

Source Insurance Limited

Report of the Directors and

Audited Financial Statements for the Year Ended 31 December 2011

Radnor House Greenwood Close Cardiff Gate Business Park Cardiff CF23 8AA

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28/09/2012 COMPANIES HOUSE #385

Registered to corry on audit work and regulated for a range of investment business activities by the Institute of Chartered Accountants in England and Wales

bpu Chartered Accountants is a trading name of BPU Ltd Campany Number 3723948 Reastered in Woles

A list of directors is available from the registered office above

Source Insurance Limited

Company Information for the Year Ended 31 December 2011

DIRECTORS:

M R Cairns

G L Davidson A A Masters

REGISTERED OFFICE:

Drake House

Plymouth Road

Penarth CF64 3TP

REGISTERED NUMBER:

02864963 (England and Wales)

AUDITORS:

BPU Limited

Chartered Accountants

Statutory Auditor Radnor House Greenwood Close

Cardiff Gate Business Park

Cardiff CF23 8AA

BANKERS:

National Westminster Bank plc

2 Plymouth Road

Penarth

Vale of Glamorgan

CF64 3YN

Report of the Directors for the Year Ended 31 December 2011

The directors present their report with the financial statements of the company for the year ended 31 December 2011

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of a general insurance intermediary

REVIEW OF BUSINESS

The company's core business remains the provision of general insurance products through intermediary brokers. Growth on general insurance was 6% with income of £9.5m compared with £9m in the previous 12 months.

The directors are pleased with the development of the company during the period and the financial results and retained profit as at the year end. The directors believe that the company's product portfolio is an excellent match to the current needs of the market and that consequently Source is well positioned to grow its customer base in spite of less favourable economic conditions.

RESULTS

The results for the year are set out in the profit and loss account

DIVIDENDS

The total distribution of dividends for the year ended 31 December 2011 will be £497,585 (2010 - £1,393,484)

FIXED ASSETS

Details of movements in fixed assets are set out in note 7 of the financial statements

DIRECTORS

The directors shown below have held office during the whole of the period from 1 January 2011 to the date of this report

G L Davidson

A A Masters

Other changes in directors holding office are as follows

M R Cairns - appointed 17 March 2011 M T Guest - resigned 23 March 2011 A McLauchlan - resigned 7 December 2011

INTRODUCTION OF THE EURO

The directors have considered the potential impact and extent of the introduction of the Euro on the business and its operation

The directors are of the opinion that there will be no major problems in this area and they do not feel that costs associated with it will be of a material nature

Report of the Directors for the Year Ended 31 December 2011

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors 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 judgements and accounting 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.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information

THIS REPORT WAS APPROVED BY THE BOARD:

A A Masters - Director

Data 27 July 2012

Report of the Independent Auditors to the Members of Source Insurance Limited

We have audited the financial statements of Source Insurance Limited for the year ended 31 December 2011 on pages six to twenty one. 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 a Report of the Auditors 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 auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page three, 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 Report of the Directors 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 profit 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

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements



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Report of the Independent Auditors to the Members of Source Insurance 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

John Huw Palin ACA (Senior Statutory Auditor)

for and on behalf of BPU Limited

Chartered Accountants

Statutory Auditor

Date 30 July 2012

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Profit and Loss Account for the Year Ended 31 December 2011

1	Notes	2011 £	2010 £
TURNOVER		9,528,789	9,007,949
Cost of sales		(4,913,774)	(4,730,864)
GROSS PROFIT		4,615,015	4,277,085
Administrative expenses		(3,929,391)	(2,663,076)
OPERATING PROFIT	3	685,624	1,614,009
Interest receivable & similar income		28,807	13,825
		714,431	1,627,834
Interest payable & similar charges	4	(6,585)	(8,073)
PROFIT ON ORDINARY ACTIVITIE BEFORE TAXATION	S	707,846	1,619,761
Tax on profit on ordinary activities	5	(188,111)	(447,774)
PROFIT FOR THE FINANCIAL YEA	\R	519,735	1,171,987

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current year or previous year

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profits for the current year or previous year

