

ROODHILL LEASING LIMITED

FINANCIAL STATEMENTS

13 JANUARY 2001

REGISTERED NO. 2776185



ROODHILL LEASING LIMITED

Directors' Report

The directors present their report and financial statements for the year ended 13th January 2001.

Trading Operations

The principal activity of the company is the provision of finance by the leasing of capital equipment and assets.

Review of Trade

The results of the year are set out in the profit and loss account on page 4. New equipment leased in the year, as finance leases, had a value of £492,693. (1999 : £922,629)

Dividend

The directors recommend that no dividend be paid and that the profit for the year of £380,391 be transferred to reserves.

Directors

The directors of the company during the year were:

E.J.Fairweather
A.Kenyon
W.J.Marper
M.J.Woodward
D.A.Dickman
R.T.Goddard

None of the directors had a beneficial interest in the company.

At 8 January 2000, W J Marper held 11,042 £1 9.25% non-cumulative irredeemable preference shares in the Company's immediate holding company, The Co-operative Bank p.l.c. These were still held at 13 January 2001.

No other directors had a beneficial interest in the company or in any shares in The Co-operative Bank p.l.c. or its group companies or in Co-operative Group (CWS) Limited which is the ultimate holding organisation.

Subsequent Events

No significant events have occurred since the conclusion of the financial year.

Future Prospects

The company is expected to continue to develop its business in so far as is consistent with group plans.

RO'DHILL LEASING LIMITED

Report of the Directors' (Continued)

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 year. 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;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 maintaining 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

On behalf of the Board



M A Lees
Secretary

Registered Office

P O Box 101
1 Balloon Street
Manchester
M60 4EP

29 March 2001

AUDITOR'S REPORT TO THE MEMBERS OF ROODHILL LEASING LIMITED

We have audited the financial statements on pages 4 to 10.

Respective responsibilities of directors and auditor

The directors are responsible for preparing the director's report and, as described on page 2, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

Basis of audit 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 at 13 January 2001 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



KPMG Audit Plc

Chartered Accountants

Registered Auditor

MANCHESTER

30 March 2001

ROODHILL LEASING LIMITED

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 13 JANUARY 2001

	Notes	<u>2000</u>	<u>1999</u>
		<u>£</u>	<u>£</u>
TURNOVER - continuing operations	2	459,393	486,003
Depreciation		(102,864)	(17,342)
Finance and trading costs		<u>(240,698)</u>	<u>(276,913)</u>
GROSS PROFIT		115,831	191,748
Administration Expenses		<u>427,877</u>	<u>(172,659)</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	3	543,708	19,089
Tax on profit on ordinary activities	4	<u>(163,317)</u>	<u>(6,802)</u>
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION	13	<u>380,391</u>	<u>12,287</u>

Movements in profit and loss account reserves are shown in note 13.

There were no recognised gains or losses other than the profit arising on ordinary activities after taxation for the year.

The notes on pages 6 to 10 form part of these financial statements.

ROODHILL LEASING LIMITED

BALANCE SHEET

AS AT 13 JANUARY 2001

	Notes	<u>2000</u> <u>£</u>	<u>1999</u> <u>£</u>
FIXED ASSETS	5	684,744	787,608
CURRENT ASSETS			
Debtors : Amounts falling due within one year	6	1,055,271	1,277,156
Debtors : Amounts falling due after one year	6	<u>1,770,460</u>	<u>2,542,145</u>
		2,825,731	3,819,301
Creditors : Amounts falling due within one year	7	<u>(166,142)</u>	<u>(175,327)</u>
NET CURRENT ASSETS		2,659,589	3,643,974
Creditors : Amounts falling due after more than one year	8	(2,548,129)	(3,982,298)
PROVISIONS FOR LIABILITIES AND CHARGES			
Deferred Taxation	9	(101,304)	(132,560)
Lease Earning Equalisation Reserve	10	(522)	(627)
Deferred Income	11	<u>(9,649)</u>	<u>(11,759)</u>
		<u>684,729</u>	<u>304,338</u>
CAPITAL AND RESERVES			
Called up Share Capital	12	2	2
Profit and Loss Account	13	<u>684,727</u>	<u>304,336</u>
Shareholders' Funds	14	<u>684,729</u>	<u>304,338</u>

The accounts were approved by the board of directors on 29 March 2001.

