Registered number: 3927277



WHITEHOUSE MID KENT LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

For the year ended 31 March 2007

TUESDAY



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Barnes Roffe LLP, Chartered Accountants, 16-19 Copperfields, Spital Street, Dartford, Kent, DA1 2DE PP: 16 January 2008

COMPANY INFORMATION

DIRECTORS P C Conway Esq (resigned 21/7/06)

L A Fulford Esq P Reynolds Esq

M R Smith Esq (resigned 18/8/06)

G K Watts Esq

SECRETARY L A Fulford Esq

COMPANY NUMBER 3927277

REGISTERED OFFICE 315 - 321 Broadway

Bexleyheath

Kent DA6 8DT

AUDITORS Barnes Roffe LLP

Chartered Accountants & Registered Auditors

16-19 Copperfields Spital Street

Dartford Kent DA1 2DE

BANKERS Barclays Bank Plc

6 Market Place Bexleyheath Kent

DA6 7DY

DIRECTORS' REPORT For the year ended 31 March 2007

The directors present their report and the financial statements for the year ended 31 March 2007

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the annual 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). The financial statements are required by law to 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 proper accounting records that 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 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.

So far as each of the directors is aware at the time the report is approved

- there is no relevant audit information of which the company's auditors are unaware, and
- the directors have taken all steps that they ought to have taken to make themselves aware of any
 relevant audit information and to establish that the auditors are aware of that information

PRINCIPAL ACTIVITIES

The principal activity of the company is that of retail motor traders

BUSINESS REVIEW

The company has traded profitably during the year with a profit before tax of £348,642 (2006 £441,985) resulting from a turnover of £29,867,274 (2006 £26,458,941) The directors are reasonably satisfied with the trading profit

Futher details of the company's trading are shown in the profit and loss account

RESULTS

The profit for the year, after taxation, amounted to £343,892 (2006 - £441,985)

DIRECTORS' REPORT For the year ended 31 March 2007

DIRECTORS

The directors who served during the year were

P C Conway Esq (resigned 21/7/06) L A Fulford Esq P Reynolds Esq M R Smith Esq (resigned 18/8/06) G K Watts Esq

PA Conway Esq and MR Smith Esq resigned in their position as directors during the year

AUDITORS

The auditors, Barnes Roffe LLP, will be proposed for reappointment in accordance with section 385 of the Companies Act 1985

This report/was approved by the board on x 24 10

and signed on its behalf

L A Fulford Esq

Director

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF WHITEHOUSE MID KENT LIMITED

We have audited the financial statements of Whitehouse Mid Kent Limited for the year ended 31 March 2007 set out on pages 6 to 18. These financial statements have been prepared in accordance with the accounting policies set out therein

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland)

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 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, 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 other transactions is not disclosed

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it

BASIS OF AUDIT OPINION

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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 judgments 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.

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF WHITEHOUSE MID KENT LIMITED

OPINION

In our opinion

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 March 2007 and of its profit for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Directors' Report is consistent with the financial statements

BARNES ROFFE LLP

Chartered Accountants & Registered Auditors 16-19 Copperfields Spital Street

Dartford

Kent

Date 28. January . 2308

PROFIT AND LOSS ACCOUNT For the year ended 31 March 2007

		_	
	Note	2007 £	2006 £
TURNOVER	1,2	29,867,274	26,458,941
Cost of sales		(25,396,458)	(22,359,955)
GROSS PROFIT		4,470,816	4,098,986
Selling and distribution costs		(2,322,881)	(2,088,792)
Administrative expenses		(1,651,767)	(1,449,409)
OPERATING PROFIT	3	496,168	560,785
Interest receivable		20,529	24,793
Interest payable	6	(168,055)	(143,593)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		348,642	441,985
Tax on profit on ordinary activities	7	(4,750)	<u>-</u>
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION	15	343,892	441,985

All amounts relate to continuing operations

There were no recognised gains and losses for 2007 or 2006 other than those included in the profit and loss account

