REPORT OF THE DIRECTORS AND

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 1998

FOR

ALAN BOSWELL INSURANCE BROKERS LIMITED

2591252



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COMPANY INFORMATION FOR THE YEAR ENDED 31 MARCH 1998

DIRECTORS: A C Boswell

E N Drew R J Graver I L Payter G N Steward R K Worden

SECRETARY: E N Drew

REGISTERED OFFICE: Cedar House

City Office Park 105 Carrow Road

Norwich Norfolk NR1 1HP

REGISTERED NUMBER: 2591252 (England and Wales)

AUDITORS: Quinney & Company

Chartered Accountants Registered Auditor Bank Chambers Market Place Reepham

Norfolk NR10 4JJ

BANKERS: Barclays Bank Plc

P O Box 36 Bank Plain Norwich

Norfolk NR2 4SP

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 MARCH 1998

The directors present their report with the financial statements of the company for the year ended 31 March 1998.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of registered insurance brokers and financial advisers.

REVIEW OF BUSINESS

The results for the year and financial position of the company are as shown in the annexed financial statements.

The directors consider the results and financial position to be satisfactory and anticipate continued growth in the foreseeable future.

DIVIDENDS

Interim dividends per share were paid as follows:

£3200.00 - 21 October 1997 £1000.00 - 25 February 1998 £4200.00

The directors recommend that no final dividend be paid.

The total distribution of dividends for the year ended 31 March 1998 will be £42,000.

EVENTS SINCE THE END OF THE YEAR

Information relating to events since the end of the year is given in the notes to the financial statements.

DIRECTORS

The directors during the year under review were:

A C Boswell

E N Drew

R J Graver

I L Payter

G N Steward

R K Worden

The directors holding office at 31 March 1998 did not hold any issued share capital of the company at 1 April 1997 or 31 March 1998. The interests of the directors in the parent undertaking, Alan Boswell Financial Advisers Limited, are shown in the financial statements of that company.

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 then 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.

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 MARCH 1998

AUDITORS

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

ON BEHALF OF THE BOARD:

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E N Drew - SECRETARY

Dated: 15 September 1998

REPORT OF THE AUDITORS TO THE SHAREHOLDERS OF ALAN BOSWELL INSURANCE BROKERS LIMITED

We have audited the financial statements on pages five to nineteen which have been prepared under the historical cost convention and the accounting policies set out on page ten.

Respective responsibilities of directors and auditors

As described on page two 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 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 March 1998 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Quinney & Company Chartered Accountants Registered Auditor Bank Chambers Market Place Reepham Norfolk NR10 4JJ

Dated: 15 September 1998

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 1998

		1998		1997	
	Notes	£	£	£	£
TURNOVER	2		1,309,454		1,132,089
Other operating income			1,251		1,250
			1,310,705		1,133,339
Staff costs Depreciation Other operating charges	3	797,254 52,034 397,499		675,118 44,650 348,207	
			1,246,787		1,067,975
OPERATING PROFIT	4		63,918		65,364
Interest receivable and similar income	5		29,384		18,302
			93,302		83,666
Amounts written off investments	6		3,000		3,000
			90,302		80,666
Interest payable and similar charges	7		9,853		4,857
PROFIT ON ORDINARY ACTIVE BEFORE TAXATION	VITIES		80,449		75,809
Tax on profit on ordinary activities	8		19,803		24,686
PROFIT FOR THE FINANCIAL AFTER TAXATION	YEAR		60,646		51,123
Dividends	9		42,000		42,000
			18,646		9,123
Retained profit brought forward			127,723		118,600
RETAINED PROFIT CARRIED	FORWARD		£146,369		£127,723

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current and previous years.

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profits for the current and previous years.

