 cash at bank (2009 £398,409)

Operationally the company's continued focus on "Customer First" resulted in a number of contract wins during 2010, including a significant contract win for the "Venson Advantage" salary sacrifice scheme that will start to contribute revenue in 2011

The Directors are also delighted to announce that £4,450,000 of the loan due to the parent company has been cancelled in return for the allotment of 1,000 additional ordinary shares. Full details of this transaction are shown in the notes 13 and 14 to the accounts

Despite the challenging economic environment the directors are confident that Venson will achieve strong and profitable growth in the future

Going concern

As a result of the current trading profitability of the company, combined with the continued support of Bottin (International) Investments BV ("Bottin"), the directors consider it appropriate to prepare accounts on a going concern basis. Further information is provided on page 8, accounting policies

Principal risks

The nature of the company's business is to provide risk transfer fixed price rentals for vehicles to private and public sector customers. The principal risk associated with the business is in the repurchase valuations "residual" set at the outset of each contract. Residual values are set using industry market tools and analysis of vehicle types within the market place. Constant review of the market, guide prices and current disposal performance allows the business to mitigate its risk

Key performance indicators

Gross margin increased from 39.9% to 46.2% as a result of a change in the sales mix

The company achieved 106% (2009 106%) of the market value on vehicles disposed of in the year

Venson Automotive Solutions Limited

DIRECTORS' REPORT

Trading activities

Statutory turnover of £14,526,841 (2009 £13,840,419) recorded as predominately fit out charges, commission on contract hire contracts, maintenance fees, other items of commission based profit and certain vehicle sales. In accordance with accounting standards, Venson does not record gross leasing income or funded vehicle income as turnover. This resulted in total receipts for the business including gross leasing income, funded vehicle purchases and profit on disposals of £28,552,335 (2009 £23,874,215), this increase is due to a number of factors including an increase in the number of vehicles added to the contract hire fleet in 2010 versus 2009 and an increase daily hire business during the year.

Interest payable

As per note 4 of the accounts, within the £727,624 (2009 £684,395) interest payable, £486,943 (2009 £448,985) relates to group undertakings. This is as a result of the group reorganisation in 2006 and reflects an interest charge on borrowings ultimately from Bottin (International) Investments BV.

DIRECTORS

The following directors have held office since 1 January 2010

J G Bateson
B M O'Sullivan
A D Richman
S J Roff
S J Staton

STATEMENT AS TO DISCLOSURE OF INFORMATION TO THE AUDITOR

The directors who were in office on the date of approval of these financial statements have confirmed, as far as they are aware, that there is no relevant audit information of which the auditor is unaware. Each of the directors have confirmed that they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that it has been communicated to the auditor.

AUDITOR

The auditor, Baker Tilly UK Audit LLP, Chartered Accountants, has indicated its willingness to continue in office.

By order of the board



A D Richman
Director

8 April 2011

Venson Automotive Solutions Limited

DIRECTORS' RESPONSIBILITIES IN THE PREPARATION OF FINANCIAL STATEMENTS

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they 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

- a select suitable accounting policies and then apply them consistently,
- b make judgements and estimates that are reasonable and prudent,
- c 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 adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF VENSON AUTOMOTIVE SOLUTIONS LIMITED

We have audited the financial statements (the "financial statements") on pages 6 to 17. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As more fully explained in the Directors' Responsibilities Statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit

A description of the scope of an audit of financial statements is provided on the APB's website at www.frc.org.uk/apb/scope/private.cfm.

Opinion on the financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2010 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

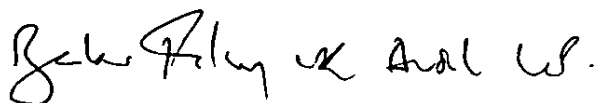
Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit.



COLIN ROBERTS ACA (Senior Statutory Auditor)

For and on behalf of BAKER TILLY UK AUDIT LLP, Statutory Auditor
Chartered Accountants
The Clock House
140 London Road
Guildford
Surrey GU1 1UW