The notes on pages 9 to 18 form part of these financial statements

BALANCE SHEET As at 31 March 2007

	Note	£	2007 £	£	2006 £
FIXED ASSETS					
Intangible fixed assets	8		34,626		49,987
Tangible fixed assets	9		217,238		157,348
			251,864		207,335
CURRENT ASSETS					
Stocks	10	4,804,471		3,696,589	
Debtors	11	914,940		2,499,480	
Cash at bank		1,051,932		2,693	
		6,771,343		6,198,762	
CREDITORS: amounts falling due within one year	12	(4,559,744)		(4,306,585)	
NET CURRENT ASSETS			2,211,599		1,892,177
TOTAL ASSETS LESS CURRENT LIABILI	TIES		2,463,463		2,099,512
CREDITORS. amounts falling due after more than one year	13		(44,190)		(24,131)
NET ASSETS			2,419,273		2,075,381
CAPITAL AND RESERVES					
Called up share capital	14		1,500,000		1,500,000
Profit and loss account	15		919,273		575,381
SHAREHOLDERS' FUNDS - All equity	16		2,419,273		2,075,381

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

× 24/1/08

G K Watts Esq

Director

L'A Fulford Esq Director

The notes on pages 9 to 18 form part of these financial statements

CASH FLOW STATEMENT For the year ended 31 March 2007

	Note	2007 £	2006 £
Net cash flow from operating activities	18	1,653,103	86,080
Returns on investments and servicing of finance	19	(147,526)	(118,800)
Taxation		-	(4,385)
Capital expenditure and financial investment	19	(152,931)	53,125
Equity dividends paid		-	(195,166)
CASH INFLOW/(OUTFLOW) BEFORE FINANCING		1,352,646	(179,146)
Financing	19	28,166	3,159
INCREASE/(DECREASE) IN CASH IN THE YEAR		1,380,812	(175,987)

RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS/DEBT For the year ended 31 March 2007

	2007 £	2006 £
Increase/(Decrease) in cash in the year	1,380,812	(175,987)
Cash inflow from increase in debt and lease financing	(28,166)	(3,159)
MOVEMENT IN NET DEBT IN THE YEAR	1,352,646	(179,146)
Net debt at 1 April 2006	(362,575)	(183,429)
NET FUNDS/(DEBT) AT 31 MARCH 2007	990,071	(362,575)

The notes on pages 9 to 18 form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 March 2007

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 TURNOVER

Turnover comprises revenue recognised by the company in respect of goods and services supplied, exclusive of Value Added Tax and trade discounts

1.3 INTANGIBLE FIXED ASSETS

Goodwill is the difference between amounts paid on the acquisition of a business and the fair value of the identifiable assets and liabilities. It is amortised over its estimated economic life of ten years

14 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.

Plant & Machinery, fittings, - 3-10 years straight line equipment and motor vehicles

1.5 STOCKS AND WORK IN PROGRESS

Stocks are stated at the lower of cost and net realisable value. Cost represents the purchase price paid to suppliers

1.6 CONSIGNMENT STOCKS

Vehicle consignment stocks and their corresponding creditor are recognised on the balance sheet when the vehicles are in substance an asset of the company. This is determined by reference to whether there is clear control of the vehicles by the company and whether a finance charge is borne by the company on the value of the consignment stock held.

1.7 DEFERRED TAXATION

Deferred taxation assets and liabilities are determined, using the liability method, for all temporary timing differences arising between the tax basis of assets and liabilities and their carrying value for financial reporting purposes. Currently enacted tax rates are used for this purpose Principal temporary differences arise from depreciation, untaxed reserves and tax losses carried forward. Deferred tax assets relating to this carried forward of unused tax losses are recognised to the extent that it is probable that future taxable profits will be available against which the unused tax losses can be utilised.

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 March 2007

1 ACCOUNTING POLICIES (continued)

1.8 LEASING AND HIRE PURCHASE

Assets obtained under finance leases and hire purchase contracts are capitalised at their fair value on acquisition and depreciated over their estimated useful lives. The finance charges are allocated over the period of the lease in proportion to the capital elements outstanding

1.9 OPERATING LEASES

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

1.10 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. The assets of the scheme are held seperately from those of the company in an independently administered fund.

