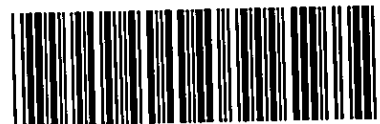


**Tozer Kemsley and Millbourn Automotive Limited**  
(Registered number: 893104)

**Directors' Report and Financial Statements**

**For the year ended 31 December 2010**

FRIDAY



\*A9NJFXLM\*

A09

16/09/2011

75

COMPANIES HOUSE

Inchcape House  
Langford Lane  
Kidlington  
Oxford  
OX5 1HT

# **Tozer Kemsley and Millbourn Automotive Limited**

## **Directors' Report**

The Directors submit their report together with the audited financial statements for the year ended 31 December 2010

### **Results and dividends**

The results for the Company show a profit for the financial year of £5,461,000 (2009 £23,138,000)

The Directors have paid an interim dividend for the year ended 31 December 2010 of £0.40 per share, a total of £2,900,000 (2009 £58,500,000)

The Directors do not recommend the payment of a final dividend (2009 £nil)

### **Business review and principal activities**

The Company's principal activity during the year was that of an intermediate holding company

### **Future developments**

It is not envisaged that there will be any change in the Company's activities in the foreseeable future

### **Principal risks and uncertainties**

The Directors of Inchcape plc manage the Group's risks at a group level rather than at an individual business unit level. For this reason, the Company's Directors believe that a disclosure of the Group's risk would not be appropriate for an understanding of the development, performance or position of Tozer Kemsley and Millbourn Automotive Limited

### **Directors**

The directors who held office during the year and up to the date of signing the Financial Statements were as follows

Anton Jeary

Martin Wheatley

### **Transactions with Directors**

No transaction, arrangement or agreement required to be disclosed under the terms of the Companies Act 2006 was outstanding at 31 December 2010, or occurred during the financial year for any Director or connected person (2009 none)

### **Directors' indemnity**

A Qualifying Third Party Indemnity (QTPI), as permitted by the Company's Articles of Association and section 234 of the Companies Act 2006, has been granted by the Company to each of the Directors of the Company. Under the provisions of the QTPI, the Company undertakes to indemnify each director against liability to third parties (excluding criminal and regulatory penalties) and to pay the Director's costs as incurred, provided that they are reimbursed to the Company if the Director is found guilty or, in an action brought by the Company, judgement is given against the Director. A QTPI was in force throughout the financial year and also at the date of approval of these financial statements

### **Going concern**

The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the Financial Statements

# **Tozer Kemsley and Millbourn Automotive Limited**

## **Directors' Report**

*..... continued*

### **Disclosure of information to the auditors**

So far as the Directors are aware, there is no relevant audit information of which the Company's auditors are unaware

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

### **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 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 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

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

**Tozer Kemsley and Millbourn Automotive Limited**  
**Directors' Report**  
*..... continued*

**By Order of the Board**

  
Martin Wheatley  
Company secretary

Date 31 August 2011

# **Tozer Kemsley and Millbourn Automotive Limited**

## **Independent auditors' report to the members of Tozer Kemsley and Millbourn Automotive Limited**

We have audited the Financial Statements of Tozer Kemsley and Millbourn Automotive Limited for the year ended 31 December 2010 which comprise the profit and loss account, the balance sheet, 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 Statement of Directors' Responsibilities set out on page 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.

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 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 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.

## **Tozer Kemsley and Millbourn Automotive Limited**

### **Independent auditors' report to the members of Tozer Kemsley and Millbourn Automotive 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



Richard Lawson (Senior Statutory Auditor)  
For and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
London

Date 5 September 2011

## **Tozer Kemsley and Millbourn Automotive Limited**

### **Profit and loss account**

**For the year ended 31 December 2010**

	<b>Note</b>	<b>2010 £'000</b>	<b>2009 £'000</b>
Net operating expenses		-	98
Operating profit	3	-	98
Income from shares in group undertakings		5,527	22,194
Interest receivable and similar income	4	-	1,175
Profit on ordinary activities before tax		5,527	23,467
Tax on profit or loss on ordinary activities	5	(66)	(329)
Profit for the financial year		<u>5,461</u>	<u>23,138</u>

Operating profit is derived wholly from continuing operations

There are no recognised gains or losses for the current and preceding financial years other than the profit of £5,461,000 (2009 £23,138,000) shown above. There is no material difference between the profit on ordinary activities before tax and the retained profit for the year stated above and their historical cost equivalents.