11 APRIL 2011

Venson Automotive Solutions Limited

PROFIT AND LOSS ACCOUNT for the year ended 31 December 2010

	<i>Notes</i>	2010 £	2009 £
TURNOVER	1	14,526,841	13,840,419
Cost of sales		(7,822,439)	(8,319,239)
GROSS PROFIT		6,704,402	5,521,180
Other operating expenses	2	(3,874,413)	(3,445,391)
Exceptional operating expenses	2	-	(118,433)
Total operating expenses		(3,874,413)	(3,563,824)
EARNINGS BEFORE INTEREST, TAX AND DEPRECIATION		2,829,989	1,957,356
Depreciation	2	(1,972,684)	(1,256,676)
OPERATING PROFIT		857,305	700,680
Investment income	3	776	137,813
Interest payable	4	(727,624)	(684,395)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	5	130,457	154,098
Taxation	7	20,622	(133,389)
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION	14	151,079	20,709

The operating profit for the year arises from the company's continuing operations

No separate Statement of Total Recognised Gains and Losses has been presented as all such gains and losses have been dealt with in the Profit and Loss Account

Venson Automotive Solutions Limited
BALANCE SHEET (Company Registration Number. 2714185)
31 December 2010

	<i>Notes</i>	2010 £	2009 £
FIXED ASSETS			
Tangible assets	8	4,214,764	4,041,467
CURRENT ASSETS			
Stock	9	104,161	51,568
Debtors amounts falling due within one year	10	11,403,395	8,669,054
Debtors amounts falling due after more than one year	10	21,961,476	24,654,881
Cash at bank and in hand		1,475,198	398,409
		<u>34,944,230</u>	<u>33,773,912</u>
CREDITORS Amounts falling due within one year	11	(17,756,583)	(13,745,084)
NET CURRENT ASSETS		<u>17,187,647</u>	<u>20,028,828</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		21,402,411	24,070,295
CREDITORS Amounts falling due after more than one year	12	(10,299,416)	(17,568,379)
NET ASSETS		<u>11,102,995</u>	<u>6,501,916</u>
CAPITAL AND RESERVES			
Called up share capital	13	51,000	50,000
Share Premium	14	4,449,000	-
Profit and loss account	14	6,602,995	6,451,916
SHAREHOLDERS' FUNDS	15	<u>11,102,995</u>	<u>6,501,916</u>

The financial statements on pages 6 to 17 were approved by the board of directors and authorised for issue on 8 April 2011 and are signed on its behalf by



A D Richman
 Director

Venson Automotive Solutions Limited

ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost convention

GOING CONCERN

Included within creditors due after one year is an amount due to Premier Fleet Management and Contract Hire Limited, the company's immediate parent company. The directors have received confirmation that this funding will not be withdrawn within one year of the date of these financial statements. In addition, Dermot Desmond, the ultimate controlling party of Bottin (International) Investments BV, has agreed to provide financial support, should it be required, to enable the company to meet its external obligations as and when they fall due. On this basis, the directors consider it appropriate to prepare the accounts on a going concern basis. The financial statements do not include any adjustments that would result from a withdrawal of this financial support.

TURNOVER

Turnover represents the value, net of Value Added Tax, of fit-out fees, commission in respect of operating leases, vehicle rentals, maintenance income and sale of vehicles where the company bears the risks and enjoys the related rewards associated with that sale. Turnover is recognised at the point of delivery of services or when the right to receive commission arises.

AGENCY FUNDING REVENUE

A substantial part of the company's fleet of vehicles are funded on agency terms under which the company acts as an agent for the funder in purchasing, delivering, collecting and selling the vehicle. Revenue in respect of agency contracts is recognised on a straight-line basis over the term of the contract.

The company is also responsible for collecting the periodic rentals due from the customers but is not exposed to the credit risk in relation to these rentals.

The company recognises the gross rentals due from customers in respect of the periodic rentals as a debtor and the amounts payable to funders as a creditor.

RESIDUAL VALUES

At the expiry of the agency contract, the company is obliged to pay the funder a balloon payment equivalent to the estimated residual value of the vehicle. Following sale of the vehicle, the company accounts for the net sale proceeds to the funder up to the level of the estimated residual value. Any excess remains with the company, should there be a shortfall the company is exposed to the loss on the residual values. The amount of the exposure is on a pre-agreed basis with the funder. In complying with FRS 5 Reporting the Substance of Transactions, the company has decided to show all of the residual value due as gross receivables in debtors and the corresponding amount due to funders as gross payables in creditors.

The residual values of the vehicles are monitored in accordance with the industry practice and projected losses to the company on end-of-life disposals provided for accordingly.

VEHICLE MAINTENANCE CONTRACTS

During the term of the vehicle contract, the maintenance income element is recognised over the life of the contract in accordance with the industry practice, while maintenance expenditure is recognised when incurred.

