

Registered Number 00117238

A A Clark Limited
Annual report and financial statements
for the year ended 31 December 2009

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A A Clark Limited

Annual report and financial statements for the year ended 31 December 2009

Contents

Directors and advisers for the year ended 31 December 2009	1
Directors' report for the year ended 31 December 2009	2
Independent auditors' report to the members of A A Clark Limited	4
Profit and loss account for the year ended 31 December 2009	6
Balance sheet as at 31 December 2009	7
Accounting policies	8
Notes to the financial statements for the year ended 31 December 2009	10

A A Clark Limited

Directors and advisers for the year ended 31 December 2009

Directors

P Newton

P A Smith FCCA

B P Newton

Secretary

P A Smith FCCA

Registered Office

Goswell House

Shirley Avenue

Windsor

Berkshire

SL4 5LH

Independent auditors

PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

Benson House

33 Wellington Street

Leeds

LS1 4JP

Solicitors

K & L Gates

110 Cannon Street

London

EC4N 6AR

Bankers

National Westminster Bank

12 High Street

Windsor

Berkshire

SL4 1LQ

The Royal Bank of Scotland

280 Bishopsgate

London

EC2M 4RB

A A Clark Limited

Directors' report for the year ended 31 December 2009

The directors submit their report and the audited financial statements of A A Clark Limited for the year ended 31 December 2009

Principal activities

The principal activity of the company during the year was that of the repair of motor vehicles and petrol forecourt

Review of the business

Turnover for the year on continuing operations has decreased by 28% compared to the previous year. However, due to a reduction in operating expenses of 42%, results have improved and the current year's loss was £121,791 (2008 loss of £300,832)

Principal statement of risk

The directors have assessed the major risks facing the business. They are considered to be normal commercial and operational risks associated with a motor franchise.

Funding for the business is provided by shareholder loans and a bank overdraft facility. These are considered sufficient for the future needs of the business.

Key performance indicators

The company uses financial and other ratios to measure performance including turnover and gross profit. Due to the current economic climate turnover and sales from the repair of motor vehicles fell in 2009.

Future developments

The company obtained planning permission to redevelop an existing garage and petrol forecourt site in early 2009. The redevelopment began on 2 October 2009 resulting in the closure of the petrol forecourt. The redevelopment consists of three retail units totalling approximately 10,000 square feet, and was completed on 27 May 2010. All units have been let on 15 year leases although two units have options to break at either 6 or 10 years. We were very pleased with the progress of this redevelopment, all the work was done and the new tenants installed within 12 months. The property is now generating c£0.2 million rent per annum.

Results and dividends

The results for the company for the year under review are set out in the profit and loss account on page 6.

The directors have not recommended the payment of a final dividend (2008: £nil).

Directors

The following directors have held office since 1 January 2009 and up to the date of signing the report:

P Newton

P A Smith FCCA

K J Eggins (resigned 4 June 2010)

B P Newton

A A Clark Limited

Directors' report for the year ended 31 December 2009 (continued)

Statement of directors' responsibilities

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 prepared 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 these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- 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.


Disclosure of information to auditors

The directors are also required to provide the company's auditors with all relevant audit information to enable them to complete their audit. So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware and the directors 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 the company's auditors are aware of that information.

Independent auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office, and a resolution concerning their reappointment will be proposed at the Annual General Meeting.

By order of the Board



P A Smith FCCA
Director
29 September 2010

A A Clark Limited

Independent auditors' report to the members of A A Clark Limited

We have audited the financial statements of A A Clark Limited for the year ended 31 December 2009 which comprise the profit and loss account, the balance sheet, the accounting policies 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).

Respective responsibilities of directors and auditors

As explained more fully in the directors' responsibilities statement set out on page 3 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 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.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with chapter 3 of part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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.

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 2009 and of its loss 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.