E J FAIRWEATHER
DIRECTOR

A KENYON
DIRECTOR

The notes on pages 6 to 10 form part of these financial statements.

ROODHILL LEASING LIMITED
NOTES TO THE FINANCIAL STATEMENTS

1. Accounting Policies

- a) The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.
- b) The effects of events relating to the year ended 13 January 2001 which occurred before 29 March 2001, the date of approval of the financial statements by the board of directors, have been included in the statements to the extent required to show a true and fair view of the state of affairs at 13 January 2001 and of the results for the year ended on that date.
- c) The company is exempt from the requirement to include a cash flow statement as it is a wholly owned subsidiary of The Co-operative Bank p.l.c., which is established under the law of a member state of the European Community and publishes a consolidated cash flow statement for the group.

Basis of Preparation

- d) The financial statements have been prepared on a going concern basis.

Leasing Earnings

e) Finance Leases

Assets leased to customers under finance leases are valued at cost less accumulated depreciation and are disclosed as debtors.

Income from finance leased assets is credited to the profit and loss account in proportion to the funds invested in the asset.

Depreciation is calculated to write off the cost of assets over the primary period of the lease and represents the full amount of lease payments due in the period, less any amounts credited to the profit and loss account.

Operating Leases

Assets leased to customers under operating leases are valued at cost less accumulated depreciation and are disclosed as Fixed Assets.

Rentals from operating leased assets are credited to the profit and loss account on a straight line basis over the period of the lease.

Depreciation for operating leases is calculated to write off the cost of the asset less the assumed residual value over the period of the lease.

For certain contracts, changes in the rate of Corporation Tax give rise to taxation benefits which are passed on to the lessees as a reduction in rental payable. A provision for the reduction in lease receivables is charged to profit before tax and the tax benefit reflected as a reduced tax charge. The provision is released to profit over the period of the contract.

Deferred Taxation

- f) Provision is made under the liability method for taxation on timing differences between profits stated in the financial statements and profits computed for taxation purposes where there is a reasonable probability that such taxation will become payable in the foreseeable future.

Bad Debts

- g) The amount charged against operating profit for bad debts comprises specific provision against identifiable losses.

Related Party Transactions

- h) The company is exempt from the requirement to include related party transactions as it is a wholly owned subsidiary of The Co-operative Bank p.l.c. which is established under the law of a member state of the European Community and whose financial statements are publicly available.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

13 JANUARY 2001

2. Turnover

The turnover and profit before taxation are attributable to one activity, the provision of finance within the United Kingdom. Turnover represents finance charges earned on leasing agreements, together with lease earnings equalisation and income from associated services. Rentals receivable from UK customers through finance leases, excluding VAT were £1,647,162 (1999 : £2,053,797). Rentals receivable through operating leases were £158,338 (1999: £27,298).

3. Profit on Ordinary Activities before Taxation

The profit on ordinary activities before taxation is stated after charging/(crediting):

	<u>2000</u>	<u>1999</u>
	<u>£</u>	<u>£</u>
Interest on loans from immediate holding company	240,698	276,913
Lease Earnings Equalisation Reserve (note 10)	(105)	(399)

The company has no employees. Administration expenses include a management charge for the services of its immediate holding company and associated auditors remuneration.

Also included within administration expenses is a credit of £437,030 which relates to a bad debt release (1999 : charge £159,941).

4. Tax on Profit on Ordinary Activities

	<u>2000</u>	<u>1999</u>
	<u>£</u>	<u>£</u>
Corporation Tax at 30% (1999: 30%)	194,573	150,113
Prior Year Tax Charge	-	-
Deferred Taxation	<u>(31,256)</u>	<u>(143,311)</u>
	<u>163,317</u>	<u>6,802</u>

5. Fixed Assets:

		<u>Assets leased as</u>
		<u>Operating leases</u>
		<u>£</u>
Cost:	At 8 January 2000	804,950
	Additions	-
	Disposals	-
	At 13 January 2001	<u>804,950</u>
Accumulated Depreciation:	At 8 January 2000	17,342
	Charge for Year	102,864
	Disposals	-
	At 13 January 2001	<u>120,206</u>
Net Book Value at 13 January 2001		<u>684,744</u>
Net Book Value at 8 January 2000		<u>787,608</u>