Balance Sheet 31 December 2011

		20	11	20	10
	Notes	£	£	£	£
FIXED ASSETS	_				
Tangible assets Investments	7 8		987,123 100		859,553
mvesuments	U		100		
			987,223		859,553
CURRENT ASSETS					
Debtors	9	763,674		980,298	
Cash at bank and in hand		2,409,729		2,018,878	
		3,173,403		2,999,176	
CREDITORS		3,113,133		2,000,110	
Amounts falling due within one year	10	2,862,117		2,722,088	
NET CURRENT ASSETS			311,286		277,088
TOTAL ASSETS LESS CURRENT					-
LIABILITIES			1,298,509		1,136,641
CREDITORS					
Amounts falling due after more than					
one year	11		(338,755)		(291,386)
PROVISIONS FOR LIABILITIES	15		(23,000)		(2,000)
ACCRUALS AND					
DEFERRED INCOME	16		(272,622)		(201,273)
NET ASSETS			664,132		641,982
CAPITAL AND RESERVES					
Carrial and Reserves Called up share capital	17		2,000		2,000
Profit and loss account	18		662,132		639,982
Tone and 1000 account	10				
SHAREHOLDERS' FUNDS	22		664,132		641,982

Balance Sheet - continued 31 December 2011

The financial statements were approved by the Board of Directors on 27 504 and were signed on its behalf by

G L Davidson - Director

Cash Flow Statement for the Year Ended 31 December 2011

		201	11	20	10
	Notes	£	£	£	£
Net cash inflow from operating activities	1		1,428,955		1,408,815
Returns on investments and servicing of finance	2		22,222		5,752
Taxation			(457,378)		(433,784)
Capital expenditure and financial investment	2		(174,708)		(25,315)
Equity dividends paid			(497,585)		(1,393,484)
			321,506		(438,016)
Financing	2		69,345		(18,733)
Increase/(decrease) in cash in	the period		390,851		(456,749) ======
Reconciliation of net cash flow to movement in net funds	v 3				
Increase/(decrease) in cash in the period Cash (inflow)/outflow		390,851		(456,749)	
from (increase)/decrease in debt lease financing	and	(69,345)		18,733	
Change in net funds resulting from cash flows			321,506		(438,016)
Movement in net funds in the p	period		321,506 1,707,916		(438,016) 2,145,932

Notes to the Cash Flow Statement for the Year Ended 31 December 2011

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

	2011	2010
	£	£
Operating profit	685,624	1,614,009
Depreciation charges	47,038	56,601
Decrease/(increase) in debtors	216,624	(96,598)
Increase/(decrease) in creditors	479,669	(165,197)
Net cash inflow from operating activities	1,428,955	1,408,815

2 ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT

	2011	2010
	£	£
Returns on investments and servicing of finance		
Interest received	28,807	13,825
Interest paid	(6,059)	(8,073)
Interest element of hire purchase payments	(526)	
, , ,		
Net cash inflow for returns on investments and servicing		
of finance	22,222	5,752
Capital expenditure and financial investment		
Purchase of tangible fixed assets	(174,608)	(25,315)
Purchase of fixed asset investments	(100)	-
Net cash outflow for capital expenditure and financial		
investment	(174,708)	(25,315)
Financing		
New loans in year	398,100	_
Capital repayments in year	(328,755)	(18,733)
Net cash inflow/(outflow) from financing	69,345	(18,733)

Notes to the Cash Flow Statement for the Year Ended 31 December 2011

3	ANALYSIS OF CHANGES IN NET FUNDS			A4
		At 1/1/11 £	Cash flow £	At 31/12/11 £
	Net cash Cash at bank and in hand	2,018,878	390,851	2,409,729
	Casti at bank and in hand			
		2,018,878	390,851	2,409,729
	Debt			
	Hire purchase	-	(75,459)	(75,459)
	Debts falling due within one year Debts falling due	(19,576)	3,109	(16,467)
	after one year	(291,386)	3,005	(288,381)
		(310,962)	(69,345)	(380,307)
	Total	1,707,916	321,506	2,029,422

Notes to the Financial Statements for the Year Ended 31 December 2011

1 ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention

Preparation of consolidated financial statements

The financial statements contain information about Source Insurance Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company believes the results of its only subsidiary are immaterial on a group basis and has therefore taken the option not to prepare consolidated financial statements.

Turnover

Turnover represents brokerage income for which the company takes credit upon inception of the corresponding insurance policy, where the premium has been received by the company, one of its insurance underwriters, or a third party collection agency

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

Freehold property
Plant and machinery

2% straight line20% straight line

Fixtures and fittings

- 20% straight line

Computer equipment

- 25% - 33% straight line

Freehold property is maintained to ensure that its value does not diminish over time. The cost of maintenance of freehold property is charged to the profit and loss in the year incurred. In the directors' opinion, depreciation would be immaterial and has not been charged.

Deferred tax

Full provision is made for deferred taxation resulting from timing differences between the recognition of gains and losses in the accounts and their recognition for tax purposes. Deferred taxation is calculated on an un-discounted basis at the tax rates which are expected to apply in the periods when the timing differences will reverse.

