Registered number: 02105488

CARRINGTON CARR HOME FINANCE LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2011



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COMPANY INFORMATION

Directors D Fuher

J Hudson A Townsend

P Wood (appointed 1 September 2011)

Company secretary J Hudson

Company number 02105488

Registered office Reynard House

37 Welford Road

Leicester LE2 7AD

Auditor Cooper Parry LLP

Chartered Accountants & Statutory Auditor

1 Colton Square Leicester LE1 1QH

Bankers Barclays Bank Plc

Town Hall Square

Leicester LE1 9AA

Solicitors Nelsons Solicitors LLP

Provincial House 37 New Walk Leicester LE1 6TU

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DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2011

The directors present their report and the financial statements for the year ended 31 December 2011

Directors' responsibilities statement

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 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 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.

Principal activity

The principal activity of the company is that of the provision of financial planning services

Business review

The profit and loss account is set on page 6 of the financial statements and shows turnover for the year of £4,487,212 and a loss on ordinary activities after tax of £6,045,748

This year continued to be another challenging year for the business, both from the ongoing impacts of the retrospective legislation over Payment Protection Insurance (PPI) and from the current state of the mortgage market, in what continues to be a turbulent economic period

The poor financial result for the year was largely driven by two key factors, sustained market pressures which led to a further reduction in annual turnover, along with further provisioning which included a £4,529,524 increase in the provision against the cost of ongoing complaints against the company in respect of single premium Accident Sickness and Unemployment policies (a form of PPI) sold in prior years

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2011

Key Performance Indicators

The business uses a number of key performance indicators to manage its overall performance

| | 2011 | 2010 |
|----------------------|------|-------|
| Debtor Days | 19 | 12 |
| Average Productivity | £80k | £145k |

Debtor days is an indicator of the effectiveness of cash management and is key to managing liquidity risk. This has increased slightly in the year

The Average Productivity has fallen in comparison with the previous year primarily due to the challenging market conditions

Risks and Uncertainties

The principal risks faced by the company are the mitigation of customer complaints and the retention of key financial advisors and staff

With regards to customer complaints, the company seeks to manage these risks by the maintenance of professional indemnity insurance cover for appropriate complaints and the control and management of the sales advisory process. However these procedures can not mitigate the risk of retrospective legislation.

In addition, adherence to business standards and the company's comprehensive Treating Customers Fairly program requires that at all times the services delivered to our customers are of the highest standard

Financial Instruments

The main financial risks arising from the company's activities are credit risk and liquidity risk. These are monitored by the board of directors and were not considered to be significant at the balance sheet date.

The company's policy in respect of liquidity risk is to manage its short term finance requirements through control of trade debtors and creditors and readily accessible bank deposit accounts to ensure the company has sufficient funds for operations. The cash deposits are held in current accounts which earn interest at a variable rate.

Results and dividends

The loss for the financial year, after taxation, amounted to £6,045,748 (2010 - loss £4,283,520)

No dividends were paid during the year. The directors do not recommend the payment of a final dividend

Directors

The directors who served during the year were

D Fuher

J Hudson

A Townsend

P Wood (appointed 1 September 2011)

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2011

Provision of information to auditor

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that

- so far as that director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of
 any information needed by the company's auditor in connection with preparing its report and to establish
 that the company's auditor is aware of that information

This report was approved by the board and signed on its behalf

D Fuher Director

Date 9 March 2012

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CARRINGTON CARR HOME FINANCE LIMITED

We have audited the financial statements of Carrington Carr Home Finance Limited for the year ended 31 December 2011, set out on pages 6 to 16. 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)

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an Auditor's Report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement, 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.

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. In addition, we read all the financial and non-financial information in the Directors' Report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on 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 2011 and of its loss 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

Emphasis of matter - going concern

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosures made in note 1 to the financial statements concerning the company's ability to continue as a going concern. The company incurred a net loss of £6,045,748 during the year ended 31 December 2011 and had a deficit on shareholders' funds of £9,509,254 at that date. These conditions, together with the other matters explained in note 1, indicate the existence of a material uncertainty which may cast significant doubt about the company's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the company was unable to continue as a going concern.