BALANCE SHEET 31 MARCH 1998

		1998		1997	
	Notes	£	£	£	£
FIXED ASSETS:	10		10.000		10.000
Intangible assets	10		10,000 180,325		12,000
Tangible assets Investments	12		24,000		198,680
mvestments	12		<u> </u>		27,000
			214,325		237,680
CURRENT ASSETS:					
Debtors	13	468,797		541,896	
Cash at bank and in hand		384,933		348,231	
ommong 4		853,730		890,127	
CREDITORS: Amounts falling	1.4	070 045		050.070	
due within one year	14	878,045		952,372	
NET CURRENT LIABILITIES:			(24,315)		(62,245)
TOTAL ASSETS LESS CURRENT LIABILITIES:			190,010		175,435
CREDITORS: Amounts falling due after more than one year	15		(40,627)		(44,039)
PROVISIONS FOR LIABILITIES AND CHARGES:	19		(2,014)		(2,673)
			£147,369		£128,723
CAPITAL AND RESERVES:					
Called up share capital Profit and loss account	20		1,000 146,369		1,000 127,723
Shareholders' funds	25		£147,369		£128,723

ON BEHALF OF THE BOARD:

A C Boswell - DIRECTOR

Approved by the Board on 15 September 1998

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 1998

		1998		1997	
	Notes	£	£	£	£
Net cash inflow from operating activities	1		120,682		204,371
Returns on investments and servicing of finance	2		20,531		13,945
Taxation			(24,894)		(33,713)
Capital expenditure and financial investment	2		(12,683)		(52,195)
Equity dividends paid			(42,000)		(42,000)
			61,636		90,408
Financing	2		(6,238)		(19,960)
Increase in cash in the period			£55,398		£70,448
Reconciliation of net cash flow to movement in net funds	3				
Increase in cash in the period Cash outflow		55,398		70,448	
from decrease in debt and lease financing		21,654		22,804	
Change in net funds resulting from cash flows New finance leases			77,052 (18,995)		93,252 (57,675)
Movement in net funds in the period Net funds at 1 April 1997			58,057 263,859		35,577 228,282
Net funds at 31 March 1998			£321,916		£263,859

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 1998

1. RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	1998	1997
	£	£
	62.019	65 361
Operating profit	63,918	65,364
Depreciation charges	55,534	48,577
Profit on sale of fixed assets	(3,500)	(3,927)
Decrease/(Increase) in debtors	72,100	(96,611)
(Decrease)/Increase in creditors	(67,370)	190,968
Net cash inflow		
from operating activities	120,682	204,371
ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CA	SH FLOW STAT	EMENT
	1998	1997
	£	£
	~	~
Returns on investments and		
servicing of finance		
Interest received	30,384	18,802
Interest paid	(1,530)	(1,263)
Interest element of hire purchase	(1,000)	(1,200)
and finance lease rentals payments	(8,323)	(3,594)
and imance lease rentals payments	(0,525)	(3,374)
Net cash inflow		
for returns on investments and servicing of finance	20,531	13,945
for returns on investments and solvroing or images	====	=====
Capital expenditure		
and financial investment		
Purchase of tangible fixed assets	(23,683)	(61,932)
Cash payment - purchase of	(25,005)	(01,552)
investment	_	(10,000)
Sale of tangible fixed assets	11,000	19,737
one of tangiote fixed assets		
Net cash outflow		
for capital expenditure	(12,683)	(52,195)
101 oupital expenditure	====	====
Financing		
New loan taken out in year	20,889	-
Loan repayments in year	(5,472)	(7,157)
Repayment of capital on hire	(-,··-/	(,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
purchase contracts	(21,655)	(12,803)
paralimo contracto		
Net cash outflow		
from financing	(6,238)	(19,960)
HOM MINIME	(0,230)	

2.

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 1998

3. ANALYSIS OF CHANGES IN NET FUNDS

			Other non-cash	
	At 1.4.97	Cash flow	changes	At 31.3.98
	£	£	£	£
Net cash:	240.221	06.700		204.000
Cash at bank and in hand	348,231	36,702		384,933
Bank overdraft	(20,589)	18,696 ———		(1,893)
	327,642	55,398		383,040
Debt:				
Hire purchase				
and finance leases	(63,783)	21,654	(18,995)	(61,124)
	(63,783)	21,654	(18,995)	(61,124)
				(OI,124)
Total	263,859	77,052	(18,995)	321,916
Analysed in Balance Sheet				
Cash at bank and in hand	348,231			384,933
Bank overdraft	(20,589)			(1,893)
Hire purchase				
and finance leases	(10.744)			(25 611)
within one year after one year	(19,744) (44,039)			(25,611) (35,513)
arter one year	(11 ,039)			(35,313)
	263,859			321,916

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 1998

1. ACCOUNTING POLICIES

Accounting convention

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

Turnover

Turnover represents general commissions which are recognised in the Profit and Loss Account once the policy premium has been remitted to the insurance company and investment commission which is recognised when received.