A A Clark Limited

Independent auditors' report to the members of A A Clark 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

Randal Casson (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Leeds
29 September 2010

A A Clark Limited

Profit and loss account for the year ended 31 December 2009

	Note	2009 £	2008 £
Turnover			
- continuing operations		1,943,311	2,632,355
- discontinued operations		1,927,727	2,724,570
Turnover	1	3,871,038	5,356,925
Cost of sales			
- continuing operations		(1,238,983)	(1,699,032)
- discontinued operations		(1,763,023)	(2,516,595)
		(3,002,006)	(4,215,627)
Gross profit		869,032	1,141,298
Other operating expenses (net)			
- continuing operations		(551,708)	(1,271,938)
- discontinued operations		(183,650)	-
	2	(735,358)	(1,271,938)
Operating profit/(loss)			
- continuing operations		152,620	(130,640)
- discontinued operations		(18,946)	-
	5	133,674	(130,640)
Profit/(loss) on ordinary activities before interest and taxation		133,674	(130,640)
Interest receivable	3	359	10,857
Interest payable	4	(198,506)	(166,558)
Loss on ordinary activities before taxation		(64,473)	(286,341)
Tax on loss on ordinary activities	8	(57,318)	(14,491)
Loss for the financial year		(121,791)	(300,832)

The company has no recognised gains and losses other than the loss above and therefore no separate statement of total recognised gains and losses has been presented

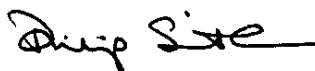
There are no material differences between the loss on ordinary activities before taxation and the loss for the year stated above and their historical cost equivalents

A A Clark Limited

Balance sheet as at 31 December 2009

	Note	2009 £	2008 £
Fixed assets			
Tangible assets	9	2,219,097	2,061,467
Investments	10	3,000,000	3,000,000
		5,219,097	5,061,467
Current assets			
Stock	11	123,489	170,550
Debtors (including £3,213,857 (2008 £3,397,427) due after one year)	12	3,681,949	3,946,332
Cash at bank and in hand		348,529	387,507
		4,153,967	4,504,389
Creditors - amounts falling due within one year	13	(405,617)	(476,618)
Net current assets		3,748,350	4,027,771
Total assets less current liabilities		8,967,447	9,089,238
Creditors - amounts falling due after more than one year	14	(4,708,605)	(4,708,605)
Net assets		4,258,842	4,380,633
Capital and reserves			
Called up share capital	16	3,003,550	3,003,550
Revaluation reserve	17	1,365,547	1,536,736
Profit and loss reserve	17	(110,255)	(159,653)
Total shareholders' funds	18	4,258,842	4,380,633

The financial statements on pages 6 to 21 were approved by the board of directors on 29 September 2010 and were signed on its behalf by



P Smith
Director

A A Clark Limited

Registered number 00117238

A A Clark Limited

Accounting policies

Basis of accounting

These financial statements are prepared on the going concern basis, under the historical cost convention, as modified by the revaluation of certain tangible fixed assets and in accordance with the Companies Act 2006 and applicable accounting standards. The principal accounting policies are set out below.

Cash flow statement

The company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS1.

Tangible fixed assets

Fixed assets are stated at historical cost less depreciation.

Depreciation is provided on all tangible fixed assets other than freehold land and investment properties at rates calculated to write each asset down to its estimated residual value over its expected useful life, as follows:

Freehold buildings	over 50 years
Leasehold properties	over the remaining terms of the lease
Plant and machinery	20% reducing balance
Motor vehicles	on a straight line basis over an average of 3 years

Certain of the group's freehold land and buildings were revalued either by the directors in 1992 or by professional consultants in 1986.

In accordance with Statement of Standard Accounting Practice No 19 investment properties are revalued annually and the aggregate surplus or deficit is transferred to a revaluation reserve. No depreciation is provided in respect of investment properties. This treatment may be a departure from the requirements of the Companies Act concerning depreciation of fixed assets. However, these properties are not held for consumption but for investment and the directors consider that systematic annual depreciation would be inappropriate. The accounting policy adopted is therefore necessary for the financial statements to give a true and fair view. Depreciation or amortisation is only one of many factors reflected in the annual valuation and the amount which might otherwise have been shown cannot be separately identified or quantified.

Investments

Fixed asset investments are stated at cost less provision for diminution in value.

Stocks

Stocks are valued on a first in, first out basis at the lower of cost and net realisable value.

Cost includes all expenditure incurred in the normal course of business in bringing stocks to their present location and condition.