2 TURNOVER

All turnover and profits arise in the United Kingdom from the principal activity of the company

3. OPERATING PROFIT

The operating profit is stated after charging

	2007 £	2006 £
Amortisation - intangible fixed assets	15,361	15,361
Depreciation of tangible fixed assets - owned by the company Auditors' remuneration	66,792 8,300	128,806 8,400
Operating lease rentals - other operating leases	515,301	370,178

	STAFF COSTS		
	Staff costs, including directors' remuneration, were as follows		
		2007 £	2006 £
	Wages and salaries Social security costs	1,858,368 15,111	1,656,362 13,893
		1,873,479	1,670,255
	The average monthly number of employees, including the direct	tors, during the year was a	s follows
		2007	2006
		No.	No
	Sales	18	20
	After sales Administration	41 15	37 15
		74	72
5.	DIRECTORS' REMUNERATION		
		2007	2006
	Emoluments	£ 94,888	£ 172,736
	Pension contributions	3,627	6,065
	During the year retirement benefits were accruing to 1 director	(2006 - 2) in respect of m	oney purchase
	pension schemes The highest paid director received remuneration of £94,888 (20)	06 - £93,765)	
6		06 - £93,765)	
6	The highest paid director received remuneration of £94,888 (20	06 - £93,765) 2007 £	2006 £
6	The highest paid director received remuneration of £94,888 (20	2007	

	For the year ended 31 March 2007				
7.	TAXATION				
		2007 £	2006 £		
	UK corporation tax charge on profits for the year	4,750	-		
	FACTORS AFFECTING TAX CHARGE FOR THE YEAR				
	The tax assessed for the year is lower than the standard rate of condifferences are explained below	orporation tax in the U	K (30%) The		
		2007	2006		
		£	£		
	Profit on ordinary activities before tax	348,642	441,985		
	Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 30% (2006 - 30%)	104,593	132,596		
	EFFECTS OF:				
	Expenses not deductible for tax purposes	4,721	1,810		
	Capital allowances for year in excess of depreciation Amounts not chargeable to Corporation Tax	(4,988)	13,120 (274)		
	Group relief	(99,576)	(147,252)		
	CURRENT TAX CHARGE FOR THE YEAR (see note above)	4,750	-		
	Factors that may affect future tax charges				
	There were no factors that may affect future tax charges				
8.	INTANGIBLE FIXED ASSETS				
			Goodwill		
			£		

	Goodwill £
COST	
At 1 April 2006 and 31 March 2007	170,011
AMORTISATION	
At 1 April 2006	120,024
Charge for the year	15,361
At 31 March 2007	135,385
NET BOOK VALUE	
At 31 March 2007	34,626
At 31 March 2006	49,987

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 March 2007

9.	TANGIBLE	E FIXED	ASSETS
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	Plant and machinery £	Leased plant and machinery £	Total £
COST			
At 1 April 2006	562,171	98,698	660,869
Additions	88,505	38,177	126,682
Disposals	-	(17,439)	(17,439)
At 31 March 2007	650,676	119,436	770,112
DEPRECIATION			
At 1 April 2006	438,519	65,002	503,521
Charge for the year	51,721	15,071	66,792
On disposals	-	(17,439)	(17,439)
At 31 March 2007	490,240	62,634	552,874
NET BOOK VALUE			
At 31 March 2007	160,436	56,802	217,238
At 31 March 2006	123,652	33,696	157,348

The net book value of assets held under finance leases or hire purchase contracts, included above, are as follows

	2007	2006
	£	£
Plant and machinery	56,802	33,696

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 March 2007

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	IJ.	- 31		n

	2007 £	2006 £
Parts, consumables and work in progress Consignment stock Vehicles	327,904 1,836,781 2,639,786	316,426 1,032,172 2,347,991
	4,804,471	3,696,589

In addition to the consignment stock shown on the balance sheet, the company holds certain other vehicles which are not, in substance, assets of the company but which are required to be held and funded under the terms of the dealership agreements entered into by the company

The value of these vehicles is £1,427,340 (2006 £822,457) All of these vehicles are either on site at the various dealerships, or held at car compounds or other nearby sites