# **Tozer Kemsley and Millbourn Automotive Limited**

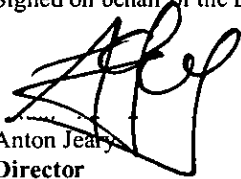
## **Balance sheet**

**As at 31 December 2010**

	Note	2010 £'000	2009 £'000
<b>Fixed assets</b>			
Investments	7	<u>31,615</u>	<u>31,615</u>
<b>Current assets</b>			
Debtors amounts falling due within one year	8	64,634	66,622
Debtors amounts falling due after more than one year	8	57,686	57,694
Cash at bank and in hand		<u>27</u>	<u>162</u>
		122,347	124,478
<b>Current liabilities</b>			
Creditors amounts falling due within one year	9	<u>(27)</u>	<u>(1,949)</u>
Net current assets		<u>122,320</u>	<u>122,529</u>
Total assets less current liabilities		153,935	154,144
Creditors amounts falling due after more than one year	10	<u>-</u>	<u>(143)</u>
Net assets		<u>153,935</u>	<u>154,001</u>
<b>Capital and reserves</b>			
Called up share capital	11	13,775	13,775
Share premium account	12	78,234	78,234
Profit and loss account	12	<u>61,926</u>	<u>61,992</u>
Total shareholders' funds		<u>153,935</u>	<u>154,001</u>

The Financial Statements on pages 6 to 15 were approved by the Board of Directors on 31 August 2011

Signed on behalf of the Board of Directors by

  
 Anton Jeary  
 Director

Registered no. 893104



# **Tozer Kemsley and Millbourn Automotive Limited**

## **Notes to the financial statements**

**For the year ended 31 December 2010**

### **1 Accounting policies**

#### **Basis of accounting**

The Financial Statements have been prepared on a going concern basis in accordance with the Companies Act 2006 and applicable United Kingdom accounting standards. The principal accounting policies of the Company have been applied consistently and are set out below.

#### **Group financial statements**

The Company is a wholly-owned subsidiary of Inchcape plc and is included in the consolidated financial statements of Inchcape plc which are publicly available. Consequently, in accordance with the exemption permitted by Section 400 of the Companies Act 2006 no Group financial statements have been prepared.

#### **Cash flow statement and related party disclosures**

The Company is a wholly owned subsidiary of Inchcape plc, a company registered in England and Wales, and is included in the consolidated financial statements of Inchcape plc which are publicly available. Consequently, the Company has taken advantage of the exemption in paragraph 5(a) of FRS 1 (Revised), 'Cash Flow Statements', and not published its own cash flow statement. The Company is also exempt under the terms of paragraph 3 of FRS 8, 'Related Party Disclosures', from disclosing related party transactions with entities that are part of the Inchcape plc group.

#### **Dividend Income**

Dividend income is recognised when the right to receive the payment is established.

#### **Investments**

Fixed asset investments are shown at cost less provision for impairment. Current asset investments are stated at the lower of cost and net realisable value. Net realisable value is that price at which the investments can be sold in the normal course of business after allowing for the costs of realisation.

Fixed asset investments are reviewed for impairment whenever events or circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount and is charged to the profit and loss account. The recoverable amount being the higher of net realisable value and value in use.

#### **Interest**

Interest is included in the profit and loss account on an accruals basis.