Net realisable value is based upon estimated selling price less further costs expected to be incurred up to subsequent disposal.

A A Clark Limited

Accounting policies (continued)

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 Group'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 at the average tax rates that are expected to apply in the periods in which timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantially enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered.

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 during the lease term. The corresponding lease commitments are shown as obligations to the lessor.

Lease payments are treated as consisting of capital and interest elements, and the interest is charged to the profit and loss account in proportion to the remaining balance outstanding.

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

Pensions contributions

The company participates in two defined contribution pension schemes operated on a group basis covering the majority of the permanent employees.

The pension costs charged in the financial statements represent amounts payable by the company during the year.

Turnover

Turnover represents the invoiced value, net of value added taxation, of goods sold and services provided to customers.

A A Clark Limited

Notes to the financial statements for the year ended 31 December 2009

1 Turnover

The company's turnover and loss before taxation were all derived from its principal activity wholly undertaken in the United Kingdom

2 Other operating expenses (net)

	2009	2008
	£	£
Distribution costs	54,061	65,722
Administrative expenses	1,017,561	1,558,389
Other operating income	(336,264)	(352,173)
	735,358	1,271,938

3 Interest receivable

	2009	2008
	£	£
Bank interest	359	10,857

4 Interest payable

	2009	2008
	£	£
Other interest	198,506	166,558

A A Clark Limited

Notes to the financial statements for the year ended 31 December 2009 (continued)

5 Operating profit/(loss)

	2009	2008
	£	£
Operating profit/(loss) is stated after charging/(crediting):		
Depreciation of tangible fixed assets		
- owned assets	25,005	52,888
Profit on disposals	(153,758)	(6,205)
Operating lease charges		
- land and buildings	93,604	97,525
Services provided by the company's auditor		
Fees payable for the audit	15,200	15,200

6 Employee information

The average monthly number of persons (including executive directors) employed by the company during the year was

By activity	2009	2008
	No.	No
Office and management	9	10
Other	24	39
	33	49

A A Clark Limited

Notes to the financial statements for the year ended 31 December 2009 (continued)

6 Employee information (continued)

Staff costs for the above persons

	2009	2008
	£	£
Wages and salaries	838,461	1,172,133
Social security costs	88,089	117,551
Other pensions costs	42,936	47,179
	969,486	1,336,863

7 Directors' emoluments

	2009	2008
	£	£
Aggregate emoluments	172,346	259,863
Amounts paid to money purchase pension schemes	6,108	6,108
	178,454	265,971
Emoluments for qualifying service	12,346	11,844

The number of directors to whom retirement benefits are accruing under money purchase pension schemes amounted to 2 (2008 2)

Emoluments in respect of the highest paid director amounted to

	2009	2008
	£	£
Emoluments for qualifying service	74,704	99,563

A A Clark Limited

Notes to the financial statements for the year ended 31 December 2009 (continued)

8 Taxation

(a) Analysis of charge in the year

	2009	2008
	£	£
Current tax:		
Total current tax	-	-
Deferred taxation:		
Origination and reversal of timing differences	(57,318)	(14,491)
Tax on loss on ordinary activities	(57,318)	(14,491)

(b) Factors affecting current tax charge

The tax assessed for the period is higher (2008 higher) than the standard rate of corporation tax in the UK of 28% (2008 28.5%). The differences are explained below

	2009	2008
	£	£
Loss on ordinary activities before taxation	(64,473)	(286,341)
Loss on ordinary activities multiplied by the standard rate of tax in the UK of 28% (2008 28.5%)	(18,052)	(81,607)
Effects of		
Non deductible expenses	(35,796)	5,214
Accelerated capital allowances	(56,983)	(1,332)
Other timing differences	(335)	-
Group relief surrendered not paid	111,166	77,725
Current tax charge for the period	-	-

The company has estimated losses of £nil (2008 £nil) available for carry forward against future trading profits

A A Clark Limited

Notes to the financial statements for the year ended 31 December 2009 (continued)

