Registration Number: 1011956

NELSON GROUP SERVICES (MAINTENANCE) LIMITED
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
YEAR ENDED 30 SEPTEMBER 1993

[A26] RECEIPT DATE: 04/06/94]

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YEAR ENDED 30 SEPTEMBER 1993

DETAILS OF THE COMPANY

Directors:

J Nelson A A Draper M W Orme Q Harflett L Cuming

Registered Office:

Dixon Road

Kirkby Industrial Estate

Liverpool

Company Secretary:

M W Orme

Bankers:

National Westminster Bank PLC

P O Box 138 1st Floor

22 Castle Street

Liverpool L69 28E

Solicitors:

Bremner Sons and Corlett

1 Crosshall Street

Liverpool

Auditors:

John Fairhurst & Co

Douglas Bank House

Wigan Lane Wigan WN1 2TB

NELSON GROUP SERVICES (MAINTENANCE) LIMITED DIRECTORS' REPORT

The Directors present their report with the audited financial statements of the Company for the year ended 30 September 1993.

PRINCIPAL ACTIVITY

The principal activity of the Company in the year under review was that of electrical and heating maintenance.

REVIEW OF BUSINESS

The Directors consider that the results of the year are encouraging showing a net profit before tax of £276,699 (1992-£170,899 profit) and hope for continuing profitability in the next 12 months.

IMPORTANT EVENT OCCURRING AFTER THE END OF YEAR

On 1 February 1994 the trade and certain assets of Nelson Group Services (Electrical) Limited, a fellow subsidiary of Nelson Group Services Limited, were sold to David Webster Group Limited.

RESULTS AND DIVIDEND

The results for the year and recommended transfer to reserves are set out on page 5.

The Directors do not recommend the payment of a dividend (1992-£NIL).

DIRECTORS

The Directors in office during the year were as follows:

J Nelson (Chairman)

A A Draper

P F Kershaw (Resigned 31 January 1994)

Q Harflett (Appointed 1 March 1994)

L Cuming (Appointed 1 March 1994)

M W Orme (Appointed 1 March 1994)

None of the Directors has any beneficial interest in the Issued Share Capital of the Company. The interests of the Directors in the Issued Share Capital of the parent company are disclosed in the financial statements of that company.

DIRECTORS' RESPONSIBILITIES

Company law requires the Directors to prepare financial statements for each financial year which give a true and I fair view of the state of affairs of the company and of the results 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 judgments 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 keeping 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 (CONTINUED)

TANGIBLE FIXED ASSETS

The changes in tangible fixed assets, details of which are set out in note 7 to the annexed financial statements, arose from a review of the Company's policy in respect of the acquisition of motor vehicles and a decision to move from off balance sheet financing by way of operating leases to on balance sheet financing through finance leases and hire purchase contracts.

Also, due to the expansion of the Company, a commercial decision was taken to upgrade the computer system, resulting in additional fixed costs.

STAFF

It is the Company's policy to give full consideration to suitable applications for employment by disabled persons.

Disabled employees are eligible to participate in all career development opportunities available to staff. Opportunities also exist for employees of the Company who become disabled to continue in their employment or to be retrained for other positions in the Company.

The Company is committed to involve all employees in its performance and development. Employees are encouraged to discuss with management matters of interest to the employee and subjects affecting day-to-day operations of the Company.

Discussions take place regularly, on a wide range of issues, with the trade unions representing the Company's employees.

CLOSE COMPANY

In the opinion of the Directors the Company is a close company within the provisions of the Income and Corporation Taxes Act 1988.

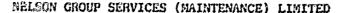
AUDITORS

The audicors, John Fairhurst & Co, will be proposed for re-appointment in accordance with Section 385 of the Companies Act, 1985.

BY ORDER OF THE BOARD

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· · · · · · · · · · · · · · · · · · ·	Secretary	Dated	



REPORT OF THE AUDITORS TO THE SHAREHOLDERS OF NELSON GROUP SERVICES (MAINTENANCE) LIMITED

We have audited the financial statements on pages 5 to 16 which have been prepared under the historical cost convention and the accounting policies set out on pages 8 and 9.

Respective responsibilities of directors and auditors

As described on page 2 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 judgments 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 that 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 the company's affairs as at 30 September 1993 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

John Fairhurt 9 Co.

