424757

WALTER AINSBURY & SON LIMITED

REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 NOVEMBER 1997

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FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 NOVEMBER 1997

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COMPANY INFORMATIONAS AT 30 NOVEMBER 1997

DIRECTORS

D Bingham D J Palmer N G Minay

SECRETARY

N G Minay

REGISTERED OFFICE

75-79 Station Road Swinton Manchester M27 6GR

REGISTERED NUMBER

424757

BUSINESS ADDRESS

75-79 Station Road Swinton Manchester M27 6GR

AUDITORS

Hurst & Company Chartered Accountants & Registered Auditors Lancashire Gate 21 Tiviot Dale Stockport SK1 1TD

PRINCIPAL BANKERS

Royal Bank of Scotland PLC 151 Chorley Road Swinton Manchester

DIRECTORS' REPORT

The directors present their annual report with the financial statements of the company for the year ended 30 November 1997.

PRINCIPAL ACTIVITIES

The principal activities of the company in the year under review was that of insurance agents and brokers.

REVIEW OF THE BUSINESS

The net profit after providing for taxation amounted to £77,439.

The directors consider that the state of affairs of the company are satisfactory.

DIVIDENDS

The directors have paid an interim dividend during the year amounting to £24,000.

FIXED ASSETS

The changes in fixed assets are summarised in note 10 to the financial statements. No depreciation is provided on the freehold land and buildings as the directors, after careful consideration, are of the opinion that the economic lives of these properties and their residual values, excluding inflation, are such that their depreciation is not significant. The residual values of the properties are regularly reviewed in order to identify any permanent diminution in value which would be charged to the profit and loss account.

DIRECTORS AND THEIR INTERESTS

The directors in office in the year and their beneficial interests in the company at the balance sheet date and the beginning of the year (or on appointment if later) were as follows:

		Number of Shares	
		1997	1996
D Bingham	Ordinary Shares of £1 each	334	334
D J Palmer	Ordinary shares of £1 each	333	333
N G Minay	Ordinary Shares of £1 each	1	1

During the year D Bingham retired by rotation as a Director of the Company and was reappointed on 19 August 1997.

DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company as at the end of the financial year and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently:
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

DIRECTORS' REPORT

POLITICAL AND CHARITABLE CONTRIBUTIONS

During the year, the company made charitable contributions totalling £473 of which £25 was to a national charity. The company did not make any political donations.

CLOSE COMPANY

The company is a close company, as defined by the Income and Corporation Taxes Act 1988.

AUDITORS

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

By order of the board:

N G Minay Secretary

Approved by the board: 22 May 1998

AUDITORS' REPORT TO THE MEMBERS

We have audited the financial statements on pages 5 to 17 which have been prepared under the historical cost convention and on the basis of accounting policies set out on pages 8 and 9.

RESPECTIVE RESPONSIBILITIES OF THE DIRECTORS AND AUDITORS

As described in the directors' report, the company's directors are 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 directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance as to whether 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 as at 30 November 1997 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Hurst & Company
Chartered Accountants &
Registered Auditors

Lancashire Gate 21 Tiviot Dale Stockport

SK1 1TD

22 may 1998

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 NOVEMBER 1997

Notes	1997 £	1996 £
	621,600 531,534	557,916 519,350
	90,066	38,566 500
2 3 4	90,066 13,677 (5,045)	39,066 11,297 (8,180)
	98,698	42,183
7	(21,259)	(12,478)
	77,439	29,705
8	(24,000)	(24,000)
19	53,439	5,705
	2 3 4 7	£ 621,600 531,534 90,066 2 90,066 3 13,677 4 (5,045) 98,698 7 (21,259) 77,439 8 (24,000)

Continuing operations

None of the company's activities were acquired or discontinued during the above two financial years.

Total recognised gains and losses

The company has no recognised gains or losses other than the profit or loss for the above two financial years.

BALANCE SHEET AT 30 NOVEMBER 1997

			1997		1996
	Notes	£	£	£	£
FIXED ASSETS					
Intangible assets	9		2,771		3,695
Tangible assets	10		126,317		143,842
Investments	11		3,972		3,972
			133,060		151,509
CURRENT ASSETS	40	400 700		400.00	
Debtors Cash at bank and in hand	12	100,793		103,327	
Cash at bank and in hand	-	252,569		193,142	
		353,362		296,469	
CREDITORS: amounts falling due					
within one year	13	(197,066)		(199,548)	
NET CURRENT ASSETS			156,296		96,921
TOTAL ASSETS LESS CURREN	Г		289,356		248,430
					2.0,.00
CREDITORS: amounts falling due after more than one year	14		(38,633)		(51,146)
NET ASSETS			250,723		197,284
					:
CAPITAL AND RESERVES					
Called up share capital	17		1,000		1,000
Other reserves	18		137		137
Profit and loss account	19		249,586		196,147
TOTAL SHAREHOLDERS'					
FUNDS	20		250,723		197,284