9 Tangible fixed assets

	Investment properties £	Land and buildings Freehold £	Plant and machinery £	Motor vehicles £	Total £
Cost or valuation					
At 1 January 2009	210,212	1,799,500	326,474	55,743	2,391,929
Additions	-	364,639	3,473	-	368,112
Disposals	-	(175,000)	(66,246)	(33,677)	(274,923)
At 31 December 2009	210,212	1,989,139	263,701	22,066	2,485,118
Depreciation					
At 1 January 2009	-	54,000	229,514	46,948	330,462
Charge for the year	-	-	18,437	6,568	25,005
On disposals	-	-	(57,996)	(31,450)	(89,446)
At 31 December 2009	-	54,000	189,955	22,066	266,021
Net book amount					
At 31 December 2009	210,212	1,935,139	73,746	-	2,219,097
At 31 December 2008	210,212	1,745,500	96,960	8,795	2,061,467

The company's investment properties were revalued at open market values at 31 December 2005 by the directors

Certain of the company's land and buildings were revalued at their open market values at 31 December 1992 by the directors

Certain of the company's land and buildings were revalued at their open market values at 31 December 1986 by professional consultants

A A Clark Limited

Notes to the financial statements for the year ended 31 December 2009 (continued)

9 Tangible fixed assets (continued)

Cost or valuation at 31 December 2009 is represented by

	Investment properties £	Land and buildings Freehold £	Plant & machinery £	Motor vehicles £	Total £
Valuation in 2005	210,212	-	-	-	210,212
Valuation in 1992	-	1,253,811	-	-	1,253,811
Valuation in 1986	-	350,000	-	-	350,000
Cost	-	385,328	263,701	22,066	671,095
	210,212	1,989,139	263,701	22,066	2,485,118

	Investment properties £	Land and buildings £
Cost or valuation		
At 1 January 2009	210,212	262,764
Additions	-	364,639
Disposals	-	(3,811)
At 31 December 2009	210,212	623,592
Depreciation based on cost		
At 1 January 2009	-	54,000
At 31 December 2009	-	54,000
Net historical cost book value		
At 31 December 2009	210,212	569,592
At 31 December 2008	210,212	208,764

A A Clark Limited

Notes to the financial statements for the year ended 31 December 2009 (continued)

10 Investments

	Shares in group undertakings £
Cost or valuation	
At 1 January 2009 and at 31 December 2009	3,000,000

In the opinion of the directors the aggregate value of the company's investment in subsidiary undertakings is not less than the amount included in the balance sheet

The company holds 100% of the equity of Windsor Vehicle Leasing Limited, a company registered in England and Wales whose activities are those of motor vehicle lessors

The company is exempt from the requirements to prepare group accounts since its immediate parent, Aureole Windsor Limited, is incorporated in Great Britain and registered in England and Wales

11 Stock

	2009	2008
	£	£
Finished goods and goods for resale	123,489	170,550

The replacement value of stocks is not materially greater than the balance sheet value

A A Clark Limited

Notes to the financial statements for the year ended 31 December 2009 (continued)

12 Debtors

	2009	2008
	£	£
Trade debtors	191,979	238,905
Amounts owed by group undertakings	3,213,857	3,397,427
Other debtors	430	145
Prepayments and accrued income	129,746	106,600
Deferred tax asset (note 15)	145,937	203,255
	3,681,949	3,946,332

Amounts falling due after more than one year and included in the debtors above are

	2009	2008
	£	£
Amounts owed by group undertakings	3,213,857	3,397,427

Amounts owed by group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand

13 Creditors - amounts falling due within one year

	2009	2008
	£	£
Trade creditors	276,768	326,210
Taxation and social security	50,200	85,631
Accruals and deferred income	54,918	64,777
Amounts owed to group undertakings	23,731	-
	405,617	476,618

The company has an overdraft facility of £100,000. The overdraft facility is guaranteed by Philip Newton, a shareholder in the company's ultimate parent.

A A Clark Limited

Notes to the financial statements for the year ended 31 December 2009 (continued)

14 Creditors - amounts falling due after more than one year

	2009	2008
	£	£
Other medium term loans	4,708,605	4,708,605

Other loans amounting to £415,000 (2008 £415,000) are secured by a charge over the company's freehold property. The lender has given an undertaking that they will neither seek nor expect repayment of this loan earlier than 1 September 2011.

