WVC VEHICLE SOLUTIONS LIMITED DIRECTOR'S REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

ALAN JAMES & CO
CHARTERED ACCOUNTANTS
QUANTUM HOUSE
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MONDAY



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COMPANY INFORMATION

Director

Kevin S Fairservice

Company number

03844666

Registered office

11 Bath Road Cranford Heathrow Middlesex TW6 2AA

Auditors

Alan James & Co Quantum House

59 - 61 Guildford Street

Chertsey, Surrey KT16 9AX

Business address

11 Bath Road Cranford

Heathrow Middlesex TW6 2AA

CONTENTS

	Page
Director's report	1 - 2
Auditors' report	3 - 4
Profit and loss account	5
Balance sheet	6
Cash flow statement	7
Notes to the financial statements	8 - 19
The following pages do not form part of the statutory accounts	
Detailed profit and loss account	21 - 22

DIRECTOR'S REPORT FOR THE YEAR ENDED 31 DECEMBER 2012

The director presents his report and the financial statements for the year ended 31 December 2012

Principal activity

The principal activities of the company during the year were the hire and sale of commercial motor vehicles

Business review

In the opinion of the director the gross margin is the key performance indicator for the business. Following the decision to close the two least profitable branches of the business on 1st January 2012, the director is delighted to report a substantial improvement in the gross margin, increasing to 27% from 19%

A rigorous cost-cutting exercise has been applied to the company overheads, achieving a drop in overheads of 15% in each of the last two years. This year, as a result of the closure of two branches, company overheads decreased by 35%

As a result of the above, the director is delighted to report a substantial improvement in the net result for the year, a profit before tax of £281,526 compared to a loss of £490,180 last year

Results and dividends

The results for the year are set out on page 5

Financial risk management objectives and policies

With regards to liquidity risk, the company has a large bank overdraft facility which it can use to provide both flexibility and continuity of funding, as and when required. In respect of loans from financial institutions, exposure to interest rate risk is minimised by ensuring that such loans are repaid, according to the rate of interest, as soon as any surplus funds become available. The company manages the liquidity risk of all loans and hire purchase contracts by ensuring that there are sufficient funds available to meet the repayments as they fall due.

Trade debtors are managed in respect of credit risk and cash flow risk by strict company policies concerning the credit offered to customers and the regular monitoring of amounts outstanding. Trade creditors liquidity risk is managed by ensuring sufficient funds are available to meet amounts due.

Director

The director who served during the year is as stated below

Kevin S Fairservice

DIRECTOR'S REPORT FOR THE YEAR ENDED 31 DECEMBER 2012 (CONTINUED)

Statement of director's responsibilities

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

Company law requires the director to prepare financial statements for each financial year. Under that law the director has 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 director must not approve the financial statements unless he is 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 year. In preparing these financial statements, the director is required to

- select suitable accounting policies and 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 director is 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 him to ensure that the financial statements comply with the Companies Act 2006. He is 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.

In so far as the director is aware

- there is no relevant audit information (information needed by the company's auditors in connection with preparing their report) of which the company's auditors are unaware, and
- the director has taken all the steps that he ought to have taken to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information

Auditors

Alan James & Co were appointed auditors to the company and are deemed to be reappointed in accordance with Section 487(2) of the Companies Act 2006

This report was approved by the Board on

20/05/13

and signed on its behalf by

Kevin S Fairservice

Director

Independent auditor's report to the shareholders of WVC Vehicle Solutions Limited

We have audited the financial statements of WVC Vehicle Solutions Limited for the year ended 31 December 2012 which comprise the Profit and Loss Account, the Balance Sheet, the Cash Flow Statement, the Reconciliation of Movements in Shareholders' Funds and the related notes. 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 auditors' 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 director and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 1 - 2, 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 Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Director's report and financial statements to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications of our report.