# **Tozer Kemsley and Millbourn Automotive Limited**

## **Notes to the financial statements**

**For the year ended 31 December 2010**

*..... continued*

### **Taxation**

Current tax, including UK corporation tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date

Deferred tax is provided in full (without discounting) based on current tax rates and law, on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax in future except as otherwise required by FRS 19, 'Deferred Tax' Deferred tax is not provided on timing differences arising from the revaluation of fixed assets where there is no binding commitment to sell the asset

A net deferred tax asset is considered recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted

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

### **Dividends**

Interim dividends are recognised in the period in which they are paid Final dividends are recognised in the period they are approved by the Company's shareholder

## **2 Directors' emoluments**

As in 2009, the Directors do not receive any remuneration from the Company as their services to the Company are deemed to be non-qualifying for the purposes of the Companies Act 2006

## **3 Operating profit / loss**

	<b>2010</b>	<b>2009</b>
	<b>£'000</b>	<b>£'000</b>
Reversal of provision for impairment of investment	<u>-</u>	<u>(98)</u>

Auditors' remuneration has been borne by a fellow subsidiary undertaking Of this remuneration £2,000 (2009 £2,000) is deemed to be attributable to the Company

# **Tozer Kemsley and Millbourn Automotive Limited**

## **Notes to the financial statements**

**For the year ended 31 December 2010**

*..... continued*

### **4 Interest receivable and similar income**

	2010 £'000	2009 £'000
Interest receivable from group undertakings	-	1,175

### **5 Tax on the profit/(loss) on ordinary activities**

#### **a) Tax charge / (credit) on profit on ordinary activities**

The tax charge / (credit) based on the results for the year is made up as follows

	2010 £'000	2009 £'000
<b>Current tax:</b>		
UK corporation tax on profits / (losses) for the year	-	329
UK corporation tax adjustments in respect of previous years	66	-
<b>Total current tax</b>	<b>66</b>	<b>329</b>

#### **b) Factors affecting tax charge for the year**

The tax assessed for the year is lower than (2009 - lower than) the standard rate of corporation tax in the UK of 28% (2009 - 28%) The differences are explained below

	2010 £'000	2009 £'000
Profit on ordinary activities before taxation	5,527	23,467
Corporation tax at standard rate	1,548	6,571
Corporation tax - prior year adjustments	66	-
Non taxable income	(1,548)	(6,242)
<b>Total current tax</b>	<b>66</b>	<b>329</b>

# Tozer Kemsley and Millbourn Automotive Limited

## Notes to the financial statements

For the year ended 31 December 2010

..... continued

### 6 Dividends

	2010 £'000	2009 £'000
<b>Equity - Ordinary.</b>		
First interim dividend paid £0 21 (2009 £4 25) per ordinary share	2,900	58,500
Second interim dividend paid £0 19 (2009 £nil) per ordinary share	2,627	-
	<u>5,527</u>	<u>58,500</u>

### 7 Fixed asset investments

	Shares in subsidiary undertakings £'000	Investment in quoted company £'000	Total £'000
<b>Cost</b>			
At 1 January 2010	31,381	2,997	34,378
At 31 December 2010	31,381	2,997	34,378
<b>Provisions</b>			
At 1 January 2010	(1)	(2,762)	(2,763)
At 31 December 2010	(1)	(2,762)	(2,763)
<b>Net book value</b>			
At 31 December 2010	31,380	235	31,615
At 31 December 2009	31,380	235	31,615

The Directors believe that the carrying value of the investments is supported by their underlying net assets

The Company owns 378,788 shares in Auto-By-Tel Corporation, a Company listed on NASDAQ. The market value at 31 December 2010 was £208,819 (2009 £235,271)

## **Tozer Kemsley and Millbourn Automotive Limited**

### **Notes to the financial statements**

**For the year ended 31 December 2010**

*..... continued*

#### **Principal subsidiaries and other investments**

The Company has investments in the following undertakings

<b>Company</b>	<b>Country of incorporation or registration</b>	<b>Class of share held</b>	<b>Proportion of nominal value of share held</b>	<b>Principal activity</b>
<b>Subsidiary undertakings</b>				
Nexus Corporation Limited	England & Wales	Ordinary	100%	Investment holding
Tozer International Holdings Limited	England & Wales	Ordinary	100%	Investment holding