ROODHILL LEASING LIMITED

NOTES (Continued)

13 JANUARY 2001

6. Debtors	2000			1999		
	<u>Due within</u>	<u>Due after</u>	<u>Total</u>	<u>Due within</u>	<u>Due after</u>	<u>Total</u>
	<u>One Year</u>	<u>One Year</u>		<u>One Year</u>	<u>One Year</u>	
	£	£	£	£	£	£
Finance Lease Debtors:						
Gross Rentals	1,190,470	1,948,506	3,138,976	1,428,641	2,823,320	4,251,961
Less Unearned Finance Charges	(192,326)	(178,046)	(370,372)	(269,293)	(281,175)	(550,468)
	998,144	1,770,460	2,768,604	1,159,348	2,542,145	3,701,493
VAT Debtor	13,856	-	13,856	57,883	-	57,883
Other Debtors	43,271	-	43,271	59,925	-	59,925
	1,055,271	1,770,460	2,825,731	1,277,156	2,542,145	3,819,301

New equipment leased in the year as Finance leases had a value of £492,693 (1999: £922,629).

7. Creditors

Amounts falling due within one year:

	<u>2000</u>	<u>1999</u>
	£	£
Trade Creditors	21,128	26,394
Corporation Tax	<u>145,014</u>	<u>148,933</u>
	166,142	175,327

NOTES (Continued)

13 JANUARY 2001

8. Creditors

Amounts falling due after more than one year:

	<u>2000</u>	<u>1999</u>
	<u>£</u>	<u>£</u>
Due to immediate holding company	<u>2,548,129</u>	<u>3,982,298</u>

The Co-operative Bank p.l.c., the immediate holding company, has agreed not to require repayments of sums owing to it before 13 January 2002 at the earliest.

9. Deferred Taxation

	<u>2000</u>	<u>1999</u>
	<u>£</u>	<u>£</u>
At 8 January 2000	132,560	275,871
Profit and Loss account	<u>(31,256)</u>	<u>(143,311)</u>
Liability at 13 January 2001	<u>101,304</u>	<u>132,560</u>

The maximum potential liability for deferred taxation, all of which arises from accelerated capital allowances was £101,304 (1999 : £132,560)

10. Lease Earnings Equalisation Reserve

At 8 January 2000	627	1,026
Credit to Profit and Loss Account	<u>(105)</u>	<u>(399)</u>
Liability at 13 January 2001	<u>522</u>	<u>627</u>

11. Deferred Income

	<u>2000</u>	<u>1999</u>
	<u>£</u>	<u>£</u>
Rentals received in advance	<u>9,649</u>	<u>11,759</u>

ROODHILL LEASING LIMITED

NOTES (Continued)

13 JANUARY 2001

12. Called Up Share Capital

	<u>Authorised</u>		<u>Allotted Called-up and Fully Paid</u>	
	<u>2000</u> <u>£</u>	<u>1999</u> <u>£</u>	<u>2000</u> <u>£</u>	<u>1999</u> <u>£</u>
Ordinary Shares of £1 each	<u>100</u>	<u>100</u>	<u>2</u>	<u>2</u>

13. Profit and Loss Account

	<u>2000</u> <u>£</u>	<u>1999</u> <u>£</u>
At 8 January 2000	304,336	292,049
Retained profit for the year	<u>380,391</u>	<u>12,287</u>
At 13 January 2001	<u>684,727</u>	<u>304,336</u>

14. Reconciliation of Movements in Shareholders Funds

	<u>2000</u> <u>£</u>	<u>1999</u> <u>£</u>
Profit for the financial year and net addition to Shareholders' funds	380,391	12,287
Opening Shareholders' funds	<u>304,338</u>	<u>292,051</u>
Closing Shareholders' funds	<u>684,729</u>	<u>304,338</u>

15. Holding Organisation

The company's immediate holding company is The Co-operative Bank p.l.c., which is incorporated in England & Wales and whose financial statements are available from 1 Balloon Street, Manchester M60 4EP.

The ultimate holding organisation is Co-operative Group (CWS) Limited, which is incorporated in England & Wales and which is registered under the Industrial and Provident Societies Acts 1965 to 1978. Its financial statements are available from New Century House, Manchester M60 4ES.