The financial statements were approved by the board of directors on ... 2.2. May 1998 and signed on fits behalf by:

D Bingham

Directors

D J Palmer

CASH FLOW STATEMENT FOR THE YEAR ENDED 30 NOVEMBER 1997

	Notes	1997 £	1996 £
CASH FLOW FROM OPERATING ACTIVITIES	2	112,976	98,272
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE	21	8,632	3,117
TAXATION	21	(12,254)	(9,576)
CAPITAL EXPENDITURE AND FINANCIAL INVESTMENT	21	(7,757)	5,423
EQUITY DIVIDENDS PAID		(24,000)	(24,000)
Cash inflow before use of liquid resources and financing		77,597	73,236
FINANCING	21	(17,514)	(70,498)
INCREASE IN CASH IN THE YEAR		60,083	2,738
RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS	22		
INCREASE IN CASH IN THE YEAR Cash outflow from decrease in debt and lease financing		60,083 17,514	2,738 70,498
Change in net funds resulting from cash flows New finance leases		77,597 -	73,236 (47,491)
Movement in net funds in the year Net funds at 1 December 1996		77,597 121,921	25,745 96,176
Net funds at 30 November 1997		199,518	121,921

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 NOVEMBER 1997

1. STATEMENT OF ACCOUNTING POLICIES

The financial statements have been prepared in accordance with the historical cost convention and in accordance with section 228 of, and schedule 4 to, the Companies Act 1985. They have also been prepared in accordance with applicable accounting standards.

The effect of events relating to the year ended 30 November 1997 which occurred before the date of approval of the financial statements by the board of directors have been included to the extent required to show a true and fair view of the state of affairs at 30 November 1997 and of the results for the year then ended.

The principal accounting policies adopted by the company in the preparation of the financial statements are set out below and have remained unchanged from the previous year.

Turnover

Turnover represents total commisions receivable and policy changes fees.

Goodwill

Goodwill is the difference between the amount paid on the acquisition of a business and the aggregate fair value of its separate net assets. Depending on the circumstances of each acquisition, goodwill is either set off directly against reserves or amortised through the profit and loss account over the directors' estimate of its estimated economic life, which in this case is five years.

Depreciation of tangible fixed assets

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

Computer Equipment Motor Vehicles Fixtures and Fittings 25% straight line 25% reducing balance 20% reducing balance

Where zero depreciation of freehold buildings is appropriate

No depreciation is provided on the freehold land and buildings as the directors, after careful consideration, are of the opinion that the economic lives of these properties and their residual values, excluding inflation, are such that their depreciation is not significant. The residual values of the properties are regularly reviewed in order to identify any permanent diminution in value which would be charged to the profit and loss account.

Deferred taxation

Deferred taxation is provided using the liability method on all timing differences to the extent that they are expected to reverse in the future without being replaced, calculated at the rate at which it is anticipated the timing differences will reverse.

Leasing and hire purchase commitments

Assets held under finance leases and hire purchase contracts are capitalised in the balance sheet and are depreciated over their estimated useful lives, whichever is the shorter. Future instalments under such leases, net of finance charges, are included within creditors. The interest element of the rental obligations is charged to the profit and loss account over the period of the lease.

All other leases are accounted for as operating leases and the rental charges to the profit and loss account on a straight line basis over the life of the lease.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 NOVEMBER 1997

1. STATEMENT OF ACCOUNTING POLICIES - (continued)

Pension costs

The company operates a defined contribution pension scheme. Contributions payable to this scheme are charged to the profit and loss account in the period to which they relate. These contributions are invested separately from the company's assets.

2. OPERATING PROFIT

	Operating profit is stated:	1997 £	1996 £
(a	After charging: Depreciation of fixed assets	22,130	31,933
	Equipment leasing	604	604
	Amortisation of intangible assets	924	923
	Auditors' remuneration	5,405	5,170
(b			
	cash inflow from operating activities	4007	4000
		1997 £	1996 £
	Operating profit	90,066	39,066
	Depreciation	22,130	31,933
	Amortisation	924	923
	Decrease in debtors	2,534	31
	Decrease in creditors	(2,678)	26,319
	Net cash inflow from operating activities	112,976	98,272
3.	INVESTMENT INCOME AND INTEREST RECEIVABLE		
		1997 £	1996 £
	Interest received and receivable		
	Bank interest	6,876	7,443
	Other interest	6,801	3,854
		13,677	11,297
4.	INTEREST PAYABLE AND SIMILAR CHARGES		
		1997 £	1996 £
	On bank loans and overdrafts	-	3,307
	Lease finance charges and hire purchase interest	3,236	3,058
	Other interest	1,809	1,815
		······································	
		5,045	8,180

