FINANCIAL STATEMENTS

31st DECEMBER 1998

Registered number: 2455250

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JOHN LENNARDS

CHARTERED CERTIFIED ACCOUNTANTS

REGISTERED AUDITORS

FINANCIAL STATEMENTS

for the year ended 31st December 1998

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COMPANY INFORMATION

31st December 1998

INCORPORATED

England & Wales

NUMBER

2455250

DIRECTORS

R.W. Lamont M.J. Chappell M.A. Lamont

SECRETARY

R.W. Lamont

REGISTERED OFFICE

1364 London Road

Norbury London SW16 4DE

BANKERS

Barclays Bank plc The Gatwick Group 90/92 High Street

Crawley

West Sussex RH10 1BP

AUDITORS

John Lennards Limited

Chartered Certified Accountants

Registered Auditors 1364 London Road

Norbury London SW16 4DE

DIRECTORS' REPORT

31st December 1998

The directors present their report and the audited financial statements for the year ended 31st December 1998.

Principal activity

The principal activity of the company is insurance brokers.

Business review

The company's balance sheet as detailed on page 6 shows a satisfactory position, shareholders' funds amounting to £10,406.

Results and dividends

The results for the year are shown in the profit and loss account on page 5. An ordinary dividend amounting to £65,000 was paid during the year.

Directors

The directors of the company during the year and their interests in the shares of the company as recorded in the register of directors' interests were as follows:

	31st December 1998 Ordinary shares	1st January 1998 Ordinary shares
R.W. Lamont	143	143
M.J. Chappell	500	500
M.A. Lamont	357	357

Auditors

The Company has elected to dispense with the annual appointment of auditors. In the absence of a specific resolution to the contrary John Lennards Limited will continue in office.

On behalf of the board

R.W. Lamont Secretary

1364 London Road Norbury London SW16 4DE

28th May 1999

STATEMENT OF 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 profit or loss of the company for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements 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.

28th May 1999

On behalf of the board

R.W. Lamont

Director

AUDITORS' REPORT

Auditors' report to the members of

Larkbarn Limited

We have audited the financial statements on pages 5 to 13 which have been prepared under the historical cost convention and the accounting policies set out on page 8.

Respective responsibilities of directors and auditors

As described on page 3, 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 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 error or other irregularity. 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 31st December 1998 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

London 28th May 1999 John Lennards Limited Registered Auditors Chartered Certified Accountants

Total Lowed Al

PROFIT AND LOSS ACCOUNT

for the year ended 31st December 1998

		1998 1997
	Note	£
Turnover	2	183,767 154,997
Net operating expenses		
Administrative expenses		(108,111) (105,161
Other operating income		1,323
Profit on ordinary activities before taxation		76,979 49,836
Taxation	5	(16,195)
Profit on ordinary activities after taxation		60,784 38,966
Dividends	6	(65,000) (40,000
Retained loss for the year	13	(4,216) (1,034

Movements in reserves are shown in note 13.

None of the company's activities were acquired or discontinued during the above two financial years.

There were no recognised gains and losses in 1998 or 1997 other than the loss for the year.

BALANCE SHEET

at 31st December 1998

	Note	£	1998 £	1997 £ £
Fixed assets				
Tangible assets	7		2,914	3,737
Current assets				
Debtors Cash at bank and in hand	8	20,900 17,261		18,782 20,217
		38,161		38,999
Creditors: amounts falling due within one year	9	(30,669)		(28,114)
Net current assets			7,492	10,885
Total assets less current liabilitie	9 8		10,406	14,622
		·		
Capital and reserves				
Called up share capital Profit and loss account	12 13		1,000 9,406	1,000 13,622
Total shareholders' funds	11		10,406	14,622

The financial statements on pages 5 to 13 were approved by the board of directors on 28th May 1999 and signed on its behalf by:

R.W. Lamont

Director

CASH FLOW STATEMENT

for the year ended 31st December 1998

	Note	1998 £ £	1997 £ £
Net cash inflow from operating activities	14	62,062	62,047
Taxation			
Corporation tax paid		(16,870)	(10,131)
Capital expenditure and financial investment			
Purchase of tangible fixed asset	s	(150)	(2,675)
		45,042	49,241
Equity dividends paid		(48,000)	(40,000)
(Decrease)/increase in cash		(2,958)	9,241

NOTES ON FINANCIAL STATEMENTS

31st December 1998

1 Accounting policies

Basis of accounting

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

Depreciation

Depreciation of fixed assets is calculated to write off their cost or valuation less any residual value over their estimated useful lives as follows:

Leasehold land and buildings

equal instalments over period of lease

Fixtures and fittings

Deferred taxation

Deferred taxation is provided on the liability method in respect of the taxation effect of all timing differences to the extent that tax liabilities are likely to crystallise in the foreseeable future.