Hire purchase and leasing commitments

Assets held under finance leases and hire purchase contracts, which are those where substantially all the risks and rewards of ownership of the asset have passed to the company, are capitalised in the balance sheet and depreciated over their useful lives

The interest element of the rental obligations is charged to the profit and loss account over the period of the lease and represents a constant proportion of the balance of capital repayments outstanding

Rentals paid under operating leases are charged to income on a straight line basis over the lease term

12 continued

Notes to the Financial Statements - continued for the Year Ended 31 December 2011

1 ACCOUNTING POLICIES - continued

Insurance balances

The company acts as an insurance intermediary and is not liable for premiums due to underwriters or for claims payable to clients. Notwithstanding this legal relationship with clients and underwriters, the company follows generally accepted accounting practice by showing debtors, cash and creditors relating to insurance business as assets and liabilities of the company itself. The company receives premiums and premium refunds under risk transfer agreements with underwriters.

Hire purchase and leasing commitments

Assets held under finance leases and hire purchase contracts, which are those where substantially all the risks and rewards of ownership of the asset have passed to the company, are capitalised in the balance sheet and depreciated over their useful lives

The interest element of the rental obligations is charged to the profit and loss account over the period of the lease and represents a constant proportion of the balance of capital repayments outstanding

Rentals paid under operating leases are charged to income on a straight line basis over the lease term

2 STAFF COSTS

_		2011 £	2010 £
	Wages and salaries Social security costs	2,789,847 233,993	1,587,423 154,800
		3,023,840	1,742,223
	The average monthly number of employees during the year was	as follows 2011	2010
	Employees	65 ———	<u>62</u>
3	OPERATING PROFIT		
	The operating profit is stated after charging		
		2011 £	2010 £
	Depreciation - owned assets	47,038	56,601
	Audit fees Non audit services	8,579 500	8,790 4,235
	Operating lease rentals	29,698	21,635
		=====	====

3	OPERATING PROFIT - continued		
	Directors' remuneration	1,203,832	363,218
	Information regarding the highest paid director is as follows	2011 £	2010
	Emoluments etc	565,914 ———	£ 187,780
4	INTEREST PAYABLE & SIMILAR CHARGES	2011 £	2010
	Bank loan interest Hire purchase	6,059 526	£ 8,073 -
		6,585	8,073
5	TAXATION		
	Analysis of the tax charge The tax charge on the profit on ordinary activities for the year was	as follows 2011 £	2010 £
	Current tax UK corporation tax	167,111	458,774
	Deferred tax	21,000	(11,000)
	Tax on profit on ordinary activities	188,111	447,774

Notes to the Financial Statements - continued for the Year Ended 31 December 2011

5 TAXATION - continued

Factors affecting the tax charge

The tax assessed for the year is lower than the standard rate of corporation tax in the UK The difference is explained below

		2011 £	2010 £
	Profit on ordinary activities before tax	707,846	1,619,761
	Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 26% (2010 - 28%)	184,040	453,533
	Effects of		
	Expenses not deductible for tax purposes	4,391	45
	Tax Depreciation in excess of capital allowances	(21,320)	3,799
	Prior period adjustment	(21,320)	1,397
	Current tax charge	<u>167,111</u>	458,774
6	DIVIDENDS		
		2011	2010
		£	£
	Ordinary shares of £1 each Paid	497,585	1,393,484

The directors have proposed a final dividend for the year ended 31 December 2011 of £143,532 which was paid in January and May 2012

Notes to the Financial Statements - continued for the Year Ended 31 December 2011

7 TANGIBLE FIXED ASSETS

		.	Fixtures	_	
	Freehold property £	Plant and machinery £	and fittings £	Computer equipment £	Totals £
COST					
At 1 January 2011	782,265	94,887	89,642	242,741	1,209,535
Additions			10,742	163,866	174,608
At 31 December 2011	782,265	94,887	100,384	406,607	1,384,143
DEPRECIATION					
At 1 January 2011	-	78,218	77,866	193,898	349,982
Charge for year	<u> </u>	10,462	6,904	29,672	47,038
At 31 December 2011	<u>-</u>	88,680	84,770	223,570	397,020
NET BOOK VALUE					
At 31 December 2011	782,265	6,207	15,614	183,037	987,123
At 31 December 2010	782,265	16,669	11,776	48,843	859,553

The net book value of tangible fixed assets includes £121,260 in respect of assets held under hire purchase contracts

8 FIXED ASSET INVESTMENTS

	Shares in group undertakings £
COST Additions	100
At 31 December 2011	100
NET BOOK VALUE At 31 December 2011	100