JOHN FAIRHURST & CO Chartered Accountants Registered Auditors

Douglas Bank House Wigan Lane WIGAN WN1 2TB

Date:

10 May 1994

NELSON GROUP SERVICES (MAINTENANCE) LIMITED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 SEPTEMBER 1993

		1993	1992
	Notes	£	As restated £
Turnover	1(1)	17.369,294	14,516,397
Cost of Sales		(12,459,505)	(10,276,330)
Gross Profit		4,909,789	4,240,067
Administrative Expenses		(4.720,590)	(4,148,822)
Operating Profit	2	189,199	91,245
Profit on sale of lease		87,500	79.654
Profit on Ordinary Activities before Taxation		276,699	170,899
Tax on Profit on Ordinary Activities	5	(62,982)	(52,289)
Retained Profit for the Year	16	213,717	118,610

There were no recognised gains or losses other than those included in the profit and loss account

The notes attached form part of these Financial Statements

NELSON GROUP SERVICES (MAINTENANCE) LIMITED BALANCE SHEET AS AT 30 SEPTEMBER 1993

	Notes		993 £		992 £
FIXED ASSETS Intangible Assets Tangible Assets Investments	6 7 8		35,600 1,874,150 396		42,800 1,382,038 396
CURRENT ASSETS Stocks and Work in Progress Debtors Cash at Bank and in Hand	9 10	430,670 3,595,844 1,701,377	1,910,146	505,868 3,257,393 1,093,904	1,425,234
CREDITORS: Amounts Falling Due Within One Year	11	5,727,891 (5,996,671)		4,857,165 (4,994,936)	
NET CURRENT LIABILITIES			(268,780))	(137.771)
TOTAL ASSETS LESS CURRENT LIABILITIES			1,641,366		1,287,463
CREDITORS: Amounts Falling Due After More Than One Year					
Hire Purchase and Finance Leases	13		(461,514)		(352,495)
PROVISION FOR LIABILITIES AND CHARGES					
Deferred Taxation	14		(86,459)		(55,292)
			1,093,393		879,676
CAPITAL AND RESERVES Called Up Share Capital Capital Reserve Profit and Loss Account Shareholders' Funds	15 16 16		100 16,050 1,077,243	,	100 16,050 863,526
puerenoraers tunas	11		1,093,393		879,676

APPROVED ON BEHALF OF THE BOARD OF DIRECTORS

arch	DIRECTOR
10, r. 94.	DATE

The notes attached form part of these Financial Statements

NELSON GROUP SERVICES (MAINTENANCE) LIMITED CASH FLOW STATEMENT FOR THE YEAR ENDED 30 SEPTEMBER 1993

	19 £	93 £	19 £	992 £
Net Cash Inflow/(Outflow) from Operating Activities		736,042		(1,886,747)
Taxation Corporation Tax Received			39,186	
Tax Received		**		39,186
Investing Activities Purchase of Tangible Fixed Assets Disposal of Tangible Fixed Assets	(79.439) 96.019		(210,563) 79,654	
Net Cash Inflow/(Outflow) from Investing Activities		16,580		(130,909)
Net Cash Inflow/(Outflow) before Financing		752,622		(1,978,470)
Financing Capital Element of Finance Lease and Hire Purchase Payments	449,374		75.805	
Net Cash Outflow from Financing		449.374	}	75,805
Increase/(Decrease) in Cash and Cash Equivalents		303,248		(2,054,275)
		752,622		(1,978,470)

Notes to the Cash Flow Statement are contained in note 24

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 1993

1. ACCOUNTING POLICIES

(a) Accounting Convention

The financial statements have been prepared under the Historical Cost Convention and in accordance with applicable Accounting Standards.

The financial statements include the results of the Company's activities described in the Directors Report, all of which are continuing.

The profit and loss account for the prior year has been restated in accordance with FRS-3 Reporting Financial Performance.

(b) Stocks and Work-in-Progress

Stocks are valued at the lower of cost and net realisable value.

Work in Progress has been valued by the Directors at the lower of net realisable value and cost plus attributable overheads.

(c) Depreciation

No depreciation is provided on the Company's freehold property because, in view of the type and expected life of the property concerned, any charge required by standard accounting practice would not materially affect the financial statements.

Depreciation is calculated on other tangible fixed assets to write off the cost of the assets over their estimated useful lives, as follows:

Long Leasehold Property - 1.67% Reducing Balance Short Leasehold Property - 12.5% Reducing Balance Fixtures and Equipment - 15% Reducing Balance Motor Vehicles - 25% Reducing Balance

(d) Goodwill

Goodwill acquired is capitalised and amortised over a period of ten years.