Opinion on 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 2012 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 matter 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

Independent auditor's report to the shareholders of WVC Vehicle Solutions Limited

continued

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

Alan James FCA (senior statutory auditor)
For and on behalf of Alan James & Co
Chartered Accountants and
Statutory Auditors

20m May 2013

Quantum House 59 - 61 Guildford Street Chertsey, Surrey KT16 9AX

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2012

Continuing operations 2012 2011 £ £ Notes 5,904,180 2 8,714,578 **Turnover** (7,075,088)Cost of sales (4,294,236)1,609 944 1,639,490 **Gross profit** (1,266,770)(1,963,457)Administrative expenses 34,200 34,200 Other operating income 377,374 (289767)3 Operating profit/(loss) Other interest receivable and 641 546 similar income 5 (200,959)(96,489)6 Interest payable and similar charges Profit/(loss) on ordinary (490,180)281,526 activities before taxation 8 (71,889)101,038 Tax on profit/(loss) on ordinary activities 209,637 (389,142)Profit/(loss) for the year 19 1,140,467 1,554,609 Retained profit brought forward (25,000)Reserve Movements

There are no recognised gains or losses other than the profit or loss for the above two financial years

Retained profit carried forward

1,350,104

1,140,467

BALANCE SHEET AS AT 31 DECEMBER 2012

		20	12	20	11
	Notes	£	£	£	£
Fixed assets					
Intangible assets	10		42,500		51,000
Tangible assets	11		2,258,144		2,646,346
			2,300,644		2,697,346
Current assets			, ,		
Stocks	12	646,982		1,106,093	
Debtors	13	816,853		869,445	
Cash at bank and in hand		816		636	
		1,464,651		1,976,174	
Creditors: amounts falling due within one year	14	(1,597,412)		(2,448,880)	
Net current liabilities			(132,761)		(472,706)
Total assets less current liabilities Creditors: amounts falling due			2,167,883		2,224,640
after more than one year	15		(603,795)		(861,971)
Provisions for liabilities	16		(213,982)		(222,200)
Net assets			1,350,106		1,140,469
Capital and reserves					
Called up share capital	18		2		2
Profit and loss account	19		1,350,104		1,140,467
Shareholders' funds	20		1,350,106		1,140,469

The financial statements were approved by the Board on 20/05/13 and signed on its behalf by

Kevin S Fairservice Director

Registration number 03844666

The notes on pages 8 to 19 form an integral part of these financial statements.

Cash flow statement for the year ended 31 December 2012

	Notes	2012 £	2011 £
		_	
Reconciliation of operating profit/(loss) to net cash inflow from operating activities			
Operating profit/(loss)		377,374	(289,767)
Depreciation		434,045	599,832
Decrease in stocks		459,111	503,218
Decrease in debtors		52,592	598,374
(Decrease) in creditors		(120,984)	(588,045)
Net cash inflow from operating activities		1,202,138	823,612
Cash flow statement			
Net cash inflow from operating activities		1,202,138	823,612
Returns on investments and servicing of finance	23	(95,848)	(200,413)
Taxation	23	(13,764)	(137,234)
Capital expenditure	23	(37,343)	659,959
		1,055,183	1,145,924
Equity dividends paid		-	(25,000)
		1,055,183	1,120,924
Financing	23	(1,055,003)	
Increase in cash in the year		180	(374)
·		====	
Reconciliation of net cash flow to movement in net fu	inds (Note 24)		
Increase in cash in the year		180	(374)
Cash outflow from decrease in loans and overdrafts		713,808	397,710
Cash outflow from decrease in hire purchase contracts		341,195	723,588
Movement in net funds in the year		1,055,183	1,120,924
Net debt at 1 January 2012		(2,521,949)	(3,642,873)
Net debt at 31 December 2012		(1,466,766)	(2,521,949)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

1. Accounting policies

1.1. Accounting convention

The financial statements are prepared under the historical cost convention and comply with financial reporting standards of the Accounting Standards Board

1.2. Turnover

Turnover is recognised at the invoice date for the sale of commercial motor vehicles. In respect of the hire of commercial motor vehicles, turnover is recognised in accordance with the proportion of the rental applicable to the accounting period. This ensures that amounts for which the company has a right to consideration are properly included within turnover even if those amounts were not invoiced during the period.