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CARRINGTON CARR HOME FINANCE LIMITED

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

Kevin Harris (Senior statutory auditor)

for and on behalf of Cooper Parry LLP

Chartered Accountants Statutory Auditor

Leicester

9 March 2012

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2011

| | Note | 2011 £ | 2010 £ |
|--|------|--------------|--------------|
| Turnover | 1,2 | 4,487,212 | 9,724,455 |
| Administrative expenses | | (6,488,139) | (11,774,078) |
| Exceptional administrative expenses | | (4,047,512) | (2,234,425) |
| Total administrative expenses | _ | (10,535,651) | (14,008,503) |
| Operating loss | 3 | (6,048,439) | (4,284,048) |
| Interest receivable and similar income | | 2,691 | 528 |
| Loss on ordinary activities before taxation | | (6,045,748) | (4,283,520) |
| Tax on loss on ordinary activities | 6 | - | - |
| Loss for the financial year | 12 | (6,045,748) | (4,283,520) |
| Loss on ordinary activities before taxation Tax on loss on ordinary activities | - | (6,045,748) | (4,283,52 |

All amounts relate to continuing operations

There were no recognised gains and losses for 2011 or 2010 other than those included in the profit and loss account

The notes on pages 8 to 16 form part of these financial statements

CARRINGTON CARR HOME FINANCE LIMITED REGISTERED NUMBER: 02105488

BALANCE SHEET AS AT 31 DECEMBER 2011

| | Note | £ | 2011 £ | £ | 2010 £ |
|---|------|-------------|--------------|-------------|-------------|
| Fixed assets | | | | | |
| Tangible assets | 7 | | 225 | | 380,979 |
| Current assets | | | | | |
| Debtors | 8 | 276,061 | | 1,058,191 | |
| Cash at bank and in hand | | 163,032 | | 235,238 | |
| | | 439,093 | | 1,293,429 | |
| Creditors amounts falling due within one year | 9 | (2,333,615) | | (1,570,469) | |
| Net current liabilities | | | (1,894,522) | | (277,040) |
| Total assets less current liabilities | | | (1,894,297) | | 103,939 |
| Provisions for liabilities | | | | | |
| Other provisions | 10 | | (7,614,957) | | (3,567,445) |
| Net liabilities | | | (9,509,254) | | (3,463,506) |
| Capital and reserves | | | | | |
| Called up share capital | 11 | | 5,710,000 | | 5,710,000 |
| Profit and loss account | 12 | | (15,219,254) | | (9,173,506) |
| Shareholders' deficit | 13 | | (9,509,254) | | (3,463,506) |

The financial statements were approved and authorised for issue by the board and were signed on its behalf by

J Hudson Director

Date 9 March 2012

The notes on pages 8 to 16 form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2011

1. Accounting Policies

1.1 Basis of preparation of financial statements

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

1.2 Going concern

In preparing these financial statements the directors have considered the applicability of the going concern basis. At 31 December 2011 the balance sheet had a deficit on shareholders' funds of £9,509,254 and net current liabilities of £1,894,522. Much of the deficit is caused by provisions in respect of potential clawbacks and complaints which total £7,614,957. The directors have produced detailed financial forecasts for the next 12 months which show the company trading at a loss but at a reduced level to that in the current year. At the year end the directors have provided for their best estimate of future clawbacks and complaints within provisions. Nevertheless the level of cancelled policies and complaints which will materialise remains uncertain. The parent company, Carrington Carr Holdings Limited, is supporting the company to meet its liabilities as they fall due by advancing funds as necessary, secured by a debenture. The directors are satisfied that with this support the company will be able to meet its liabilities as they fall due and have therefore prepared the accounts on a going concern basis.

1.3 Cash flow

The company, being a subsidiary undertaking where 90% or more of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with FRS 1

1.4 Turnover

Turnover represents amounts receivable for services net of VAT. The turnover consists of commission income, fee income, recurring income and other income. The commission income is recognised on an on-risk basis when a policy goes into force, the fee income is recognised when the respective amounts are invoiced and become due from counterparties and other income is recognised when its receipt becomes certain

1.5 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases.

Fixtures, fittings and equipment -

20% straight line

Computer equipment

25% straight line

1.6 Operating leases

Rentals under operating leases are charged to the profit and loss account on a straight line basis over the lease term

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2011

1. Accounting Policies (continued)

1.7 Deferred taxation

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse

Deferred tax assets and liabilities are not discounted

1.8 Pensions

The company operates a defined contribution pension scheme and the pension charge represents the amounts payable by the company to the fund in respect of the year

1.9 Provisions

Commission on Indemnity Terms

Provisions are made against the cost of the repayment of indemnity commission paid on certain products, which lapse within a pre-defined timescale. This cost relates to the cancellation of life assurance business and single premium Accident Sickness and Unemployment policies.

The provisions are based on the exposure from those life policies still within their commission clawback period and upon the estimated lapses of Accident Sickness and Unemployment policies within the foreseeable future

Complaints provision

Provision is made against the potential cost of ongoing complaints against the company in respect of Accident Sickness and Unemployment policies. This provision is based on the estimated exposure to these costs in the foreseeable future and takes into account all relevant information and legislative changes.