Venson Automotive Solutions Limited

ACCOUNTING POLICIES

TANGIBLE FIXED ASSETS

Fixed assets are stated at historical cost less depreciation

Depreciation is provided on all tangible fixed assets at rates calculated to write each asset down to its estimated residual value evenly over its expected useful life, as follows

Fixtures, fittings and equipment	25% to 33% per annum
Motor vehicles	25% to 40% per annum

Vehicles held for hire are depreciated to estimated resale value at the end of the lease, based on industry data. Used vehicles acquired at the expiry of the funding agreement and held for hire are depreciated at various rates depending on the associated funding mechanism.

STOCKS

Parts stock is valued at the lower of cost and net realisable value

DEFERRED TAXATION

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements. Deferred tax is measured on a non-discounted basis.

LESSOR ACCOUNTING

Assets held for use under operating leases are included within fixed assets. Rental income under contract hire is recognised on a straight line basis over the life of the initial contract. On extension of the contract, income is recognised as earned.

Income and costs in respect of daily hire contracts are recognised gross as the company bears the risks and rewards associated with these sales.

PENSION CONTRIBUTIONS

The pension costs charged in the financial statements represent the contributions payable by the group to money purchase pension schemes during the period. Differences between contributions payable in the period and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

LEASED ASSETS AND OBLIGATIONS

Where assets are financed by leasing agreements that give rights approximating to ownership ('finance leases'), the assets are treated as if they had been purchased outright. The amount capitalised is the present value of the minimum lease payments payable over the term of the lease. The corresponding leasing commitments are shown as amounts payable to the lessor. Depreciation on the relevant assets is charged to the profit and loss account in accordance with the above depreciation accounting policy.

Lease payments are analysed between capital and interest components so that the interest element of the payment is charged to the profit and loss account over the length of the lease and represents a constant proportion of the remaining balance of capital repayments outstanding. The capital part reduces the amounts payable to the lessor.

All other leases are treated as "operating leases" and the annual rentals are charged to the profit and loss account on a straight line basis over the term of the lease.

Venson Automotive Solutions Limited

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2010

1 TURNOVER AND PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

The company's turnover and profit on ordinary activities before taxation were all derived from its principal activities wholly undertaken in the United Kingdom

The contributions of the various activities of the company to turnover are set out below

	2010 £	2009 £
Fit out	1,079,136	732,923
Lease management and ancillary services	10,017,243	8,317,337
Vehicle sales	3,430,462	4,790,159
	<u>14,526,841</u>	<u>13,840,419</u>

2 OTHER OPERATING EXPENSES

	2010 £	2009 £
Administration expenses	5,847,097	4,702,067
Exceptional administration expenses	-	118,433
Total administration expenses	<u>5,847,097</u>	<u>4,820,500</u>

Exceptional administration expenses of £nil (2009 £118,433) relate to redundancy costs and related legal expenses

3 INVESTMENT INCOME

	2010 £	2009 £
Bank interest	776	4,424
Payment received from group companies in respect of tax losses purchased	-	133,389
	<u>776</u>	<u>137,813</u>

4 INTEREST PAYABLE

	2010 £	2009 £
On loans from group undertakings	486,943	448,985
Hire purchase interest	238,280	213,147
Other interest	2,401	22,263
	<u>727,624</u>	<u>684,395</u>

Venson Automotive Solutions Limited

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2010

5	PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	2010 £	2009 £
	Profit on ordinary activities before taxation is stated after charging/(crediting)		
	Depreciation of tangible assets		
	Charge for the year		
	- owned assets	334,831	387,286
	- leased assets	1,637,853	869,390
	Profit on disposals	(3,590)	(21,102)
	Operating lease rentals		
	Land and buildings	180,631	175,006
	Auditors' remuneration		
	audit	23,000	22,000
	non-audit	7,250	22,700
		<u> </u>	<u> </u>
6	EMPLOYEES	2010 No	2009 No
	The average monthly number of persons (including directors) employed by the company during the year was	65	67
		<u> </u>	<u> </u>
		2010 £	2009 £
	Staff costs for the above persons		
	Wages and salaries	2,276,548	2,231,696
	Social security costs	229,754	192,762
	Other pension costs	52,855	56,056
		<u>2,559,157</u>	<u>2,480,514</u>
		<u> </u>	<u> </u>
	Included within staff costs are redundancy payments of £Nil (2009 £99,134)		
	DIRECTORS' REMUNERATION	2010 £	2009 £
	Emoluments for qualifying services	474,342	591,164
		<u> </u>	<u> </u>
		2010 No	2009 No
	The number of directors to whom retirement benefits are accruing under money purchase pension schemes was	2	2
		<u> </u>	<u> </u>