1.3. Goodwill

Acquired goodwill is written off in equal annual instalments over its estimated useful economic life of 10 years

1.4. Tangible fixed assets and depreciation

Depreciation is provided at rates calculated to write off the cost less residual value of each asset over its expected useful life, as follows

Leasehold improvements

10 00% straight line

Company motor vehicles

11 25% straight line

Equipment

10 00% reducing balance

Vehicles for hire

11 25% straight line

1.5. Leasing and hire purchase commitments

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible assets and depreciated over the shorter of the lease term and their useful lives. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account so as to produce constant periodic rates of charge on the net obligations outstanding in each period.

1.6. Stock

Stock is valued at the lower of cost and net realisable value

1.7. 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 have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012 (CONTINUED)

2. Turnover

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the UK

3.	Operating profit/(loss)	2012 £	2011 £
	Operating profit/(loss) is stated after charging	~	~
	Depreciation and other amounts written off tangible assets	434,045	599,858
	Auditors' remuneration (Note 4)	12,500	12,250
4.	Auditors' remuneration	2012	2011
		2012 £	2011 £
	Auditors' remuneration - audit of the financial statements	12,500	12,250
5.	Interest receivable and similar income	2012	2011
		£	£
	Bank interest	1	1
	Other interest	640	545
		641	546
			====
6.	Interest payable and similar charges	2012	2011
		£	£
	On loans and overdrafts	11,094	11,812
	Lease finance charges and hire purchase interest	82,938	189,120
	On overdue tax	2,457	27
		96,489	200,959
		=====	= ==

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012 (CONTINUED)

7. Employees

	Number of employees The average monthly numbers of employees (including the director) during the year were	2012	2011
		17	<u>26</u>
	Employment costs	2012 £	2011 £
	Wages and salaries	327,507 327,507	576,880 576,880
7.1.	Director's remuneration	2012	2011
	Remuneration and social security	£ 49,948	£ 48,743

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012 (CONTINUED)

8. Tax on profit/(loss) on ordinary activities

Analysis of charge in period	2012	2011
	£	£
Current tax		
UK corporation tax	80,107	(36,243)
Total current tax charge	80,107	(36,243)
Deferred tax		
Timing differences, origination and reversal	(8,218)	(64,795)
Total deferred tax	(8,218)	(64,795)
Tax on profit/(loss) on ordinary activities	71,889	(101,038)

Factors affecting tax charge for period

The tax assessed for the period is higher than the standard rate of corporation tax in the UK (24 00 per cent). The differences are explained below

	2012 £	2011 £
Profit/(loss) on ordinary activities before taxation	281,526	(490,180) =====
Profit/(loss) on ordinary activities multiplied by standard rate of corporation		
tax in the UK of 24 00% (31 December 2011 26 00%)	67,566	(127,447)
Effects of:		
Expenses not deductible for tax purposes	2,545	405
Utilisation of tax losses	(24,464)	-
Depreciation for period in excess of capital allowances	34,657	61,218
Small companies' marginal relief	(197)	3,078
Tax losses carried forward	-	26,503
Current tax charge for period	80,107	(36,243)

NOTES TO THE FINANCIAL STATEMENTS **FOR THE YEAR ENDED 31 DECEMBER 2012** (CONTINUED)

9. **Dividends**

10.