1.10 Employee Benefit Trust (EBT)

The company has established a trust for the benefit of employees, former employees and certain of their dependents. Monies held in this trust are held by the trustees and managed at their discretion

Where the company retains future economic benefit from, and has defacto control of the assets and liabilities of the trust, they are accounted for as assets and liabilities of the company until the earlier of the date that an allocation of the trust funds to employees in respect of past services is declared and the date that the assets of the trust vest in identified individuals

Where monies held in the trust are determined by the company on the basis of employees' past services to the business and the company can obtain no future economic benefit from those monies, such monies, whether in the trust or accrued by the company, are charged to the profit and loss account in the period to which they relate

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2011

2. Turnover

All turnover arose within the United Kingdom

3. Operating loss

The operating loss is stated after charging/(crediting)

| 2010 |
|-----------|
| £ |
| |
| 344,427 |
| 23,465 |
| |
| 34,864 |
| 71,236 |
| - |
| |
| 643,064 |
| 2,234,425 |
| |

Exceptional administrative expenses are amounts relating to provisions in respect of commission clawbacks and complaint costs. Please refer to note 10 for details

4. Staff costs

Staff costs, including directors' remuneration, were as follows

| | 2011 £ | 2010 £ |
|-----------------------|-----------|-----------|
| Wages and salaries | 2,816,422 | 3,447,053 |
| Social security costs | 256,356 | 333,755 |
| Other pension costs | 7,963 | 10,834 |
| | 3,080,741 | 3,791,642 |
| | | |

The average monthly number of employees, including the directors, during the year was as follows

| | 2011 No. | 2010 No. |
|-----------------------|-------------|-------------|
| Office and management | 94 | 116 |
| Other | 11 | 18 |
| | | |
| | 105 | 134 |
| | | |

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2011

5 Directors' remuneration

| | 2011 £ | 2010 £ |
|------------|-------------|-----------|
| Emoluments | - | 5,083 |
| | | |

The directors are remunerated via Carrington Carr Holdings Limited, the parent company

6. Taxation

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2010 - higher than) the standard rate of corporation tax in the UK of 26% (2010 - 28%) The differences are explained below

| | 2011 £ | 2010 £ |
|--|-------------|-------------|
| Loss on ordinary activities before tax | (6,045,748) | (4,283,520) |
| Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 26% (2010 - 28%) | (1,571,894) | (1,199,386) |
| Effects of | | |
| Expenses not deductible for tax purposes | 1,779 | 190,484 |
| Difference between capital allowances and depreciation | (419,022) | 86,683 |
| Increase in tax losses | · - | 80,587 |
| Group relief surrendered | 1,519,353 | 869,784 |
| Other timing differences | 469,784 | (28,152) |
| | | |
| Current tax charge for the year (see note above) | - | - |
| | | |

Factors that may affect future tax charges

The company has trading losses carried forward amounting to £6,435,707 (2010 £6,435,707)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2011

7. Tangible fixed assets

| | 7 - 1. 3 1. | Fixtures, fittings and equipment £ | Computer Equipment £ | Total £ |
|----|---|---|--|---|
| | Cost | | | |
| | At 1 January 2011 Transfers intra group Disposals | 366,658 (328,462) (38,196) | 2,329,599 (1,824,640) (486,513) | 2,696,257 (2,153,102) (524,709) |
| | At 31 December 2011 | - | 18,446 | 18,446 |
| | Depreciation | | | |
| | At 1 January 2011 Charge for the year Transfers intra group On disposals | 335,207 14,648 (312,258) (37,597) | 1,980,071 188,136 (1,655,969) (494,017) | 2,315,278 202,784 (1,968,227) (531,614) |
| | At 31 December 2011 | - | 18,221 | 18,221 |
| | Net book value At 31 December 2011 | - | 225 | 225 |
| | At 31 December 2010 | 31,451 | 349,528 | 380,979 |
| 8. | Debtors | | 2011 | 2010 |
| | Trade debtors Amounts owed by group undertakings Other debtors Prepayments and accrued income | | £ 220,086 - 7,717 48,258 | £ 276,999 528,166 118,692 134,334 |
| | | = | 276,061 | 1,058,191 |
| 9. | Creditors: Amounts falling due within one year | | | |
| | | | 2011 £ | 2010 £ |
| | Trade creditors Amounts owed to group undertakings Social security and other taxes Other creditors Accruals and deferred income | _ | 295,873 1,182,041 80,566 2,664 772,471 | 443,560 130,411 96,124 15,911 884,463 |
| | | = | 2,333,615 | 1,570,469 |
| | | | | |

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2011

10. Provisions

| Commission on indemnity terms £ | Complaints provision £ | Total £ |
|---|---|--|
| 1,608,847 (482,012) | 1,958,598 4,529,524 | 3,567,445 4,047,512 |
| 1,126,835 | 6,488,122 | 7,614,957 |
| | on indemnity terms £ 1,608,847 (482,012) | on indemnity terms provision £ 1,608,847 1,958,598 (482,012) 4,529,524 |