Venson Automotive Solutions Limited

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2010

6 EMPLOYEES (Continued)

Directors emoluments disclosed above include the following payments, in respect of the highest paid director

	2010 £	2009 £
Emoluments	175,784	173,897

7 TAXATION

	2010 £	2009 £
UK corporation tax on profits of the year	-	(51,874)
Adjustment for prior years	(20,622)	-
Total current tax	(20,622)	(51,874)
Total deferred tax	-	185,263
Total tax (credit)/charge for the year	(20,622)	133,389
Factors affecting tax charge for the year		
Profit on ordinary activities before tax	130,457	154,098
Profit on ordinary activities multiplied by standard rate of corporation tax of 28% (2009 28%)	36,528	43,147
Effects of		
Expenses not deductible for tax purposes	3,907	4,164
Capital allowances in excess of depreciation/(depreciation in excess of capital allowances	38,509	(185,263)
Other timing differences	305	(35,372)
Tax losses (utilised)/carried forward	(85,498)	124,063
Other permanent differences	6,465	34,735
Group relief	(216)	(37,348)
Adjustment for prior years	(20,622)	-
Current tax credit for year	(20,622)	(51,874)

The company has estimated tax losses of £1,250,238 (2009 £1,479,312) available to carry forward against future trading profits

No deferred tax has been recognised in respect of the tax losses carried forward due to the uncertainty of the company's ability to utilise these losses

Venson Automotive Solutions Limited

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2010

8 TANGIBLE FIXED ASSETS

	<i>Fixtures, fittings and equipment</i> £	<i>Motor vehicles</i> £	<i>Total</i> £
Cost			
1 January 2010	860,297	5,021,178	5,881,475
Additions	2,465	3,962,246	3,964,711
Disposals	(42,832)	(2,582,621)	(2,625,453)
31 December 2010	<u>819,930</u>	<u>6,400,803</u>	<u>7,220,733</u>
Depreciation			
1 January 2010	372,153	1,467,855	1,840,008
Charged in the year	140,767	1,831,917	1,972,684
Disposals	(38,821)	(767,902)	(806,723)
31 December 2010	<u>474,099</u>	<u>2,531,870</u>	<u>3,005,969</u>
Net book value			
31 December 2010	<u>345,831</u>	<u>3,868,933</u>	<u>4,214,764</u>
31 December 2009	<u>488,144</u>	<u>3,553,323</u>	<u>4,041,467</u>

Included above are assets held under finance leases or hire purchase contracts as follows

	<i>Fixtures & Fittings</i> £	<i>Motor vehicles</i> £
Net book value		
31 December 2010	<u>28,780</u>	<u>3,386,057</u>
31 December 2009	<u>44,478</u>	<u>3,049,167</u>

The net book value of motor vehicles utilised by the company in operating lease contracts is £3,044,046 (2009 £2,689,859)

9	STOCKS	2010 £	2009 £
	Parts stock	<u>104,161</u>	<u>51,568</u>

Venson Automotive Solutions Limited

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2010

10	DEBTORS	2010 £	2009 £
	Amounts falling due within one year		
	Trade debtors	2,687,382	1,268,660
	Vehicles subject to repurchase agreements	7,363,664	6,725,949
	Other debtors	963,719	333,454
	Prepayments and accrued income	388,630	340,991
		<u>11,403,395</u>	<u>8,669,054</u>
		2010 £	2009 £
	Amounts falling due after more than one year		
	Vehicles subject to repurchase agreements	6,957,094	9,609,665
	Amounts owed by group undertakings	13,964,632	14,005,466
	Other debtors	1,039,750	1,039,750
		<u>21,961,476</u>	<u>24,654,881</u>
	Included within other debtors due after more than one year is a deferred tax asset of £1,039,750 (2009 £1,039,750) in respect of accelerated capital allowances		
			£
	Deferred taxation		
	1 January 2010		1,039,750
	Transfer to profit and loss account		-
	31 December 2010		<u>1,039,750</u>
11	CREDITORS	2010 £	2009 £
	Amounts falling due within one year		
	Vehicles subject to repurchase agreements	7,363,664	6,725,949
	Obligations under finance lease and hire purchase contracts	2,214,183	1,285,366
	Trade creditors	3,373,133	1,843,201
	Taxes and social security costs	541,591	291,349
	Other creditors	1,597,994	1,834,790
	Accruals and deferred income	2,666,018	1,764,429
		<u>17,756,583</u>	<u>13,745,084</u>

