Registration Number: 1011956

NELSON GROUP SERVICES (MAINTENANCE) LIMITED
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
YEAR ENDED 30 SEPTEMBER 1994



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YEAR ENDED 30 SEPTEMBER 1994

DETAILS OF THE COMPANY

Directors:

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

Registered Number:

1011956

Registered Office:

Dixon Road

Kirkby Industrial Estate

(6)

Liverpool L33 7XP

Company Secretary:

M W Orme

Bankers:

National Westminster Bank PLC

P O Box 138 1st Floor

22 Castle Street

Liverpool L69 2BE

Solicitors:

Bremner Sons and Corlett

1 Crosshall Street

Liverpool L1 6DH

Auditors:

John Fairhurst & Co

Douglas Bank House

Wigan Lane Wigan WN1 2TB

NELSON GROUP SERVICES (MAINTEVANCE) LIMITED DIRECTORS' REPORT

The Directors present their report with the audited financial statements of the Company for the year ended 30 September 1994.

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 for the year are encouraging showing a profit before tax of £258,243 (1993 - 2276,699).

However Trading Losses at the branches of Halifax and Weston of £161,763 and £52,641 respectively have resulted in decisions being taken to terminate business activities at these branches. A further impact on profits as a consequence of this decision was to incur costs of £90,000 in respect of the early termination of a contract, these costs being reflected in the attached financial statements.

Following this rationalisation of the company's activities, the Directors expect the results for the forthcoming year to be substantially improved.

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 (1993-£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 Karflett - (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 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)

FIXED ASSETS

The changes in tangible and intangible fixed assets, details of which are set out in notes 6 and 7 to the financial statements, arose out of normal business requirements.

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.

AUDITORS

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

Approved by the Board on ... Javan ... Signed on behalf of the Board

Secretary Secretary

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 statments.

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 1994 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

John Fairhurt 4 6.

JOHN FAIRHURST & CO Chartered Accountants Registered Auditor Douglas Bank House Wigan Lane Wigan WN1 2TB

Dated:

201-0

Melson Group Services (Maintenance) Limited

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 SEPTEMBER 1994

		1994	1993
	Notes	£	£
Turnover	1(b)	17,437,117	17,369,294
Cost of Sales		(12,417,927)	(12,459,505)
Gross Profit		5,019,190	4,909,789
Administrative Expenses		(4,670,947)	(4,720,590)
Operating Profit	2	348,243	189,199
Profit on Sale of Lease		-	87,500
Loss on Termination of Contract		(90,000)	-
Profit on Ordinary Activities before		258,243	276,699
Tax on Profit on Ordinary Activities	5	(61,500)	(62,982)
Retained Profit for the Year	16	196.743	213.717

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

BALANCE SHEET AS AT 30 SEPTEMBER 1994

		19	194	19	93
	Notes	£	£	£	£
FIXED ASSETS Intangible Assets Tangible Assets Investments	6 7 8		9,000 1, <i>6</i> 54,467 396		35,600 1,874,150 396
CURRENT ASSETS Stocks and Work in Progress Debtors Cash at Bank and in Hand	9 10	486.094 4,161,159 7,462	1,663,863	430,670 3,595,844 1,701,377	1,919,146
CREDITORS: Amounts Falling Due Within One Year	11 ,	4,654,715 (4,716,290)		5,727,891 (5,996,671)	
NET CURRENT LIABILITIES			(61,575)		(268,780)
TOTAL ASSETS LESS CURRENT LIABILITIES			1,602,288		1,641,366
CREDITORS: Amounts Falling Due After More Than One Year Hire Purchase and Finance Leases	13		(225,693))	(461,514)
PROVISION FOR LIABILITIES AND CHARGES. Deferred Taxation	14		(86,459))	(86.459)
·			1,290,136		1,093,393
CAPITAL AND RESERVES Called Up Share Capital Capital Reserve Profit and Loss Account	15 16 16		100 16,050 1,273,986		100 16,050 1,077,243
Shareholders' Funds	17		1,290,136		1,093,393

Approved by the Board of Directors on ... John Janna . 1995. and signed on its behalf