Commission on indemnity terms

The provision is made against the potential clawback of previously received commission on policies sold by the company and arises due to the subsequent cancellation of these policies

The provisions are based on the exposure from those life policies still within their commission clawback period and upon the estimated lapses of Accident Sickness and Unemployment policies within the foreseeable future

The provision is likely to be fully utilised within 1 to 5 years of the balance sheet date

Complaints provision

The provision is made against the potential cost of ongoing complaints against the company in respect of Single Premium Accident Sickness and Unemployment policies, a form of Payment Protection Insurance (PPI), that were sold in previous years. Regulations on the misselling of PPI policies is now being applied retrospectively. This has increased the number of complaints against the company, and the provision is based on the estimated future cost to the business.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2011

11. Share capital

| 11. | Share Capital | | |
|-----|--|----------------------------|----------------------------|
| | | 2011 £ | 2010 £ |
| | Allotted, called up and fully paid | | |
| | 5,710,000 Ordinary shares of £1 each | 5,710,000 | 5,710,000 |
| 12. | Reserves | | |
| | | | Profit and loss account £ |
| | At 1 January 2011 Loss for the year | | (9,173,506) (6,045,748) |
| | At 31 December 2011 | | (15,219,254) |
| 13. | Reconciliation of movement in shareholders' deficit | | |
| | | 2011 £ | 2010 £ |
| | Opening shareholders' (deficit)/funds Loss for the year | (3,463,506) (6,045,748) | 820,014 (4,283,520) |
| | Closing shareholders' deficit | (9,509,254) | (3,463,506) |

14. Contingent liabilities

A provision for future complaints has been made in respect of the potential cost of ongoing complaints in respect of single premium Accident Sickness and Unemployment policies sold in prior years (see note 10). The provision is the estimated future cost to the business of such complaints, nevertheless the level of complaints remains uncertain especially given the heightened publicity surrounding these products, the estimated possible exposure to the company from the remaining policy holders who might claim could be in the region of £7m.

15. Pension commitments

The company operates a money purchase pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund.

The pension charge represents contributions payable by the company to the fund and totalled £7,963 (2010 £10,834) At the year end £1,389 (2010 £3,845) remained payable and is included within other creditors

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2011

16. Operating lease commitments

At 31 December 2011 the company had annual commitments under non-cancellable operating leases as follows

| | Land and buildings | | Other | |
|--------------------------|--------------------|-------|--------|--------|
| | 2011 | 2010 | 2011 | 2010 |
| | £ | £ | £ | £ |
| Expiry date [.] | | | | |
| Within 1 year | - | - | 2,010 | 2,010 |
| Between 2 and 5 years | 8,145 | 8,145 | 25,286 | 25,286 |
| | | | | |

17. Related party transactions

Advantage has been taken of the exemption provided by Financial Reporting Standards 8 not to disclose transactions with wholly owned group companies

During the year, the company made purchases totalling £Nil (2010 £911,390) from Leadbaymedia co uk Limited (formerly All About Leads Limited), a company in which Carrington Carr Holdings Limited, the parent company has a 60% shareholding. The company is now in administration. At the year end no balance remained outstanding (2010 £Nil)

During the year, the company made purchases totalling £Nil (2010 £815,694) from Leadbay Limited, a company in which Carrington Carr Holdings Limited has a 50% shareholding. The company is now in administration. At the year end no balance remained outstanding.

During the year, the company made purchases totalling £Nil (2010 £48,822) from Complaint Handling Services Limited, a company in which Carrington Carr Holdings Limited has a 55% shareholding. At the year end no balance remained outstanding (2010 £Nil)

During the year income totalling £70,373 (2010 £138,014) was received from Platinum Wills Limited, a company in which D Fuher and A Townsend, both Directors, are shareholders. At the year end a balance of £9,913 (2010 £8,037) remains outstanding and is included within trade debtors.

During the prior year loans were made to the following directors, A Crossman £Nil (2010 £5,000), A Townsend £Nil (2010 £5,000)

The company has an Employee Benefit Trust, which made no loans in the year. In the prior year the Employee Benefit Trust made loans of £190,271 to D Fuher, £151,806 to A Townsend, £149,181 to A Crossman and £151,806 to J Hudson who are directors and shareholders of the parent company, Carrington Carr Holdings Limited

During the year the company paid £9,880 to A Townsend for the use of a property. A balance of £920 was outstanding at the year end and included in trade creditors

Following the management buy-out in 2008 three of the directors, A Townsend, A Crossman and D Fuher, raised personal guarantees with Legal and General with regard to indemnity comission received on the sale of life policies which were still within their clawback period

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2011

18. Ultimate parent undertaking and controlling party

The immediate and ultimate parent company is Carrington Carr Holdings Limited, a company registered in England and Wales. Consolidated accounts are available from Companies House.

The ultimate controlling party is D Fuher