The consignment stock creditors are secured by the vehicles to which they relate

11. DEBTORS

	2007 £	2006 £
Trade debtors	501,892	569,062
Amount owed by parent company and fellow subsidiaries	125,466	1,750,000
Prepayments and accrued income	287,582	180,418
	914,940	2,499,480

12. CREDITORS:

AMOUNTS FALLING DUE WITHIN ONE YEAR

	2007	2006
	£	£
Bank loans and overdrafts	-	331,573
Net obligations under finance leases and hire purchase contracts	17,671	9,564
Trade creditors	2,237,064	2,653,269
Corporation tax	4,750	-
Social security and other taxes	190,148	68,015
Consignment stock creditors	1,836,781	1,032,172
Accruals and deferred income	273,330	211,992
	4,559,744	4,306,585

Bank loans and overdrafts are secured via a £1,000,000 guarantee from Whitehouse Group Limited

The finance lease liabilities are secured upon the assets to which they relate

13.	CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR		
		2007 £	2006 £
	Net obligations under finance leases and hire purchase contracts	44,190	24,131
	Obligations under finance leases and hire purchase contracts, included	d above, are payal	ble as follows
		2007 £	2006 £
	Between one and five years	44,190	24,131
14.	SHARE CAPITAL		
		2007	2006
	AUTHORISED	£	£
	5,000,000 Ordinary shares shares of £1 each	5,000,000	5,000,000
	ALLOTTED, CALLED UP AND FULLY PAID	· · · · · · · · · · · · · · · · · · ·	
	1,500,000 Ordinary shares shares of £1 each	1,500,000	1,500,000
15.	RESERVES		
			Profit and loss account £
	At 1 April 2006 Profit retained for the year		575,381 343,892
	At 31 March 2007		919,273
16.	RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS		
		2007 £	2006 £
	Opening shareholders' funds Profit for the year	2,075,381 343,892	1,828,562 441,985
	Dividends (Note 17)	J+J,032 -	(195,166)
	Closing shareholders' funds	2,419,273	2,075,381