Other loans amounting to £43,605 (2008 £43,605) are unsecured. These loans bear interest at commercial rates and are repayable on three months notice. The lenders have given an undertaking that they will neither seek nor expect repayment of this loan earlier than 1 September 2011.

Other loans amounting to £4,250,000 (2008 £4,250,000) from Philip Newton, a director, are secured by a fixed and floating charge over the company's assets. This loan bears interest at commercial rates and is repayable on three months' notice no earlier than 1 July 2011.

15 Deferred tax

	Deferred taxation £
Balance at 1 January 2009	(203,255)
Transfer to profit and loss account	57,318
Balance at 31 December 2009 (note 12)	(145,937)

Deferred taxation is provided in the financial statements as follows

	2009	2008
	£	£
Accelerated capital allowances	(144,456)	(201,439)
Pension provision	(1,481)	(1,816)
	(145,937)	(203,255)

A A Clark Limited

Notes to the financial statements for the year ended 31 December 2009 (continued)

16 Called up share capital

	2009 £	2008 £
Authorised		
3,000,050 ordinary shares of £1 each	3,000,050	3,000,050
7,000 deferred shares of 50p each	3,500	3,500
	3,003,550	3,003,550
Allotted, issued and fully paid		
3,000,050 ordinary shares of £1 each	3,000,050	3,000,050
7,000 deferred shares of 50p each	3,500	3,500
	3,003,550	3,003,550

In the event of winding up the shareholders of the ordinary shares have a right to repayment of capital in priority to any repayment of capital of the deferred shares. The deferred shares have no voting or dividend rights and do not participate in the distribution of any surplus on winding up.

17 Reserves

	Revaluation reserve £	Profit and loss reserve £
1 January 2009	1,536,736	(159,653)
Profit/(loss) for the year	-	(121,791)
Disposal of fixed asset	(171,189)	171,189
31 December 2009	1,365,547	(110,255)

A A Clark Limited

Notes to the financial statements for the year ended 31 December 2009 (continued)

18 Reconciliation of movement in shareholders' funds

	2009	2008
	£	£
Loss for the financial year	(121,791)	(300,832)
Opening shareholders' funds	4,380,633	4,681,465
Closing shareholders' funds	4,258,842	4,380,633

19 Commitments under operating leases

At 31 December 2009 the company had annual commitments under non-cancellable operating leases as follows

	2009	2008
	£	£
Land and buildings		
- Under one year	55,300	-
- Within two to five years	32,380	87,680

20 Contingent liabilities and guarantees

The company is included in group guarantees of the hire purchase loans and vehicle fleet loans of its subsidiary company. At 31 December 2009, the contingent liability in respect of these guarantees was £6,587,302 (2008 £8,828,016)

The company is included in a group registration for VAT purposes with its parent company and fellow subsidiaries. All members of the VAT group are jointly and severally liable for the total amount of VAT due and at 31 December 2009 the contingent liability in respect of this group registration was £34,107 (2008 £255,859)

A A Clark Limited

Notes to the financial statements for the year ended 31 December 2009 (continued)

21 Pension commitments

Defined contribution

	2009	2008
	£	£
Contributions payable by the company for the year	42,936	47,179

22 Transactions with directors

The company has received a loan of £4,250,000 from Philip Newton, a director. The loan is secured by a fixed and floating charge over the company's assets and is repayable on three months' notice. Interest payable on the loan during the year ended 31 December 2009 amounted to £ 297,500 (2008 £285,000).

23 Ultimate parent undertaking

The immediate parent company is Aureole Windsor Limited, a company incorporated in the United Kingdom.

At 31 December 2009, the ultimate parent company, which is also the parent for the largest and smallest group of undertakings for which the group accounts are drawn up for and of which the company is a member was Aureole Windsor Limited, a company incorporated in the United Kingdom.

Copies of the group financial statements may be obtained from Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ.

24 Related party transactions

Details of the company's ultimate parent are given in note 23.

The company has taken advantage of the exemptions from disclosure of transactions with group companies available to subsidiary undertakings under Financial Reporting Standard No. 8. Details of other related party transactions are disclosed in the accounts of Aureole Windsor Limited.