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**ALL COUNTIES FINANCE LIMITED**  
**FINANCIAL STATEMENTS**  
**31 DECEMBER 2000**



**Company Registration Number 1513000**



**HLB KIDSONS**  
Chartered Accountants & Registered Auditors  
Barclays House  
41 Park Cross Street  
Leeds  
LS1 2QH

# **ALL COUNTIES FINANCE LIMITED**

## **FINANCIAL STATEMENTS**

**YEAR ENDED 31 DECEMBER 2000**

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# **ALL COUNTIES FINANCE LIMITED**

## **THE DIRECTOR'S REPORT**

**YEAR ENDED 31 DECEMBER 2000**

The director presents his report and the financial statements of the company for the year ended 31 December 2000.

### **Principal activities and business review**

The principal activity of the company during the year was the provision of finance to industry and commerce.

### **Results and dividends**

The trading results for the year, and the company's financial position at the end of the year are shown in the attached financial statements.

The director has not recommended a dividend.

### **The directors and their interests in shares of the company**

The directors who served the company during the year were as follows:

Mr J D R Fothergill  
Mr D J Humphreys  
Mr T T Hope

The company is a wholly owned subsidiary and the interests of group directors are disclosed in the financial statements of the parent company.

Mr T T Hope retired as a director on 30 March 2000.

Mr D J Humphreys retired as a director on 5 April 2001.

### **Share Capital**

During the year the company's subsidiaries were recapitalised, financed by the issue of 80,000 ordinary shares.

# ALL COUNTIES FINANCE LIMITED

## THE DIRECTOR'S REPORT *(continued)*

YEAR ENDED 31 DECEMBER 2000

### Director's 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 at the end of the year and of the profit or loss for the year then ended.

In preparing those financial statements, the directors are required to select suitable accounting policies, as described on page 6, and then apply them on a consistent basis, making judgements and estimates that are prudent and reasonable. The directors must also prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

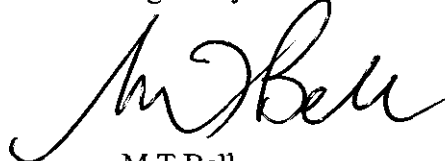
The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. The directors are also responsible for safeguarding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

### Auditors

A resolution to re-appoint HLB Kidsons as auditors for the ensuing year will be proposed at the annual general meeting in accordance with section 385 of the Companies Act 1985.

Registered office:  
Globe Elevator Works  
PO Box 19  
Stockton on Tees  
TS20 2AD

Signed by order of the director



M T Bell  
Company Secretary

Approved by the director on 29 June 2001

# ALL COUNTIES FINANCE LIMITED

## AUDITORS' REPORT TO THE SHAREHOLDER

YEAR ENDED 31 DECEMBER 2000

We have audited the financial statements on pages 4 to 11 which have been prepared under the historical cost convention and the accounting policies set out on page 6 .

### Respective responsibilities of the directors and the auditors

As described on page 2, the company's directors are responsible for the preparation of the 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.

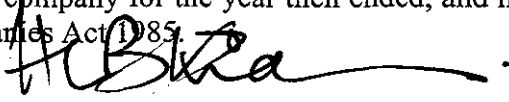
We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity 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 31 December 2000 and of the loss of the company for the year then ended, and have been properly prepared in accordance with the Companies Act 1985.

Barclays House  
41 Park Cross Street  
Leeds  
LS1 2QH

29 June 2001

  
HLB KIDSONS  
Chartered Accountants  
& Registered Auditors

# ALL COUNTIES FINANCE LIMITED

## PROFIT AND LOSS ACCOUNT

YEAR ENDED 31 DECEMBER 2000

|  | Note | 2000<br>£           | 1999<br>£        |
|--|------|---------------------|------------------|
| Turnover   | 2    | -                   | 14,893           |
| Net operating expenses                             | 3    | <u>3,004</u>        | <u>4,013</u>     |
| <b>Operating (loss)/profit:</b>                    | 4    |                     |                  |
| Discontinued operations                            |      | (3,004)             | 10,880           |
| Amounts written off investments                    | 6    | (11,447,933)        | (589,554)        |
| <b>Loss on ordinary activities before taxation</b> |      | <u>(11,450,937)</u> | <u>(578,674)</u> |
| Tax on loss on ordinary activities                 | 7    | (2,300)             | -                |
| <b>Loss for the financial year</b>                 |      | <u>(11,453,237)</u> | <u>(578,674)</u> |
| Balance brought forward                            |      | (427,920)           | 150,754          |
| Balance carried forward                            |      | <u>(11,881,157)</u> | <u>(427,920)</u> |

The company has no recognised gains or losses other than the results for the Year as set out above.