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

Payzip Limited

Nature of business Payment collection made simple

Class of shares holding
Ordinary 100 00

Information in relation to Payzip Limited is not provided as it is deemed to be immaterial

16

continued

9	DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		2011	2010
	Trade debtors	£ 611,053 10,678	£ 809,500
	Amounts owed by group undertakings Other debtors VAT	39,060 785	7,603
	Prepayments and accrued income	102,098	163,195
		763,674	980,298
10	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
10	CREDITORS, AMOUNTS I ALLING DOL WITHIN ONE TEAR	2011	2010
		£	£
	Bank loan (see note 12)	16,467	19,576
	Hire purchase contracts (see note	25 225	
	13) Trade creditors	25,085 2,029,065	2,070,724
	Corporation tax	167,110	457,377
	Social security and other taxes	108,632	39,962
	Accruals and deferred income	515,758	134,449
		2,862,117	2,722,088
11	CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR		
		2011	2010
	Bank loan (see note 12)	£ 288,381	£ 291,386
	Hire purchase contracts (see note 13)	50,374	-
		338,755	291,386
12	LOANS		
	An analysis of the maturity of loans is given below		
		2011	2010
		£	£
	Amounts falling due within one year or on demand Bank loans	16,467	19,576
	Amounts falling due between one and two years Bank loans - 1-2 years	19,124	20,051
	17		continued
	11		Jonanaea

12	LOANS - continued	2011	2010			
		£	£			
	Amounts falling due between two and five years Bank loans - 2-5 years	269,257	63,119			
	Bank loans - 2-5 years		====			
	Amounts falling due in more than five years					
	Repayable by instalments					
	Bank loans more 5 yr by instal	-	208,216			
	The bank loan is due to mature in July 2016, with an interest re 1 97%	ate charged at	base rate			
13	OBLIGATIONS UNDER HIRE PURCHASE CONTRACTS AND I	ORLIGATIONS LINDER HIRE PURCHASE CONTRACTS AND LEASES				
			Hire			
		•	purchase			
		cont 2011	racts 2010			
		£	£			
	Net obligations repayable					
	Within one year	25,085 50,374	-			
	Between one and five years	50,374				
		75,459	-			
	The following operating lease payments are committed to be paid within one year					
		Oti	Other			
		_	operating			
		lea	ses			
		2011	2010			
		2011 £	2010 £			
	Expiring Within one year		£			
	Within one year	£				
	. •		£			

14	SECURED	DEBTS				
	The followin	g secured debts are in	cluded within cre	ditors		
	Bank Ioan				2011 £ 304,848	2010 £ 310,962
15	PROVISION	IS FOR LIABILITIES			2011	2010
	Deferred tax	<			£ 23,000 —	£ 2,000 ———
						Deferred tax £
		l January 2011 profit & loss				2,000 21,000
	Balance at 3	31 December 2011				23,000
16	ACCRUALS	S AND DEFERRED INC	COME		2011	2010
	Accruals an	d deferred income			£ 272,622	£ 201,273
17	CALLED UI	SHARE CAPITAL				
	Allotted, issi Number	ued and fully paid Class		Nominal value	2011 £	2010 £
	2,000	Ordinary		£1	2,000	2,000

18	RESERVES		Profit and loss account £
	At 1 January 2011 Profit for the year Dividends		639,982 519,735 (497,585)
	At 31 December 2011		662,132
19	CAPITAL COMMITMENTS	2011 £	2010 £
	Contracted but not provided for in the financial statements	98,446	

Notes to the Financial Statements - continued for the Year Ended 31 December 2011

20 RELATED PARTY DISCLOSURES

a) Related parties

(i) Other/director --

A A Masters

G L Davidson

b) Consultancy services from related parties

	Net	
	value	Balance
	of	
	supply	owed
	in year	at year end
	£	£
2011		
Other	92,842	1,500
2010		
Other	119,152	10,450
		
c) Dividends paid to directors during the year		
	2011	2010
	£	£
G L Davidson	34,831	97,544
M T Guest	19,903	55,739
A A Masters	253,769	710,677
A McLauchlan	74,638	209,023

21 ULTIMATE CONTROLLING PARTY

The company is ultimately controlled by A A Masters, the chairman and effective 51% shareholder

22 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2011	2010
	£	£
Profit for the financial year	519,735	1,171,987
Dividends	(497,585)	(1,393,484)
Net addition/(reduction) to shareholders' funds	22,150	(221,497)
Opening shareholders' funds	641,982	863,479
Closing shareholders' funds	664,132	641,982
		