Goodwill

Goodwill, being the amount paid in connection with the acquisition of a business in 1994, is being written off evenly over its estimated useful life of ten years.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life or, if held under a finance lease, over the lease term, whichever is the shorter.

Improvements to property - 5% on cost
Plant and machinery - 20% on cost
Office equipment - 20% on cost
Motor vehicles - 25% on cost

Deferred taxation

Provision is made at current rates for taxation deferred in respect of all material timing differences except to the extent that, in the opinion of the directors, there is reasonable probability that the liability will not arise in the foreseeable future.

Hire purchase and leasing commitments

Assets obtained under hire purchase contracts or finance leases are capitalised in the balance sheet. Those held under hire purchase contracts are depreciated over their estimated useful lives. Those held under finance leases are depreciated over their estimated useful lives or the lease term, whichever is the shorter.

The interest element of these obligations is charged to the profit and loss account over the relevant period. The capital element of the future payments is treated as a liability.

Rentals paid under operating leases are charged to the profit and loss account as incurred.

Pensions

The company operates various defined contribution pension schemes for directors and staff, the assets of which are held separately from the assets of the company. Contibutions payable for the year are charged in the profit and loss account.

Investments

The cost of the investment in the subsidiary is being written off evenly over ten years.

Financial Reporting Standard Number 8

Exemption has been taken from related party disclosures on the grounds that the company is a wholly owned subsidiary of Alan Boswell Financial Advisers Limited and such disclosure is contained within the consolidated financial statements of the group.

2. TURNOVER

The turnover and profit before taxation are attributable to the one principal activity of the company.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 1998

2	CTATE	COSTS
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4.

STAFF COSTS	1998	1997
	£	£
Wages and salaries	707,051	598,565
Social security costs	64,236	52,548
Other pension costs	25,967	24,005
	797,254	675,118
The average monthly number of employees during the year was as follows:		
	1998	1997
Directors	6	6
Employees	34	31
		_
	40	37
	_	=
ODED ATING DOORT		
OPERATING PROFIT		
The operating profit is stated after charging/(crediting):		
	1998	1997
	£	£
Hire of plant and machinery	2,505	627
Depreciation - owned assets	31,787	36,703
Depreciation - assets on hire purchase contracts	01.545	0.074
and finance leases	21,747	9,874
Profit on disposal of fixed assets	(3,500) 2,000	(3,927)
Goodwill written off Auditors' remuneration	7,520	2,000 6,150
Operating lease rentals:-	1,520	0,130
Property	56,000	55,002
Directors' emoluments	304,691	274,003
Directors' pension contributions to money purchase schemes	8,700	7,975
schemes	====	=====
The number of directors to whom retirement benefits were accruing was as fol	llows	
The hamber of directors to whom remoment contains were according was as re-		
Money purchase schemes	3	3
	_	=
Information regarding the highest paid director is as follows:		
information regarding the ingliest paid different is as follows.	1998	1997
	£	£
Emoluments etc	72,980	64,225
Pension contributions to money purchase schemes	2,900	2,658

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 1998

5.	INTEREST RECEIVABLE AND SIMILAR INCOME		
		1998	1997
		£	£
	Deposit account interest	29,384	18,302
			
6.	AMOUNTS WRITTEN OFF INVESTMENTS		
		1998	1997
		£	£
	Amortisation of investment	3,000	3,000
			
7.	INTEREST PAYABLE AND SIMILAR CHARGES		
		1998	1997
		£	£
	Bank interest	323	431
	Interest on overdue taxation	236	9
	Bank loan interest	971	823
	Hire purchase	8,202	3,385
	Leasing	121	209
		9,853	4,857
		====	====
8.	TAXATION		
	The tax charge on the profit on ordinary activities for the year was as follows:		
	The tax charge on the profit of ordinary activities for the year was as 101101115.	1998	1997
		£	£
	UK Corporation Tax	21,542	21,358
	Corporation tax adjustment		
	relating to prior years	(1,080)	3,159
	Deferred taxation	(659)	169
		19,803	24,686
		===	
	UK Corporation Tax has been charged at 21% (1997 - 24%).		
9.	DIVIDENDS		
۶,	DIVIDENDO	1998	1997
		£	£
	Equity shares:		
	Interim dividends on ordinary		
	shares	42,000	42,000
		42,000	42,000
		====	====