25%

Brokerage commission

Brokerage commission is credited to the profit and loss account on receipt.

2 Turnover

The turnover for the year was derived from the company's principal activity. The whole of the turnover is attributable to the UK market.

3 Operating profit

	1998 1997 £ £
Operating profit is stated after crediting:	
Interest receivable	1,323
and after charging:	
Staff costs (note 4)	70,227 68,680
Auditors' remuneration	2,005
Depreciation of tangible fixed assets	
(note 7): Owned assets	971 1,999

NOTES ON FINANCIAL STATEMENTS

31st December 1998

4 Directors and employees

	Staff costs including directors' emoluments	1998 £	1.997 £
	Wages and salaries	64,677	63,264
	Social security costs	5,550	5,416
		70,227	68,680
	Average monthly number employed including executive directors:	Number	Number 4
	Directors	£	£
	Emoluments	61,041	60,060
5	Taxation		
		1998	1997
	Corporation tax on profit on ordinary	£	£
	activities at 21% (1997-21%)	16,195	10,870
6	Dividends	1998 £	1997 £
	Equity - ordinary/final	65,000	40,000
		. —	

NOTES ON FINANCIAL STATEMENTS

31st December 1998

7 Tangible fixed assets

	Fixtures and Fittings	Land and Buildings	Total
Cost	£	£	£
1st January 1998 Additions	8,826 150	2,260	11,086 150
31st December 1998	8,976	2,260	11,236
Depreciation			
1st January 1998 Charge for the	5,090	2,260	7,350
year	971		971
31st December 1998	6,061	2,260	8,321
Net book amount			
31st December 1998	2,914	-	2,914
31st December 1997	3,737	_	3,737

8 Debtors

Amounts falling due within one year	1998 £ £	
Trade debtors Prepayments and accrued income	15,006 5,894 4,856	
	20,900 18,782	

NOTES ON FINANCIAL STATEMENTS

31st December 1998

9 Creditors: amounts falling due
within one year

	1998 £	1997 £
Trade creditors Corporation tax Dividend Accruals and deferred income	4,018 4,195 17,000 5,456	3,101 4,870 16,000 4,143
	30,669	28,114

10 Contingent liabilities

Commissions received for life and pensions policies are on indemnity terms and therefore there is a potential liability for the return of the commissions in the event of cancellation of any policies arranged by the company. At the 31st December 1999 the total of commissions earned but which potentially could be reclaimed by the insuring company amounts to £96,467 (£82,606 - 1997), of this sum the amount that the directors consider to be at risk is less than £3,000 (£3,000 - 1997).

11 Reconciliation of movements in shareholders' funds

	1998 199°	7
Profit for the financial year	60,784 38,966	5
Dividends	(65,000) (40,000	3)
Net subtraction from shareholders' funds	(4,216)	4)
Opening shareholders' funds	14,622 15,65	6
Closing shareholders' funds	10,406	2

NOTES ON FINANCIAL STATEMENTS

31st December 1998

12 Called up share capital

	19	98	1997
	Number of		Number of f
	shares	£	shares f
Authorised			
Ordinary shares of £1 each	10,000	10,000	10,000 10,000
Allotted, called up and fully paid			
Ordinary shares of £1 each	1,000	1,000	1,000 1,000

13 Profit and loss account

	1998 £
1st January 1998 Retained loss for the year	13,622 (4,216)
31st December 1998	9,406

14 Notes to the cash flow statement

Reconciliation of operating profit to operating cash flows	1998 1999 £ £		1997 £
Operating profit	76,979 49,83	76,979	,836
Depreciation charges	971 1,99	971	1,999
(Increase)/decrease in debtors	(2,118)	(2,118)	L,852
(Decrease) / increase in creditors	(13,770) 8,36	(13,770)	3,360
Net cash inflow from operating activities	62,062 62,04	62,062	2,047

NOTES ON FINANCIAL STATEMENTS

31st December 1998

15 Notes to the cash flow statement (continued)

Analysis of changes in net debt

	At start	Cash	At end
	of year	flows	of year
	f	£	£
Cash at bank and in hand	20,217	(2,956)	17,261

Reconciliation of net cash flow to movement in net debt

	1998 £	1997 £
(Decrease)/increase in cash in the year	(2,956)	9,241
Change in net debt resulting from cash flows	(2,956)	9,241
Net debt at 1st January 1998	20,217	10,976
Net debt at 31st December 1998	17,261	20,217