# ALL COUNTIES FINANCE LIMITED

## BALANCE SHEET

31 DECEMBER 2000

|   | Note | £                   | 2000<br>£           | 1999<br>£          |
|---|------|---------------------|---------------------|--------------------|
| <b>Fixed assets</b>                                   |      |                     |                     |                    |
| Investments   | 8    |                     | 546,556             | <u>2,494,489</u>   |
| <b>Current assets</b>                                 |      |                     |                     |                    |
| Debtors due within one year                           | 9    | 9,817,085           |                     | 7,451              |
| Cash at bank  |      | -                   |                     | <u>441,680</u>     |
|   |      | 9,817,085           |                     | 449,131            |
| <b>Creditors: amounts falling due within one year</b> | 10   | <u>(12,688,798)</u> |                     | <u>(3,191,540)</u> |
| <b>Net current liabilities</b>                        |      |                     | <u>(2,871,713)</u>  | <u>(2,742,409)</u> |
| <b>Total assets less current liabilities</b>          |      |                     | <u>(2,325,157)</u>  | <u>(247,920)</u>   |
| <b>Capital and reserves</b>                           |      |                     |                     |                    |
| Called-up equity share capital                        | 13   |                     | 90,000              | 10,000             |
| Share premium account                                 | 14   |                     | 9,296,000           | -                  |
| Other reserves  | 15   |                     | 170,000             | 170,000            |
| Profit and loss account                               |      |                     | <u>(11,881,157)</u> | <u>(427,920)</u>   |
| <b>Deficiency</b>                                     | 16   |                     | <u>(2,325,157)</u>  | <u>(247,920)</u>   |

These financial statements were approved and signed by the director on 29 June 2001

Mr J D R Fothergill

# ALL COUNTIES FINANCE LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2000

### 1. Accounting policies

#### Basis of accounting

The financial statements have been prepared under the historical cost convention, and in accordance with applicable accounting standards.

#### Consolidation

The company was, at the end of the year, a wholly-owned subsidiary of another company incorporated in the United Kingdom. As a result, the company, in accordance with section 228 of the Companies Act 1985, is not required to produce, and has not published, consolidated accounts.

#### Cash flow statement

The director has taken advantage of the exemption in Financial Reporting Standard No 1 (revised) from including a cash flow statement in the financial statements on the grounds that the company is wholly owned and its parent publishes a consolidated cashflow statement.

#### Turnover

The turnover shown in the Profit and Loss Account represents amounts invoiced during the year, exclusive of Value Added Tax.

#### Deferred taxation

Provision is made, under the liability method, to take account of timing differences between the treatment of certain items for accounts purposes and their treatment for tax purposes. Tax deferred or accelerated is accounted for in respect of all material timing differences to the extent that it is considered that a net liability may arise.

#### Investments

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

### 2. Turnover

The turnover and loss before tax are attributable to the one principal activity of the company.

An analysis of turnover is given below:

|                | 2000 | 1999   |
|----------------|------|--------|
|                | £    | £      |
| United Kingdom | -    | 14,893 |



# ALL COUNTIES FINANCE LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2000

### 3. Analysis of net operating expenses

|                                    | Discontinued<br>Operations<br>£ | Total<br>£   |
|------------------------------------|---------------------------------|--------------|
| <b>Year ended 31 December 2000</b> |                                 |              |
| Administrative expenses            | 3,004                           | 3,004        |
| Net operating expenses             | <u>3,004</u>                    | <u>3,004</u> |
| <b>Year ended 31 December 1999</b> |                                 |              |
| Administrative expenses            | 4,013                           | 4,013        |
| Net operating expenses             | <u>4,013</u>                    | <u>4,013</u> |

### 4. Operating (loss)/profit

Operating (loss)/profit is stated after charging:

|   | 2000<br>£    | 1999<br>£    |
|---|--------------|--------------|
| Auditors' remuneration<br>- as auditors | <u>1,000</u> | <u>1,250</u> |

### 5. Particulars of employees

The average number of staff employed by the company during the financial year amounted to:

|                                | 2000<br>No. | 1999<br>No. |
|--------------------------------|-------------|-------------|
| Number of administrative staff | <u>3</u>    | <u>3</u>    |

No salaries or wages have been paid to employees, including the directors, during the year.

### 6. Amounts written off investments

|                                 | 2000<br>£         | 1999<br>£      |
|---------------------------------|-------------------|----------------|
| Amounts written off investments | <u>11,447,933</u> | <u>589,554</u> |

# ALL COUNTIES FINANCE LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2000

### 7. Tax on loss on ordinary activities

|  | 2000<br>£    | 1999<br>£ |
|--|--------------|-----------|
| Corporation tax                          | -            | -         |
| Adjustment in respect of previous years: |              |           |
| Corporation tax                          | 2,300        | -         |
|  | <u>2,300</u> | <u>-</u>  |