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 NOVEMBER 1997

5. INFORMATION ON DIRECTORS AND EMPLOYEES

	1997 £	1996 £
Staff costs	~	~
Wages and salaries Social security costs Other pension costs	318,596 30,690 11,905	284,599 29,015 11,350
	361,191	324,964
The average number of employees during the year was	1997 No.	1996 No.
made up as follows: Direct Administration	14 	13 7
	<u>21</u>	
	1997 £	1996 £
Directors' emoluments		
Remuneration for management services Pension contributions to money purchase schemes	125,178 10,495	115,257 9,577
	135,673	124,834
	1997 No.	1996 No.
The number of directors to whom retirement benefits are accruin- under the following types of pension schemes in respect of qualif- services:		
Money purchase	3	3
	1997 £	1996 £
Details of highest paid director's emoluments		
Emoluments (excluding pension contributions) Company contributions to money purchase pension schemes	47,322 5,887	45,648 5,637
	53,209	51,285

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 NOVEMBER 1997

6. PENSION COSTS

Defined contribution scheme

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £11,905 (1996:£11,350).

7. TAX ON PROFIT ON ORDINARY ACTIVITIES

7.	TAX ON PROFIT ON ORDINARY ACTIVITIES		
		1997 £	1996 £
	The taxation charge comprises:	-	-
	UK Corporation tax at 22% (1996 - 24.3%) Adjustment in respect of prior years	21,428 (169)	12,423 55
		21,259	12,478
8.	DIVIDENDS PAID OR PROPOSED		
		1997 £	1996 £
	On Ordinary Shares: Interim dividend paid	24,000	24,000
9.	INTANGIBLE FIXED ASSETS		Purchased Brokerage
	Cost: 1 December 1996 and at 30 November 1997		£ 4,618
	Amortisation: At 1 December 1996 Charge for year		923 924
	At 30 November 1997		1,847
	Net book value: At 30 November 1997		2,771
	At 30 November 1996		3,695

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 NOVEMBER 1997

10. TANGIBLE FIXED ASSETS

		Land and buildings	Computer equipment	Fixtures and fittings	Motor vehicles	Total
		£	£	£	£	£
(a)	Cost:					
	At 1 Dec. 96	68,493	101,876	80,495	72,790	323,654
	Additions		899	3,706	_	4,605
	At 30 Nov. 97	68,493	102,775	84,201	72,790	328,259
	Depreciation:					
	At 1 Dec. 96	-	72,918	61,075	45,819	179,812
	Charge for year	-	10,763	4,625	6,742	22,130
	At 30 Nov. 97	-	83,681	65,700	52,561	201,942
	Net book value:					
	At 30 Nov. 97	68,493	19,094	18,501	20,229	126,317
	At 30 Nov. 96	68,493	28,958	19,420	26,971	143,842
					1997	1996
					£	£
(b)	Analysis of net be	ook value of la	ind and building	gs:		
	Freehold				68,493	68,493
(c)	Included above are	e assets held ur	nder finance leas	ses or hire purc	hase contracts a	s follows:-

Net book values:	1997 £	1996 £
Computer equipment Motor vehicles	18,420 10,553	27,630 14,070
	28,973	41,700
Depreciation charge for the year:	0.040	0.040
Computer equipment Motor vehicles	9,210 3,517	9,210 4,680
	12,727	13,890

Net obligations under finance leases and hire purchase contracts are secured on the assets acquired.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 NOVEMBER 1997

11.	INVESTMENTS				
	Cost or valuation:				Beginning and end of year £
	Other investments				3,972
	Other investments other tha	n loans			
	Shares:	Book value 1997 £	Market value 1997 £	Book value 1996 £	Market value 1996 £
	Unlisted	3,972	3,972	3,972	3,972
12.	DEBTORS			1997 £	1996 £
	Trade debtors Other debtors Prepayments and accrued inc	ome		89,090 1,120 10,583 100,793	97,865 - 5,462 103,327
13.	CREDITORS: amounts falling	due within one	year		<u></u>
				1997 £	1996 £
	Bank loans and overdrafts	lances and hire	nurchaea	3,253	3,909
	Net obligations under finance contracts Trade creditors Corporation tax Other taxes and social security Other creditors Accruals and deferred income	ty costs	ригспаѕе	11,165 131,176 15,428 7,870 1,376 26,798	16,166 139,782 6,423 7,893 25,375
				197,066	199,548