Dividends paid and proposed on equity shares	2012	2011
Paid during the year	£	£
Equity dividends on Ordinary shares	<u>-</u>	25,000 25,000
Intangible fixed assets	Goodwill £	Total £
Cost At 1 January 2012	85,000	85,000
At 31 December 2012	85,000	85,000
Amortisation At 1 January 2012 Charge for year	34,000 8,500	34,000 8,500
At 31 December 2012	42,500	42,500
Net book values At 31 December 2012	42,500	42,500
At 31 December 2011	51,000	51,000

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012 (CONTINUED)

11.	Tangible fixed assets	Leasehold improvements £	Company motor vehicles £	Fixtures, fittings and equipment	Vehicles for hire £	Total £
	Cost or valuation					
	At 1 January 2012	12,749	20,333	147,013	3,743,039	3,923,134
	Additions	1,050	-	13,614	776,136	790,800
	Transfer to stock	-	_	-	(783,718)	(783,718)
	Disposals	-	(3,500)	(400)	(678,082)	(681,982)
	At 31 December 2012	13,799	16,833	160,227	3,057,375	3,248,234
	Depreciation					
	At 1 January 2012	2,756	15,933	36,057	1,222,042	1,276,788
	Transfer to stock	-	-	-	(403,801)	(403,801)
	On disposals	-	(1,584)	(130)	(305,552)	(307,266)
	Charge for the year	1,380	1,894	12,430	408,665	424,369
	At 31 December 2012	4,136	16,243	48,357	921,354	990,090
	Net book values					
	At 31 December 2012	9,663	590	111,870	2,136,021	2,258,144
	At 31 December 2011	9,993	4,400	110,956	2,520,997	2,646,346
			=			

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

		2012		2011	
	Asset description	Net book value £	Depreciation charge	Net book value £	Depreciation charge
	Company motor vehicles Vehicles for hire	1,693,438	219,516	4,376 2,101,665	•
		1,693,438	219,516	2,106,041	297,615
12.	Stocks			2012 £	2011 £
	Stock of commercial vehicles for resale			646,982	1,106,093

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012 (CONTINUED)

13.	Debtors	2012 £	2011 £
	Trade debtors	589,963	425,615
	Other debtors	89,216	67,840
	Prepayments and accrued income	137,674	375,990
		<u>816,853</u>	869.445
14.	Creditors: amounts falling due	2012	2011
	within one year	£	£
	Bank overdraft	322,043	875,851
	Trade loans	60,000	60,000
	Hire purchase contracts	481,744	724,762
	Trade creditors	199,840	444,859
	Corporation tax	80,107	13,765
	Other taxes and social security costs	193,417	203,074
	Other creditors	246,984	93,923
	Accruals and deferred income	13,277	32,646
		1,597,412	2,448,880
	The bank overdraft, trade loans and hire purchase contracts a	re all secured creditors	
15.	Creditors: amounts falling due	2012	2011
	after more than one year	£	£
	Trade loans	55,000	215,000
	Hire purchase contracts	548,795	646,971
		603,795	861,971

The bank overdraft, trade loans and hire purchase contracts are all secured creditors

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012 (CONTINUED)

16. Provisions for liabilities

		Deferred taxation (Note 17) £	Total £
	At 1 January 2012	222,200	222,200
	Movements in the year	(8,218)	(8,218)
	At 31 December 2012	213,982	213,982
17.	Provision for deferred taxation	2012 £	2011 £
	Accelerated capital allowances	213,982	222,200
	Provision for deferred tax	213,982	222,200
	Provision at 1 January 2012	222,200	
	Deferred tax credit in profit and loss account Provision at 31 December 2012		
18.	Share capital	2012 £	2011 £
	Allotted, called up and fully paid		
	2 Ordinary shares of £1 each	<u> </u>	2
	Equity Shares		
	2 Ordinary shares of £1 each	====	2

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012 (CONTINUED)

19.	Equity Reserves	Profit and loss account £	Total £
	At 1 January 2012	1,140,467	1,140,467
	Profit for the year	209,637	209,637
	At 31 December 2012	1,350,104	1,350,104
20.	Reconciliation of movements in shareholders' funds	2012	2011
		£	£
	Profit/(loss) for the year	209,637	(389,142)
	Dividends	-	(25,000)
		209,637	(414,142)
	Opening shareholders' funds	1,140,469	1,554,611
	Closing shareholders' funds	1,350,106	1,140,469
			