(e) Leases

Hire purchase and finance lease commitments are provided for in the Balance Sheet at the time the rentals fall due. Operating lease rental costs are charged to the Profit and Loss Account as incurred. Details of future obligations under operating leases are set out in Note 18.

(f) Pension Costs

The Company's contributions to its pension schemes are expensed in order to allocate the cost of providing the pensions over the working lives of the relevant employees.

(g) Holiday Pay

Holiday pay is charged to the Profit and Loss Account as incurred.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 1993

1. ACCOUNTING POLICIES (Continued)

(h) Taxation

Corporation Tax is provided on taxable profits at the current rate.

Deferred Taxation (which arises from differences in the timing of the recognition of items, principally depreciation, in the financial statements and by the tax authorities) has been calculated using the liability method. Deferred Tax is provided on timing differences which will probably reverse, at the rate of tax likely to be in force at the time of reversal. Deferred Tax is not provided on timing differences which, in the opinion of the Directors, will probably not reverse. Details of Deferred Tax are given in Note 14 to the financial statements.

(i) Turnover

Turnover represents the net invoiced value of goods and services provided excluding Value Added Tax.

All the Company's turnover was derived in the United Kingdom from the provision of heating maintenance services.

2. OPERATING PROFIT

		1993	1992
	Operating Profit is stated after	£	£
	charging/(crediting):-		
	Depreciation of Tangible Fixed Assets		
	- Owned Assets	68,859	40,705
	- Leased Assets	284,134	80,970
	Amortisation of Goodwill	7,200	7,400
	Profit on Disposal of Motor Vehicles	(917)	7,400
	Hire of Plant and Equipment	681,752	776,466
	Management Charge		
	Auditors' Remuneration	800,000	700,000
	- Audit Work	10.000	40.000
		10,000	10,000
	- Non-Audit Work	2,250	2,250

3.	STAFF COSTS	1993	1992
	Employee costs during the year (including	_,,,	-,,-
	Directors) amounted to:	£	£
	Wages and Salaries	6,583,661	5,629,285
	Social Security Costs	648,568	528,295
	Other Pension Costs	59.238	40.811
	001101 101131011 00313		
		7.291,467	6,198,391

The average number of persons (including Directors) employed by the Company during the year was:

	1993	1992
	Number	Number
Management and Administration	61	70
Operatives	<u> 380</u>	330
	441	400
	20-16	

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 1993

4.	DIRECTORS' REMUNERATION	1993 £	1992 £
	Management Remuneration Pension Costs	48,192 <u>5,290</u> 53,482	46,395 <u>4,057</u> 50,452
	The Directors' emoluments shown above (excluding pension contributions) included: Chairman	Nil	Nil
	Highest Paid Director	48,192	46,395
	Other Directors received emoluments (excluding pension contributions) in the following ranges:		.
	Nil - £5,000	2 ************************************	2
5.	TAX ON PROFIT ON ORDINARY ACTIVITIES	1993 £	1992 £
	U K Corporation Tax at 25% Deferred Tax Adjustments relating to prior years:	31,250 31,167	30,086 30,035
	Corporation Tax	565 62,982	(7.832) 52,289
6.	INTANGIBLE FIXED ASSETS		£
	GOODWILL COST At 1 October 1992 & 30 September 1993		75,000
	AMORTISATION		75,000
	At 1 October 1992 Charge for the Year		32,200 7,200
	At 30 September 1993		39.400
	NET BOOK VALUE At 30 September 1993		35,600
	At 30 September 1992		42,800

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 1993

7. TANGIBL	E FIXED ASSETS	Freehold Land L Buildings £	Leasehold Property £	Pintures and Pittings E	Matar	
Addition		90.988	376,533 3,960	471,920 75,479	773,268	1,713,504 852,707
Disposa At 30 Se	eptember 1993	90,988	380,493	5li7_3qu	1,536,151	(11,180)
DEPRECIA	ATION	-		7111577		2,999,031
	tober 1992 for the Year ted on Disposals	-	72,709 15,135	149,624 53,724	109,133 284,134 (3,578)	331,466 352,993 (3,578)
At 30 Se	eptember 1993		87,844	203,348	389,689	680,881
NET BOOM At 30 Se	K VALUE eptember 1993	90,988	292,649	344,051	1,146,462	1,874,150
At 30 Se	eptember 1992	90.988	303,824	322,296	664,930	1,382,038
NET BOOK UNDER HI CONTRACT	VALUE OF ASSETS TRE PURCHASE					And the state of t
	eptember 1993			•	1,146,462	1,146,462
				1	993 £	1992 £
The Net comprise	Book Value of Lease s:	hold Prop	perty			
Leases w Leases w	ith 50 years or mor ith less than 50 ye	e unexpir ars unexp	red Dired	212,2 80,4		212,094 91,730
				292.0	549	303,824