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 NOVEMBER 1997

14.	CREDITORS: amounts falling due after more than one year		
		1997 £	1996 £
	Loans	18,846	20,195
	Net obligations under finance leases and hire purchase contracts	19,787	30,951
		38,633	51,146
15.	BORROWINGS		
		1997 £	1996 £
	The company's borrowings are repayable as		
	foilows Up to one year and on demand Between one and two years Between two and five years After five years	3,253 3,253 9,755 5,840	3,909 3,253 9,755 7,187
		22,101	24,104
	Wholly repayable within five years	16,261	16,917
	Included in current liabilities	3,253	3,909

Included in bank loans and overdrafts is a building society mortgage, with £3,253 (1996 £3,253) due within one year and £18,846 (1996 £20,195) due after more than one year. The mortgage is a capital and interest mortgage and is repayable by instalments over a period of greater than five years. It is secured on the freehold property of the company. The rate of interest is variable as determined by the building society's lending rates. The rates charged during 1997 ranged from 7.29% and 8.70%.

16. OBLIGATIONS UNDER FINANCE LEASES AND HIRE PURCHASE CONTRACTS

	1997 £	1996 £
The company's net obligations under finance leases and hire purchase contracts are repayable as follows:		
Within one year or on demand Between one and two years Between two and five years	11,165 9,498 10,290	16,166 16,166 14,785
Included in current liabilities	30,953 (11,165) 19,788	47,117 (16,166) 30,951

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 NOVEMBER 1997

17.	SHARE CAPITAL			
	Authorised:	1997 £	1996 £	
	Equity interests: 1000 Ordinary Shares of £1 each	1,000	1,000	
	Allotted, called up and fully paid: Equity interests:			
	1000 Ordinary Shares of £1 each	1,000	1,000	
18.	CAPITAL RESERVE			
		1997 £	1996 £	
	Balance at beginning and end of year	137	137	
19.	PROFIT AND LOSS ACCOUNT			
		1997 £	1996 £	
	Retained profit at 1 December 1996 Profit for the year	196,147 53,439	190,442 5,705	
	Retained profit at 30 November 1997	249,586	196,147	
20.	RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS			
		1997 £	1996 £	
	Profit for the financial year Dividends	77,439 (24,000)	29,705 (24,000)	
	Net addition to shareholders' funds Opening shareholders' funds	53,439 197,284	5,705 191,579	
	Closing shareholders' funds	250,723	197,284	
	Represented by:- Equity interests	250,723	197,284	

22.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 NOVEMBER 1997

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

		1997 £	1996 £
Returns on investments and servicing of			
finance Interest received Interest paid Interest element of hire purchase contracts Interest element of finance lease rental paymen	ıts	13,677 (1,809) (1,100) (2,136)	11,297 (5,122) (1,100) (1,958)
Net cash inflow from returns on investments and servicing of finance	5	8,632	3,117
Taxation Corporation tax paid		(12,254)	(9,576)
Capital expenditure and financial investment Purchase of intangible fixed assets Purchase of tangible fixed assets Purchase of other investments	t	(1,118) (4,605) (2,034)	(3,500) 9,601 (678)
Net cash outflow from capital expenditure au financial investment	nd	(7,757)	5,423
Financing Repayments of long-term loans Repayments of capital element of hire purchase contracts Repayments of capital element of finance lease payments		(1,349) (6,667) (9,498)	(55,124) (6,667) (8,707)
Net cash outflow from financing		(17,514)	(70,498)
ANALYSIS OF NET FUNDS		-	
	1996 £	Cash flow £	1997 £
Cash at bank and in hand Bank overdraft	193,142 (656)	59,427 656	252,569
Debt due within one year Debt due after one year Finance leases	(3,253) (20,195) (47,117)	1,349 16,165	(3,253) (18,846) (30,952)
	121,921	77,597	199,518

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 NOVEMBER 1997

23. REVENUE COMMITMENTS

At year end the company was committed to making the following payments during the next year in respect of operating leases with expiry dates as follows:

	Land and buildings		Other	
	1997 £	1996 £	1997 £	1996 £
More than one year and less than five years	<u> </u>	-	604	604

24. CONTINGENT LIABILITIES

The company has a contingent liability in respect of commission received on indemnity terms which may be claimed back if clients cancel policies. During the year clawbacks totalled £2,522 (1996 £4,253).

25. CONTROL

The company is under the ultimate control of D Bingham & DJ Palmer by virtue of their respective 33.4% and 33.3% shareholdings.