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012 (CONTINUED)

21. Related party transactions

The participator, Mr William R J Dowling, received regular advances averaging £2,500 a month during the year Interest of 4% per annum has been added to the amount owing. At the year-end the participator owed the company £32,973. Since the year-end this balance has been repaid in full

WVC Land & Developments Limited, controlled by Mr William R J Dowling

An unlimited cross guarantee structure is in place between the company and WVC Land & Developments Limited in respect of finance facilities granted by National Westminster Bank Plc to both companies. At the year-end the liability of WVC Land & Developments Limited increased the exposure to National Westminster Bank Plc by £3,076,803. This is in addition to the net exposire of £321,477 included in these accounts.

The company is a tenant at a number of freehold investment properties owned by WVC Land & Developments Limited The rent is negotiated on an arms length commercial basis. During the year the company was invoiced for £66,600 (2011 £176,317) of rent and recharged services. During the year the company received a payment of £123,700 from WVC Land & Developments Limited in compensation for the losses incurred upon vacating, at short notice, one of the sites it had rented from that company

During the year the company invoiced WVC Land & Developments Limited for management charges totalling £89,000 (2011 £71,000) in respect of the accounting, administration, rent collection, debt chasing, property planning and management activities carried out by company staff on behalf of WVC Land & Developments Limited

During the year the company made payments and received funds on behalf of WVC Land & Developments Limited At the year-end the balance owing to WVC Land & Developments Limited in connection with these transactions was £244,042 (2011 £87,918) This balance is included within other creditors in the balance sheet

Heathrow Vehicle Solutions Limited, controlled by Mr William R J Dowling

During the year the company sold vehicles totalling £160,186 to Heathrow Vehicle Solutions Limited At the year-end a balance of £212,186 was due from Heathrow Vehicle Solutions Limited, this is included within trade debtors

During the year the company purchased vehicles totalling £19,988 and services totalling £90,000 from Heathrow Vehicle Solutions Limited At the year-end a balance of £108,000 was due to Heathrow Vehicle Solutions Limited, this is included within trade creditors

During the year the company also recieved amounts and made payments on behalf of Heathrow Vehicle Solutions Limited. At the year-end the company owed £1,442 to Heathrow Vehicle Solutions Limited, this is included within other creditors on the balance sheet.

Ashford Corporation Limited, managed and part-owned by Mr William R J Dowling

At the year-end a repayment of a loan of £5,000 was due from Ashford Corporation Limited This is included within other debtors in the balance sheet

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012 (CONTINUED)

22 Controlling interest

The company continued to be under the control of Mr William R J Dowling throughout the current and previous year

23. Gross cash flows

	2012	2011 £
	£	
Returns on investments and servicing of finance		
Interest received	641	546
Interest paid	(94,519)	(183,197)
Interest element of finance lease rental payments	(1,970)	(17,762)
	(95,848)	(200,413)
Taxation		
Corporation tax paid	(13,764)	(137,234)
Capital expenditure		
Payments to acquire tangible assets	(790,798)	(1,362,606)
Receipts from sales of tangible assets	753,455	2,022,565
	(37,343)	659,959
Financing		
Decrease in loans and overdrafts	(713,808)	(397,710)
Decrease in finance leases and hire purchase contracts	(341,195)	(723,588)
	(1,055,003)	(1,121,298)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012 (CONTINUED)

24. Analysis of changes in net funds

	Opening balance	Cash flows	Closing balance
	£	£	£
Cash at bank and in hand	636	180	816
Overdrafts	(875,851)	553,808	(322,043)
	(875,215)	553,988	(321,227)
Debt due within one year	(60,000)		(60,000)
Debt due after one year	(215,000)	160,000	(55,000)
Finance leases and hire purchase contracts	(1,371,733)	341,195	(1,030,538)
	(1,646,733)	501,195	(1,145,538)
Net funds	(2,521,948)	1,055,183	(1,466,765)