Director

The notes attached form part of these financial statements

CASH FLOW STATEMENT FOR THE YEAR ENDED 30 SEPTEMBER 1594

	19:	9 4	199	3
	£	٤	2	£
Net Cash (Outflow)/Inflow from Operating Activities	(1,193,714)		736,042
Taxation Corporation Tax Paid	(56,699)	(56,699)	63000000000000000000000000000000000000	-
Investing Activities Purchase of Tangible Fixed Assets Disposal of Tangible Fixed Assets Disposal of Intangible Fixed Assets	(132,500) 5,743 9,750		(79,439) 96,019	
Net Cash (Outflow)/Inflow from Investing Activities		(117,007)		16,580
Net Cosh (Outflow)/Inflow before Financing	(1,367,420)		752,622
Financing Capital Element of Finance Lease and Hire Purchase Payments		(561,000)		(449.374)
(Decrease)/Increase in Cash and Cash Equivalents	C	1,928,420)		303,248
		San and the same		k-P-Chaid and a see P

Notes to the Cash Flow Statement are contained in note 22

notes to the pinancial statements for the year ended 30 september 1994

1. ACCOUNTING POLICIES

(a) Basic of Preparation of Financial Statements
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

- (b) 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 meating
 maintenance services.
- (c) Tangible Fixed Assets and 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.
- Rentals payable under operating leases are charged to the profit and loss account on a straight line basis over the period of the lease. Assets acquired under hire purchase contracts and finance leases are capitalised as tangible fixed assets and depreciated in accordance with the accounting policy on depreciation. The related obligations, net of finance costs allocated to future periods, are included in creditors. Finance costs are charged against profits on a straight line basis over the period of the contracts. Details of future obligations under operating leases are set out in note 18.
- (f) 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.

(g) 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.



motes to the financial statements for the year ended 30 september 1994

1. ACCOUNTING POLICIES (Continued)

(h) Taxation
Corporation Tax is provided on taxable profits at the current rate.
Deferror Taxation is provided using the liability method in respect of the taxation effect of caterial timing differences, only to the extent that the directors consider there is a reasonable probability that a liability will crystailise in the foreseeable future.

Datails of deferred tax are given in note 14 to the financial statements.

2.	OPERATING	PROFIT
2-n A		11101 11

		1994	1993
	Operating Profit is stated after	£	£
	charging/(crediting):-		
	Depreciation of Tangible Fixed Assets		
	- Owned Assets	66,595	68.859
	- Leased Assets	313,817	284,134
		5,100	
	Amortisation of Goodwill		7,200
	Loss/(Profit) on Disposal of Motor Vehicles	1,851	(917)
	Loss on Disposal of Other Assets	16,216	
	Hire of Plant and Equipment	669,418	681,752
	Management Charge from fellow subsidiary	800,000	000,000
	Auditors' Remuneration		
	- Audit Work	7,500	10,000
	- Non-Audit Work	5,000	5,000
	non nucle		J1000
3	STAFF COSTS	1904	1993
	Employee costs during the year (including		_
	Directors) amounted to:	£	£
	Wages and Salaries	6,825,757	6,583,661
	Social Security Costs	635.027	648,568
	Other Pension Costs	55,950	59,238

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

7,516,734

7,291,467

	1994	1993
	Number	Number
Management and Administration	63	61
Operatives	403	380

	466	441
		trans-mat

NELECT GEOUP SURVICES (MAINTENASSEE) LIMITED

kotes to the pinalicial statements for the year exded 30 septimen 1935

A,	BIRECTORS' RECUMENATION	1994 £	1993 1
	Menagement Recuneration Pangern Costs	111.254 9.714	42 .192 5.290
		150.968	53,482
	The Directors' emoluments shown about (excluding pension contributions) included:		
	Chairman	NIL	N11
	Highest Paid Director	49.759	48,192
	Other Directors received emoluments (excluding pension contributions) in the following ranges:	Number	Number
	£0 - £ 5,000 £15,001 - £20,000	1 1	2
	£20,001 - £25,000 £20,001 - £25,001	2	-
			2.00
5.	TAX ON PROFIT ON ORDINARY ACTIVITIES	1994 £	1993 £
	The tax charge comprises: U K Corporation Tax at current rates Deferred Tax	61,500 -	31,250 31,167
	Adjustments relating to prior years: Corporation Tax		565
		61,500	62,982
6	INTANGIBLE FIXED ASSETS - GOODWILL		1994 £
	COST At 1 October 1993 Disposal		75,000 (45,000)
	At 30 September 1994		30,000
	AMORTISATION At 1 October 1993 Charge for the Year Disposal		39,400 5,100 (23,500)
	At 30 September 1994		21,000
	NET BOOK VALUE At 30 September 1994		9,000
	At 30 September 1993		35,600