IDENDS			
		2007 £	2006 £
dends paid on ed	quity capital	-	195,166
·			<u> </u>
Γ CASH FLOW F	FROM OPERATING ACTIVITIES		
		2007	2006
		£	£
erating profit		496,168	560,785
	igible fixed assets	15,361	15,361
reciation of tang		66,792	116,248
	tangible fixed assets	26,249 (1,107,882)	25,499 (885,233)
rease in stocks crease/(increase)	un debtore	1,584,538	(1,359,033)
rease in creditors		571,877	1,612,453
T CASH INFLOV	V FROM OPERATIONS	1,653,103	86,080
ALYSIS OF CAS	SH FLOWS FOR HEADINGS NETTED IN CASH	FLOW STATEMENT	2006
TURNS ON INVE	SH FLOWS FOR HEADINGS NETTED IN CASH	2007 £	2006 £
		2007	2006 £ 24,793
TURNS ON INVE rest received rest paid	ESTMENTS AND SERVICING OF FINANCE OW FROM RETURNS ON INVESTMENTS	2007 £ 20,529	2006
TURNS ON INVE crest received crest paid	ESTMENTS AND SERVICING OF FINANCE OW FROM RETURNS ON INVESTMENTS	2007 £ 20,529 (168,055) ———————————————————————————————————	2006 £ 24,793 (143,593, ————————————————————————————————————
TURNS ON INVE crest received crest paid T CASH OUTFL ND SERVICING	ESTMENTS AND SERVICING OF FINANCE OW FROM RETURNS ON INVESTMENTS OF FINANCE	2007 £ 20,529 (168,055) ———————————————————————————————————	2006 £ 24,793 (143,593, (118,800,
TURNS ON INVE crest received crest paid T CASH OUTFL ND SERVICING	ESTMENTS AND SERVICING OF FINANCE OW FROM RETURNS ON INVESTMENTS OF FINANCE	2007 £ 20,529 (168,055) ———————————————————————————————————	2006 £ 24,793 (143,593, ————————————————————————————————————
TURNS ON INVE crest received crest paid T CASH OUTFL ND SERVICING	ESTMENTS AND SERVICING OF FINANCE OW FROM RETURNS ON INVESTMENTS OF FINANCE ITURE AND FINANCIAL INVESTMENT of fixed assets	2007 £ 20,529 (168,055) ———————————————————————————————————	24,793 (143,593, (118,800, 2006 £
TURNS ON INVENTEST RECEIVED T CASH OUTFLE ND SERVICING PITAL EXPENDED T chase of tangible of tangible fixed	ESTMENTS AND SERVICING OF FINANCE OW FROM RETURNS ON INVESTMENTS OF FINANCE ITURE AND FINANCIAL INVESTMENT of fixed assets	2007 £ 20,529 (168,055) (147,526) 2007 £ (126,682) (26,249)	24,793 (143,593, (118,800, 2006 £ (45,803, 98,928
TURNS ON INVE	ESTMENTS AND SERVICING OF FINANCE OW FROM RETURNS ON INVESTMENTS OF FINANCE ITURE AND FINANCIAL INVESTMENT e fixed assets d assets	2007 £ 20,529 (168,055) ———————————————————————————————————	24,793 (143,593, (118,800, 2006 £ (45,803, 98,928
TURNS ON INVENTEST RECEIVED T CASH OUTFLE ND SERVICING PITAL EXPENDED T chase of tangible of tangible fixed	ESTMENTS AND SERVICING OF FINANCE OW FROM RETURNS ON INVESTMENTS OF FINANCE ITURE AND FINANCIAL INVESTMENT e fixed assets d assets	2007 £ 20,529 (168,055) (147,526) 2007 £ (126,682) (26,249)	24,793 (143,593) (118,800) 2006 £ (45,803) 98,928 53,125
TURNS ON INVENTEST RECEIVED T CASH OUTFLE ND SERVICING PITAL EXPENDED T chase of tangible of tangible fixed	ESTMENTS AND SERVICING OF FINANCE OW FROM RETURNS ON INVESTMENTS OF FINANCE ITURE AND FINANCIAL INVESTMENT e fixed assets d assets	2007 £ 20,529 (168,055) (147,526) 2007 £ (126,682) (26,249) (152,931)	2006 £ 24,793 (143,593, ————————————————————————————————————

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 March 2007

20. ANALYSIS OF CHANGES IN NET DEBT

			Other non-cash	
	1 Aprıl 2006	Cash flow	changes	31 March 2007
	£	£	£	£
Cash at bank and in hand	2,693	1,049,239	-	1,051,932
Bank overdraft	(331,573)	331,573	-	-
	(328,880)	1,380,812	-	1,051,932
DEBT:				
Debts due within one year Debts falling due after more than one	(9,564)	(28,166)	20,059	(17,671)
year	(24,131)		(20,059)	(44,190)
NET (DEBT)/FUNDS	(362,575)	1,352,646	-	990,071

21. OPERATING LEASE COMMITMENTS

At 31 March 2007 the company had annual commitments under non-cancellable operating leases as follows

	Land a	Land and buildings	
	2007	2006	
	£	£	
EXPIRY DATE:			
After more than 5 years	51,406	43,750	

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 March 2007

22. RELATED PARTY TRANSACTIONS

The ultimate parent company is Whitehouse Group (Holdings) Limited, a company incorporated in Great Britain. The immediate parent company is Whitehouse Group Limited.

During the year the company paid rent of £471,000 (2006 £269,112) to Whitehouse Group (Properties) Limited, a fellow subsidiary

During the year the company paid management charges of £25,266 (2006 £106,800) to Whitehouse Group Limited

During the year the company made sales to fellow group companies as follows

	2007	2006
	£	£
Whitehouse Group Limited	87,561	494,872
Whitehouse South London Limited	273,890	-
Sargeant & Collins Limited	40,609	-

As at 31 March 2007 the company was owed £125,466 (2006 £1,750,000) from Whitehouse Group Limited

23. CONTROLLING PARTY

The company is controlled by Mrs L G Whitehouse, a director of the ultimate parent company, Whitehouse Group (Holdings) Limited