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 1998

10. INTANGIBLE FIXED ASSETS

At 31 March 1997

10.	INTANGIBLE FIXED AS	SEIS				Goodwill
						£
	COST:					
	At 1 April 1997 and 31 March 1998					20,000
	AMORTISATION:					
	At 1 April 1997					8,000
	Charge for year					2,000
	•					
	At 31 March 1998					10,000
	NET BOOK VALUE:					
	At 31 March 1998					10,000
	At 31 March 1997					12,000
11	TANCIDI E EIVED ACCI	rene				
11.	TANGIBLE FIXED ASS	Improvem-				
		ents to	Plant and	Office	Motor	
		property	machinery	equipment	vehicles	Totals
		£	£	£	£	£
COS	T:					
	April 1997	29,240	33,704	155,681	89,940	308,565
Addi		-	-	18,583	24,095	42,678
Dispo	osals				(15,000)	(15,000)
At 31	March 1998	29,240	33,704	174,264	99,035	336,243
nnn	DECK A MYONI.					
	RECIATION:	2,559	12,956	80,191	14,178	109,884
	April 1997 ge for year	1,462	6,582	23,743	21,747	53,534
	inated on disposals	- 1,102	-	23,713	(7,500)	(7,500)
At 3	1 March 1998	4,021	19,538	103,934	28,425	155,918
NET	BOOK VALUE:					
	1 March 1998	25,219	14,166	70,330	70,610	180,325

20,748

26,681

75,489

75,762

198,680

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 1998

11. TANGIBLE FIXED ASSETS - continued

12.

Fixed assets, included in the above, which are held under hire purchase contracts and finance leases are as follows:

		Motor vehicles
	-	£
COST: At 1 April 1997 Additions Disposals		89,940 24,095 (15,000)
At 31 March 1998		99,035
DEPRECIATION: At 1 April 1997 Charge for year Eliminated on disposals At 31 March 1998		14,178 21,747 (7,500) 28,425
NET BOOK VALUE: At 31 March 1998		70,610
At 31 March 1997		75,762
FIXED ASSET INVESTMENTS		
COST: At 1 April 1997 and 31 March 1998		£ 30,000
PROVISIONS: At 1 April 1997 Provision during year		3,000 3,000
At 31 March 1998		6,000
NET BOOK VALUE: At 31 March 1998		24,000
At 31 March 1997		27,000
Unlisted investments	1998 £ 24,000	1997 £ 27,000

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 1998

12. FIXED ASSET INVESTMENTS - continued

The company's investments at the balance sheet date in the share capital of unlisted companies include the following:

	Norvic Insurance Services Limited Nature of business: Dormant company	%		
	Class of shares:	holding		
	Ordinary	100.00		
			1000	1007
			1998 £	1997 £
	Aggregate capital and reserves		55	55
	Profit for the year		-	24
	110000 1001 1001 1001		=	==
13.	DEBTORS: AMOUNTS FALLING			
	DUE WITHIN ONE YEAR			
			1998	1997
			£	£
	Trade debtors		392,053	491,536
	Other debtors		34,853	6,752
	Prepayments		15,100	12,841
	Amounts owed by group			
	undertakings		26,791	30,670
	Amounts owed by connected		_	97
	company			
			468,797	541,896
				
14.	CREDITORS: AMOUNTS FALLING			
	DUE WITHIN ONE YEAR		1998	1997
			£	£
	Bank loans and overdrafts		2	*
	(see note 16)		14,791	23,184
	Hire purchase contracts and finance leases		·	,
	(see note 17)		25,611	19,744
	Trade creditors		14,818	44,414
	Insurance company creditors		762,037	799,974
	Other creditors		4,130	2,925
	Amounts owed to group		55	55
	undertaking Social security & other taxes		28,382	29,127
	Taxation		11,542	15,974
	Accrued expenses		16,679	16,975
			878,045	952,372

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 1998

15. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

16.