# **Tozer Kemsley and Millbourn Automotive Limited**

## **Notes to the financial statements**

**For the year ended 31 December 2010**

*..... continued*

### **8 Debtors**

	<b>2010 £'000</b>	<b>2009 £'000</b>
<b>Amounts falling due within one year</b>		
Amounts owed by group undertakings	<u>64,634</u>	<u>66,622</u>
	<u><b>64,634</b></u>	<u><b>66,622</b></u>

Amounts owed by group undertakings are unsecured, interest free and are repayable on demand

	<b>2010 £'000</b>	<b>2009 £'000</b>
<b>Amounts falling due after more than one year</b>		
Amounts owed by group undertakings	<u>57,686</u>	<u>57,694</u>
	<u><b>57,686</b></u>	<u><b>57,694</b></u>

Amounts owed by group undertakings are unsecured, interest free and are due for repayment within one year

### **9 Creditors: amounts falling due within one year**

	<b>2010 £'000</b>	<b>2009 £'000</b>
Amounts owed to group undertakings	-	1,922
Other creditors	<u>27</u>	<u>27</u>
	<u><b>27</b></u>	<u><b>1,949</b></u>

### **10 Creditors: amounts falling due after more than one year**

	<b>2010 £'000</b>	<b>2009 £'000</b>
Amounts owed to group undertakings	<u>-</u>	<u>143</u>

# **Tozer Kemsley and Millbourn Automotive Limited**

## **Notes to the financial statements**

**For the year ended 31 December 2010**

*..... continued*

### **11 Called up share capital**

#### **Authorised**

	<b>2010</b>		<b>2009</b>	
	<b>No.</b>	<b>£'000</b>	<b>No.</b>	<b>£'000</b>
Ordinary shares of £1 00 each	<u>200,000,000</u>	<u>200,000</u>	<u>200,000,000</u>	<u>200,000</u>

#### **Allotted, called up and fully paid**

	<b>2010</b>		<b>2009</b>	
	<b>No.</b>	<b>£'000</b>	<b>No.</b>	<b>£'000</b>
Ordinary shares of £1 00 each	<u>13,775,255</u>	<u>13,775</u>	<u>13,775,255</u>	<u>13,775</u>

### **12 Other reserves**

	<b>Share premium account £'000</b>	<b>Profit and loss account £'000</b>
At 1 January 2010	78,234	61,992
Profit for the financial year	-	5,461
Dividends	-	(5,527)
At 31 December 2010	<u>78,234</u>	<u>61,926</u>

### **13 Reconciliation of movement in shareholders' funds**

	<b>2010 £'000</b>	<b>2009 £'000</b>
Profit attributable to shareholders	5,461	23,138
Dividends	<u>(5,527)</u>	<u>(58,500)</u>
Net reduction to shareholders' funds	(66)	(35,362)
Shareholders' funds at 1 January	<u>154,001</u>	<u>189,363</u>
Shareholders' funds at 31 December	<u>153,935</u>	<u>154,001</u>

## **Tozer Kemsley and Millbourn Automotive Limited**

### **Notes to the financial statements**

**For the year ended 31 December 2010**

*..... continued*

#### **14 Contingent liabilities**

The Company is party to composite cross guarantees between banks, its ultimate parent undertaking and fellow subsidiaries. The Company's contingent liability under these guarantees at the year end was £26,857 (2009 £161,588)

#### **15 Parent undertaking and controlling party**

The Company's immediate parent is Inchcape Motors International Limited, a company registered in England and Wales

The Directors regard the ultimate parent undertaking and controlling party to be Inchcape plc, a company registered in England and Wales

Both the smallest and the largest group of which the Company is a member and for which Group Financial statements are drawn up is that of Inchcape plc. Copies of the Annual Report and Accounts for that company are available from

Inchcape plc  
22A St James's Square  
London  
SW1Y 5LP