NOTES TO THE PINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMER 1934

7. YANGIBLE FIXED ASSETS

· ·	Frechold Land B Quilldings £	lassebold Property	Platuces mod Physiogn E	Motor Vehicles E	,
COST At 1 October 1993 Additions Disposals Intergroup transfer At 30 September 1994	90,988	380,493 (1,987) (183,172) 195,334	547.399 155.286 (15.632) 687.053	249,150	(121,111) (183,172)
DEPRECIATION At 1 October 1993 Charge for the Year Eliminated on Disposals Intergroup transfer At 30 September 1994		87,844 10,549 (250) (11,525) 86,618	203,348 56,046 (6,367) - 253,027	(42,434) 661,072	380,412
NET BOOK VALUE At 30 September 1994 At 30 September 1993	90,988 90,938	108,716 292,649	434,026 344,051	1,020,737	
NET BOOK VALUE OF ASSETS H PURCHASE CONTRACTS	eld undsr	HIRE	,	£	£
At 30 September 1994		,	<i>:</i>	947.491	947,491
THE NET BOOK VALUE OF LEAS	EHOLD PRO	FERTY		1994 £	1993 £
COMPRISES: Leases with 50 years or mo Leases with less than 50 y				39,892 68,824	212,220 80,429
				108,716	292,649

KOTES TO THE FINANCIAL STATESENTS FOR THE YEAR ENDED 30 SEPTIMEER 1994

8. INVESTMENTS IN SUBSIDIARIES

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

Hama of Company	% of £1 Ordinary Shares held	Cost of Shares
		£
J & F Nelson (Surrey) Limited (fermeely		
Carshalton Boiler Services Limited)	100	99
J & F Nelson (South West) Limited (formerly		
R & R Rutland Limited)	100	99
Combustion Services Limited	100	99
Wood and Rutland Limited	100	99
		396

The Company itself is a wholly owned subsidiary of Nelson Group Services Limited and therefore, under the provisions of S229 (2) of the Companies Act 1985, group accounts are not required.

9.	STOCKS	1994	1993 £
•	Raw materials, goods for resale and general stores Work in Progress	253,647 232,447	256,475 174,195
		486,094	430,670

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

10.	DEBTORS	1994 £	1993 £
	Trade Debtors	3,834,929	3,441,520
	Amounts due from Group Undertakings	111,235	
	Other Debtors	126,588	120,947
	Prepayments and Accrued Income	88,407	33,377
		4,161,159	3.595.844
		2 Column Street, Sept. 1984	

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 1994

11. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	1994 £	1993 £
Bank Overdrafts (see note 12) Trade Creditors Amounts due to Group Undertakings Corporation Tax Other Taxation and Social Security Hire Purchase and Finance Leases (see note 13) Other Creditors Accruals and Deferred Income	1,845,948 852,351 69,028 1,007,648 387,986 439,139 114,190	1,611,443 1,099,696 1,660,874 64,227 708,329 501,613 289,818 60,671
	4,716,290	5,996,571

12. SECURITY

The bank facilities are secured as follows:

- a) a floating charge over the assets of the Company;
- b) fixed charges on the freehold and leasehold property of the Company;
- c) a fixed charge on the debts of the Company.

The Company continues to cross-guarantee all monies due from members of the Group.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR INNED 30 SEPTEMBER 1994

.E.	obligations under hire funchase contracts and finance leases	1994	1993
	Year ending 30 September 1995	495.486	631.820
	Year ending 30 September 1996 Year ending 30 September 1997	240,768 47,493	429,952 112,642
	Year ending 30 September 1998		28,820
	Less: Finance charges allocated to future periods	783,747 (170,068)	1,203,234 (240,107)
		613,679	963,127
	Analysed as:	1994 £	1993
	Current Obligations	387,986	501,613
	Non-Current Obligations	225,693	461,514
		613,679	963,127
	The hire nurchese contracts are commed on the acc		

The hire purchase contracts are secured on the assets concerned.