DUE AFTER MORE THAN ONE YEAR		
	1998	1997
	£	£
Bank loans		
(see note 16)	5,114	-
Hire purchase contracts and finance leases (see note 17)	35,513	44,039
	40,627	44,039
		
LOANS AND OVERDRAFTS		
An analysis of the maturity of loans and overdrafts is given below:		
	1998	1997
	£	£
Amounts falling due within one year or on demand:		
Bank overdrafts	1,893	20,589
Bank loans	12,898	2,595
	14,791	23,184
		
Amounts falling due between one and two years:		
Bank loans	4,355	-
Amounts falling due between two and five years:		
Bank loans	759	-

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 1998

17. OBLIGATIONS UNDER HIRE PURCHASE CONTRACTS AND LEASES

	Hi	re		
	purcl	nase	Finar	
	contracts		leases	
	1998	1997	1998	1997
	£	£	£	£
Gross obligations repayable:				
Within one year	30,807	26,611	525	701
Between one and five years	37,692	48,973		525
	68,499	75,584	525	1,226
Finance charges repayable:				
Within one year	5,688	7,447	33	121
Between one and five years	2,179	5,426		33
	7,867	12,873	33	154
				
Net obligations repayable:				
Within one year	25,119	19,164	492	580
Between one and five years	35,513	43,547	-	492
	60,632	62,711	492	1,072
				

The following payments are committed to be paid within one year:

Operating leases

	Land and buildings		Other	
	1998 £	1997 £	1998 £	1997 £
Expiring: Within one year	-	-	1,221	-
Between one and five years In more than five years	32,000	32,000	1,255	1,255
	32,000	32,000	2,476	1,255

18. SECURED DEBTS

The following secured debts are included within creditors:

	1998	1997
	£	£
Hire purchase contracts and finance leases	61,124	63,783
		

Hire purchase and finance lease obligations are secured on the assets acquired.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 1998

19. PROVISIONS FOR LIABILITIES AND CHARGES

	1998	1997
	£	£
Deferred taxation	2,014	2,673

	Deferred	
	taxation	
	£	
Balance at 1 April 1997	2,673	
Profit and loss	(659)	
	<u></u>	
Balance at 31 March 1998	2,014	
·		

Deferred taxation for which provision has been made in the financial statements and the amounts for which no provision has been made, are as follows:

			N	lot
	Provided		provided	
	1998	1997	1998	1997
	£	£	£	£
Accelerated capital allowances	2,014	2,673	-	-
	====			

20. CALLED UP SHARE CAPITAL

Authorised, a	llotted, issued and fully paid:			
Number:	Class:	Nominal	1998	1997
		value:	£	£
1,000	Ordinary	£1	1,000	1,000

21. ULTIMATE PARENT COMPANY

The ultimate parent company is Alan Boswell Financial Advisers Limited, a company incorporated in England.

22. TRANSACTIONS WITH DIRECTORS

The property from which the company trades is owned by the Directors, A C Boswell, E N Drew, I L Payter and G N Steward and leased to the company. The annual rental paid by the company is £32,000.

Anglian Business Services Limited a company in which E N Drew is a director was contracted to provide accountancy services during the year. The fee for these services was £11,378.

23. RELATED PARTY DISCLOSURES

The company is under the immediate control of Alan Boswell Financial Advisers Limited which holds 100% of the company's issued share capital. The company is under the ultimate control of A C Boswell who holds 50% of the issued share capital of Alan Boswell Financial Advisers Limited.

24. POST BALANCE SHEET EVENTS

Since the balance sheet date the company has acquired an unincorporated Insurance Broking business for £25,000.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 1998

25. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	1998	1997
Profit for the financial year	£ 60,646	£ 51,123
Dividends	(42,000)	(42,000)
NET ADDITION TO SHAREHOLDERS' FUNDS	18,646	9,123
Opening shareholders' funds	128,723	119,600
CLOSING SHAREHOLDERS' FUNDS	147,369	128,723
Equity interests	147,369	128,723