POST BALANCE SHEET EVENT

On 31 January 1994 the Long Leasehold property at Unit 3 Dakota Park, Dakota Avenue, Salford was transferred to Nelson Group Services (Electrical) Limited at a value of £220,000.



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 1993

8. INVESTMENTS IN SUBSIDIARIES

The Company has the following wholly owned dormant subsidiaries, all of which are unlisted and registered in England and Wales:

Name of Company	Cost of Shares £
J & F Nelson (Surrey) Limited (formerly Carshalton Boiler Service Limited) J & F Nelson (South West) Limited (formerly R & R	99
Rutland Limited)	99
Combustion Services Limited	99
Wood and Rutland Limited	99
	396

The Company itself is a wholly owned subsidiary of Nelson Group Services Limited and therefore, under the provisions of \$229 (2) of the Companies Act 1985, group accounts are not required.

9.	STOCKS	1993 £	1992 £
	Raw materials, goods for resalc and general stores Work in Progress	256,475 174,195	287,235 218,633
		430,670	505,868

The net replacement value of stock is not considered to be materially different from that as stated in the Balance Sheet.

10.	DEBTORS	1993 £	1992 £
	Trade Debtors Other Debtors Prepayments and Accrued Income	3,441,520 120,947 33,377	3,072,287 158,493 26,613
		3.595.844	3.257.393

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMENT 1993

11. CREDITORS: AMOUNTS FALLING DUE WATHEN DO.		****
YEAR	1993 £	1992 £
Bank Overdrafts	1,611,443	1,307,218
Trade Creditors	1,099,696	1,051,281
Amounts due to Group Undertakings	1,660,874	1,655,237
Corporation Tax	64,227	32,412
Other Taxation and Social Security	708,329	354.532
Hire Purchase and Finance Leases	501,613	286,738

12. SECURITY

Other Creditors

Accruals and Deferred Income

An invoice discounting facility exists provided by TSB Commercial Finance. Under this facility, funds are advanced based on a percentage of the trade debtors of the Company. Advances are subject to an agreed maximum figure.

289,818

60,671

5,096,671

250,150

57,368

.994.936

The Company receives the whole of the funds advanced, and monies are then distributed to fellow group companies as appropriate. The interest rate charged is $2\ 1/2\%$ above base rate.

The facility is secured by fixed and floating charges over all the assets of the Company. These rank after the fixed charge held by the Company's bankers. The remaining charges held by the Company's bankers rank after those of TSB Commercial Finance.

The Company is also party to a second unlimited multilateral guarantee in favour of TSB Commercial Finance for all monies due from members of the group.

From 1 December 1993 the Company's financing arrangements have been restructured. National Westminster Bank PLC now provides overdraft and medium term loan facilities in place of the existing Bank Overdraft provided by Midland Pank PLC. These are secured 55 follows:

- a) a floating charge over the assets of that . Tany;
- b) fixed charges on the freehold and leasenoil property of the Company;
- c) a fixed charge on the books of the Company.

NEICON CECAP SERVICES (MAINICNANCE) LIMITED

NATIOS TO THE FINANCIAL SPANISHES FOR THE YEAR ENDED 30 SEPTEMBER 1993

IJ.	GBLIGATIONS UNDER HIRE PUTCHASE CONTRACTS AND FINANCE LEASES	1993	1992
		£	£
	Your ending 30 September 1994	631.820	349.936
	Year ending 39 September 1995	429,952	331.142
	Year ending 30 September 1996	112,642	136,863
	Year ending 30 September 1997	28.820	***
		1,203,234	817,941
	Less: Finance charges allocated to future		
	periods	(240,107)	(178.708)
		963.127	639.233
		Description of	
	Analysed as:	1993	1992
	•	3	£
	Cyrrent Obligations	501,613	286,738
	Non-Current Obligations	461.514	352.495
	-	963,127	639,233

The finance leases and hire purchase contracts are secured on the assets concerned.