### 8. Investments

#### Investments in subsidiary companies

|                            | £                 |
|----------------------------|-------------------|
| <b>Cost</b>                |                   |
| At 1 January 2000          | 3,084,043         |
| Additions                  | 9,500,000         |
| At 31 December 2000        | <u>12,584,043</u> |
| <b>Amounts written off</b> |                   |
| At 1 January 2000          | 589,554           |
| Written off in year        | 11,447,933        |
| At 31 December 2000        | <u>12,037,487</u> |
| <b>Net book value</b>      |                   |
| At 31 December 2000        | <u>546,556</u>    |
| At 31 December 1999        | <u>2,494,489</u>  |

The company owns 100% of the issued share capital of the companies listed below, all of which are incorporated and registered in England and Wales:

Global Control Technology Limited  
 Pickerings Manufacturing Limited  
 Southern Doors Limited  
 Universal Lift Systems Limited

Universal Lifts Systems Limited was dormant during the year. The other subsidiaries are all involved in the lift industry.

# ALL COUNTIES FINANCE LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2000

### 9. Debtors

|                                    | 2000<br>£        | 1999<br>£    |
|------------------------------------|------------------|--------------|
| Amounts owed by group undertakings | 9,817,085        | 5,151        |
| Other debtors                      | -                | 2,300        |
|                                    | <u>9,817,085</u> | <u>7,451</u> |

### 10. Creditors: amounts falling due within one year

|   | 2000<br>£         | 1999<br>£        |
|---|-------------------|------------------|
| Bank loans and overdrafts   | 6                 | -                |
| Amounts owed to group undertakings                                | 12,687,787        | 3,190,537        |
| Other creditors including<br>taxation and social security:<br>VAT | 2                 | -                |
| Accruals and deferred income                                      | 1,003             | 1,003            |
|   | <u>12,688,798</u> | <u>3,191,540</u> |

### 11. Contingencies

The company, together with fellow subsidiary companies and the parent undertaking, has entered into a composite banking arrangement to secure group interest and banking facilities. As part of this arrangement a cross-guarantee was given to the bank by the company. Group bank borrowings affected by this guarantee amounted to £13,733,315 at 31 December 2000.

The company has also guaranteed an operating lease in favour of Southern Doors Limited.

### 12. Related party transactions

The company's financial statements are included in the consolidated financial statements of its ultimate parent company which are publicly available. Consequently, the company is taking advantage of the exemption provided by FRS8 in not providing details of intra-group transactions that would otherwise be required.

# ALL COUNTIES FINANCE LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2000

### 13. Share capital

#### Authorised share capital:

|                                       | 2000<br>£      | 1999<br>£      |
|---------------------------------------|----------------|----------------|
| 100,000 Ordinary shares of £1.00 each | <u>100,000</u> | <u>100,000</u> |

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

|  | 2000<br>£     | 1999<br>£     |
|--|---------------|---------------|
| Ordinary share capital brought forward | 10,000        | 10,000        |
| Issue of ordinary shares               | <u>80,000</u> | <u>-</u>      |
|  | <u>90,000</u> | <u>10,000</u> |

On 5 December 2000 the company allotted an additional 80,000 ordinary shares for a consideration of £117.20 per share in order to re-finance its subsidiary companies.

### 14. Share premium account

|                                      | 2000<br>£        | 1999<br>£ |
|--------------------------------------|------------------|-----------|
| Premium on shares issued in the year | <u>9,296,000</u> | <u>-</u>  |

The share premium arising in the year relates to the issue of shares on 5 December 2000.

### 15. Other reserves

|                | 2000<br>£      | 1999<br>£      |
|----------------|----------------|----------------|
| Other reserves | <u>170,000</u> | <u>170,000</u> |

### 16. Reconciliation of movements in shareholder's funds

|   | £                | 2000<br>£          | 1999<br>£        |
|---|------------------|--------------------|------------------|
| Loss for the financial year             |                  | (11,453,237)       | (578,674)        |
| New equity share capital subscribed     | 80,000           |                    | -                |
| Premium on new share capital subscribed | <u>9,296,000</u> |                    | <u>-</u>         |
|   |                  | 9,376,000          | -                |
| Net reduction to funds                  |                  | <u>(2,077,237)</u> | <u>(578,674)</u> |
| Opening shareholder's equity funds      |                  | (247,920)          | 330,754          |
| Closing shareholder's equity funds      |                  | <u>(2,325,157)</u> | <u>(247,920)</u> |

# **ALL COUNTIES FINANCE LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS**

**YEAR ENDED 31 DECEMBER 2000**

### **17. Pensions**

The company has not operated, or contributed to any pension scheme on behalf of its employees.

### **18. Capital commitments**

The director has confirmed that there were no capital commitments at 31 December 2000.

### **19. Ultimate parent company**

The ultimate parent company is Read Holdings Limited, a company registered in England and Wales. Read Holdings Limited prepares consolidated accounts and these can be obtained from Cleveland House, Norton Road, Stockton-on-Tees, Cleveland, TS20 2AQ.