14.	DEFERRED TAXATION	Provided		Potential	
		1994 £	1993 £	1994 £	1993 £
	Accelerated Capital Allowances	86,459	86,459	86,459	86,459
		5 - 1 - M	N 100 C		
	•				
15.	CALLED UP SHARE CAPITAL			1994 £	1993 £
Authorised, issued and fully		aid		I.	£
	100 Ordinary Shares of £1 each			100	100
16.	RESERVES			fit 🗥d Account	Capital
The movement for the year com At 1 October 1993 Retained Profit for the Year		rised:	1.	£ 077,243 196,743	Reserve £ 16,050
	At 30 September 1994		1,	273,986	16,050

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 1994

17.	RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS	1994 £	1993 £
	Relained Frofit for the Year Sharpholders' Funds at 1 October 1993	196,743 1,093,393	213.717 879.676
,	Shareholders' Funds at 30 September 1994	1,290,136	1,093,393

18. OBLIGATIONS UNDER OPERATING LEASES

	19 94		1993	
	Land &		Land &	
	Buildings £	Other £	Buildings £	Other £
Minimum payments due during the year ended 30 September 1995 under operating leases expiring:				
- within one year	1,875	136,294	_	48,020
- within two to five years	15,500	332,892	-	362,124
- after five years	53,250	_	83,600	
	70,625	469,186	83,600	410,144

19. 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.

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20. PENSION COMMITMENTS

The company operates a defined benefits pension scheme for its directors and employees, details of which are disclosed in the financial statements of the parent company.

21. ULTIMATE HOLDING COMPANY

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

HOTES TO THE PINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 1994

22.	CASH FLOW STATEMENT			1.994	1993
(a)	Net Cash (Outflow)/Inflow I	From Operating	\$	£	E
	Operating Profit Depreciation Loss/(Profit) on Disposal of Amortisation (Increase)/Decrease in Stool Increase in Debtors (Decrease)/Increase in Crease	cks	3) (1) (4)	58.243 80,412 18,067 5.100 55.424) 54,080)	189,199 352,993 (917) 7,200 75,198 (338,451) 450,820
·	Net Cash (Outflow)/Inflow		(1,19	93,714)	736,042
(ъ)	Cash and Cash Equivalents			1994 £	1993 £
	At 1 October 1993 Net Cash (Outflow)/Inflow			39,934 28,420)	(213,314) 303,248
	At 30 September 1994		(1,83	38,486)	89,934
(e)	Cash and Cash Equivalents	as abown in	the Balance S	Sheet 1994	1993
	•	1994 £	1993 £	Change £	Change £
•	Cash at Bank and in Hand Bank Overdrafts	7,462 (1,845,948)	1,701,377 (1,611,443)	(1.693.915) (234.505)	607,473 (304,225)
		(1,838,486)	89,934	(1,928,420)	303,248

(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 £249.150.

TRADING AND PROPIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 SEPTEMBER 1994

	1994		1993	
	£	ε	£	£
Sales Cost of Sales		17,437,117 (12,417,927)		17,369,294 (12,459,505)
Gross Profit		5,019,190		4,909,789
Less Wages and National Insurance Directors Remuneration Pension Costs Rent and Rates Light and Heat Mctor Expenses Repairs and Renewals Leasing Costs Telephone Insurances Sundry Expenses Printing, Postage, Stationery and Advertising Travel and Entertaining Legal and Professional Fees Loss/(Profit) on disposal of Mctor Vehicles Loss on Disposal of Assets Depreciation of Tangible Fixed Assets Amortisation of Goodwill Management Charge Exceptional Charges (Income): Surrender of Lease on London Property Compensation Payment re Termination of Contract	1,324,821 102,271 9,714 127,246 22,515 1,317,583 104,944 26,472 189,470 19,979 43,316 113,358 56,689 8,990 1,851 16,216 380,412 5,100 800,000	(4.760.947)	1,418,873 44,292 5,290 160,166 29,129 1,374,381 80,026 28,495 166,689 11,980 24,198 131,460 74,147 12,188 (917) 352,993 7,200 800,000 (87,500)	(4,633,090)
Net Profit		258,243		276,699