14. DEFERRED TAXATION

14.	DEFERRED TAXATION				
		Provide			ential
		1993	1992	1993	1992
		£	£	£	3
	Accelerated Capital Allowances	86.459	55,292	86,459	55,292
	At 1 October 1992				£ 55,292
	Charge for the Year				
					31.167 86,459
	At 30 September 1993				00,459
15.	CALLED UP SHARE CAPITAL			1993	1992
				£	£
	Authorised, issued and fully paid				
	100 Ordinary Shares of £1 each			100	100
16.	RESERVES		Profit and		Capital
			Loss Account		Reserve
	The movement for the year comprise	ed:	3		2
	At 1 October 1992		863,526		16,050
	Retained Profit for the Year		213.717		
	At 30 September 1993		1,077,243		15.050
	the ge depended by,				
17.	RECONCILIATION OF MOVEMENT IN SHAF	EHOLDERS'			
	FUNDS		1993		1992
			£		£
	Retained Profit for the Year		213,717		118,610
	Retained Profit from Group Compani	.es			33,119
	Shareholders' Funds at 1 October 1		879,676		727.947

	Shareholders' Funds at 30 September	r 1993	1,093,393		879,676
	- "				***************************************

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTIETER 1993

IA.	GRLIGATIONS	under	OPERATING

LPAGES	1993	3	1992		
	Land &	_	Land &	G. 1	
	Buildings	Other £	Buildings c	Other	
	Ł	A.	L	*	
Minique payments due during the year ended 30 September 1994 under operating leases expiring:					
- within one year	-	48.020	_	43.019	
- within two to five years	_	362,124	-	353.784	
- after five years	83,600	-	90,225	-	
					
	83,600	410.144	90,225	396,803	
	2				

19. PENSION FUND COMMITMENTS

The Nelson Group Services Limited Pension Scheme provides defined benefits for specific employees based on final pensionable pay. The assets of the scheme are held separately from those of the Company.

Contributions are charged to the Profit and Loss Account as incurred and are determined by a qualified actuary using the projected unit method.

The most recent formal actuarial valuation of the pension scheme was undertaken at 1 January 1991. The most significant assumptions were those relating to the rate of return on investments and the rate of increase in salaries. It was assumed that the investment return would be 9% per annum and that salary increases would average 7% per year.

At the date of the latest actuarial valuation the market value of the assets in the scheme was £319,000 and the actuarial value of the assets was sufficient to cover 70% of the benefits which had accrued to members, after allowance for expected future increases in earnings.

20. CONTINGENT LIABILITIES

There is an unlimited multilateral guarantee in respect of counter indemnities for the bank overdraft and bank indemnities on due performance bonds of the Nelson Group Services Limited group of companies.

21. ULTIMATE HOLDING COMPANY

The ultimate holding company is Nelson Group Services Limited, a company registered in England and Wales.

22. CAPITAL COMMITMENTS

The Company had no capital commitments at the year end (1992 - ENIL).

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 1993

24.	CASH FLOW STATEMENT	1993	1992
(a)	Net Cash Inflow/(Outflow) From Operating Activities	£	£
	Operating Profit	189,199	91,245
	Depreciation	352,993	121,675
	Profit on Disposal of Motor Vehicle	(917)	
	Amortisation	7,200	7,400
	Decrease/(Increase) in Stocks	75,198	(141,797)
	(Increase)/Decrease in Debtors	(338,451)	1,598,875
	Increase/(Decrease) in Creditors	<u>450.820</u>	(3.564.145)
	Net Cash Inflow/(Outflow)	736,042	(1,886,747)
(ď)	Cash and Cash Equivalents	1993 £	1992 £
	At 1 October 1992	(213,314)	1,840,961
	Net Cash Inflow/(Outflow)	303.248	(2.054.275)
	At 30 September 1993	89,934	(213,314)

(c) Cash and Cash Equivalents as shown in the Balance Sheet

_			1993	1992
	1993	1992	Change	Change
	3	3	£	£
Cash at Bank and in Hand	1,701,377	1,093,904	607,473	(747,057)
Bank Overdrafts	(1.611.443)	(1.307.218)	(304.225)	(1.307.218)
	89,934	(213,314)	303,248	(2.054.275)

(d) Financing

During the year the Company entered into hire purchase and finance lease arrangements in respect of assets with a total capital value at the inception of the leases of £773,268.