Venson Automotive Solutions Limited

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2010

12	CREDITORS Amounts falling due in more than one year	2010 £	2009 £
	Vehicles subject to repurchase agreements	6,957,094	9,609,665
	Amounts owed to group undertakings	1,761,282	5,744,961
	Obligations under finance leases and hire purchase agreements	1,581,040	2,213,753
		<u>10,299,416</u>	<u>17,568,379</u>
	Vehicles subject to repurchase agreements	2010 £	2009 £
	Wholly repayable within five years	14,320,758	16,335,614
	Included in current liabilities	(7,363,664)	(6,725,949)
		<u>6,957,094</u>	<u>9,609,665</u>
	Vehicles subject to repurchase agreements	2010 £	2009 £
	In more than one year but not more than two years	2,472,615	6,004,954
	In more than two years but not more than five years	4,484,479	3,604,711
		<u>6,957,094</u>	<u>9,609,665</u>
	Obligations under finance leases and hire purchase contracts	2010 £	2009 £
	Repayable within one year	2,214,183	1,285,366
	Repayable between two and five years	1,581,040	2,213,753
		<u>3,795,223</u>	<u>3,499,119</u>

Included within amounts owed to group undertakings are loans of £1,761,282 (2009 £5,744,961) due to Premier Fleet Management and Contract Hire Limited ("Premier") The directors have received confirmation that these loans will not be withdrawn within one year from the date of approval of these financial statements Interest of £486,943 (2009 £448,985) has been accrued on this balance as at 31 December 2010

Obligations under finance lease and hire purchase agreements are secured by related assets and bear finance charges at rates ranging from 0% to 7.3%

Venson Automotive Solutions Limited

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2010

13	SHARE CAPITAL	2010 £	2009 £
	Allotted, issued and fully paid		
	45,900 'A' ordinary shares of £1 each	45,900	45,000
	5,100 'B' ordinary shares of £1 each	5,100	5,000
		<u>51,000</u>	<u>50,000</u>

In December 2010 Premier Fleet Management and Contract Hire Limited subscribed to an additional 900 'A' ordinary shares and 100 'B' ordinary share at a price of £4,450 per share in return for the cancellation of part of its loan due from Venson

The holders of 'A' ordinary shares are entitled to receive a dividend of up to £300,000 per annum, thereafter the holders of 'B' ordinary shares are entitled to receive a dividend of up to £33,333 per annum

14	RESERVES	Share premium £	Profit and loss account £
	1 January 2010	-	6,451,916
	Profit for the year	-	151,079
	Premium on shares allotted	4,449,000	-
	31 December 2010	<u>4,449,000</u>	<u>6,602,995</u>

15	RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS	2010 £	2009 £
	Profit for the financial year	151,079	20,709
	Shares issued in year	4,450,000	-
	Opening shareholders' funds	6,501,916	6,481,207
	Closing shareholders' funds	<u>11,102,995</u>	<u>6,501,916</u>

16 CONTINGENT LIABILITIES

The company is included in a group registration for VAT purposes and is therefore jointly and severally liable for all other participating group undertakings' unpaid debts in this connection. The total liability for the VAT group is £396,675 at 31 December 2010 (2009 £301,422)

17 COMMITMENTS UNDER OPERATING LEASES

At 31 December 2010 the company had annual commitments under non-cancellable leases as follows

	2010 £	2009 £
Land and buildings expiring after five years	<u>153,000</u>	<u>153,000</u>

Venson Automotive Solutions Limited

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2010

18 CONTROL

The company's immediate parent company is Premier Fleet Management and Contract Hire Limited ("Premier"), a company registered in England and Wales

The ultimate parent company is Bottin (International) Investments Limited ("Bottin"), a company registered in Gibraltar

Mr Dermot Desmond has the ability to exercise dominant influence over Bottin

The parent undertaking of the smallest and largest group for which group accounts are prepared and of which the company is a member is Premier, which is registered in England. Copies of these group accounts are available from Companies House, Crown Way, Mandy, Cardiff, CF14 3UZ

19 RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemptions provided by Financial Reporting Standard Number 8 'Related Party Disclosure' and has not disclosed transactions with fellow group undertakings where 100% of the voting rights are controlled within the group