AS Fire and Rescue Equipment Limited

Annual Report and Accounts

Year Ended 31 March 2005

Registered Number 4840869

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### AS FIRE AND RESCUE EQUIPMENT LIMITED CONTENTS

DIRECTORS' REPORT	2
INDEPENDENT AUDITORS' REPORT	3
PROFIT AND LOSS ACCOUNT	4
BALANCE SHEET	5
NOTES TO THE ACCOUNTS	6 – 14

Directors:

Tim Wightman (Non-Executive Chairman)

David Chisnall (Managing Director)

Adrian Bradshaw (Non-Executive Director)

Secretary:

Tim O'Connor

#### Registered Office

Commercial Road Totton Southampton Hants SO40 3AE

Tel: 023 80861966 Fax: 023 80872757

Registered in England:

4840869

### A S FIRE AND RESCUE EQUIPMENT LIMITED DIRECTORS' REPORT

The Directors present their report together with the audited financial statements for year ended 31 March 2005.

#### Principal activity

The Company's principal activity is the design, manufacture, repair and marketing of ladders and other fire fighting equipment.

On 12 December 2003 Asfare Group plc (the parent company of A S Fire and Rescue Equipment) acquired Speed 5019 Limited and its subsidiaries. Upon the admission to AIM of Asfare Group plc, in accordance with the hivedown agreement dated 8 December 2003, Asfare Group plc sold its investment in Speed 5019 Limited to the Company and subsequently on 12 December 2003 the trade and assets of Asfare No.1 Limited (formerly AS Fire and Rescue Equipment Limited) and Fire Guns Limited, formerly the principal trading subsidiaries of Speed 5019 Limited were transferred by way of hive-up to the Company which is now the principal trading subsidiary of Asfare Group plc.

Accordingly the comparative figures in these accounts represent the Company's results from incorporation to 31 March 2004 and the trading results arising from the transfer of the trade and assets of Asfare No.1 Limited (formerly AS Fire and Rescue Equipment Limited) and Fire Guns Limited for the period from the 12 December 2003 to 31 March 2004.

#### The Board

The Board consists of two Executive Directors and two Non-Executive Directors:

Tim Wightman, Non-Executive Chairman David Chisnall Adrian Jones ACA Adrian Bradshaw, Non-Executive Director

(Appointed 21 September 2004) (Appointed 22 June 2004, resigned 31 August 2005)

No Director held any beneficial interests in the ordinary shares of the Company. The interests of the Directors at 31 March 2005 in the shares of Asfare Group plc, the ultimate holding company, are disclosed in the financial statements of that company.

#### Statement of Directors' responsibilities

Company law in the United Kingdom 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
- 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 keeping proper accounting records, for safeguarding the assets of the Company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### **Auditors**

In accordance with section 385 of the Companies Act 1985, Grant Thornton UK LLP offer themselves for reappointment as auditors of the Company.

ON BEHALF OF THE BOARD

Tim O'Connor 19 September 2005

### A S FIRE AND RESCUE EQUIPMENT LIMITED INDEPENDENT AUDITORS' REPORT

### REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF A S Fire and Rescue Equipment Limited.

We have audited the financial statements of A S Fire and Rescue Equipment Limited for the year ended 31 March 2005 which comprise the principal accounting policies, the profit and loss account, the balance sheet and notes 1 to 20. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the Company's members, as a body, in accordance with Section 235 of the Companies Act 1985. 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 an auditors' report 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 the directors and auditors

The directors' responsibilities for preparing the directors' report and the financial statements in accordance with United Kingdom law and accounting standards 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 United Kingdom auditing standards.

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 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 Group is not disclosed.

We read other information contained in the Directors' Report and consider whether it is consistent with the financial statements. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

#### **Basis of opinion**

We conducted our audit in accordance with United Kingdom 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 Group'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 affairs of the Company at 31 March 2005 and of the loss of the Company for the year ended 31 March 2005 and have been properly prepared in accordance with the Companies Act 1985.

GRANT THORNTON UK LLP REGISTERED AUDITORS

CHARTERED ACCOUNTANTS

Grant Trank. N WP

PORTSMOUTH 19 September 2005

		Year Ended	Period Ended
		31 March	31 March
	Note	2005	2004
		£	£
Turnover	2	3,924,417	1,332,668
Cost of sales		1,847,573	629,199
Gross profit		2,076,844	703,469
Administrative expenses		2,144,490	416,785
Goodwill amortisation	8	147,289	36,822
Operating (loss)/profit		(214,935)	249,862
Interest receivable	4	2,777	<b>70</b> 7
(Loss)/profit on ordinary activities before taxation	3	(212,158)	250,569
Tax on ordinary activities	7	9,423	(1,113)
Retained (loss)/profit for the financial period		(202,735)	249,456

All operations are classed as continuing.

The Company has no recognised gains or losses other than the results for the year as set out above.

The notes on pages 6 to 14 form part of these financial statements

## A S FIRE AND RESCUE EQUIPMENT LIMITED BALANCE SHEET

At 31 March	Note	2005	2004
FIXED ASSETS		£	£
Intangible assets – purchased goodwill	8	2,761,677	2,908,966
Tangible assets	9	131,250	156,624
Investments	10	927,658	927,658
		3,820,585	3,993,248
CURRENT ASSETS			
Stock and work in progress	11	506,044	634,877
Debtors	12	1,051,631	948,778
Cash at bank and in hand		167,202	59 <u>,</u> 098
		1,724,877	1,642,753
CREDITORS: amounts falling due within one year	13	5,498,740	5,386,544
NET CURRENT LIABILITIES		3,773,863	3,743,791
TOTAL ASSETS LESS CURRENT LIABILITIES		46,722	249,457
CAPITAL AND RESERVES			
Called up share capital	14	1	1
Profit and loss account	15	46,721	249,456
EQUITY SHAREHOLDERS' FUNDS		46,722	249,457
-			

The financial statements were approved by the Board of Directors on 19 September 2005.

**David Chisnall** 

Director

Tim Wightman

Director

#### 1 ACCOUNTING POLICIES

#### **BASIS OF PREPARATION**

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

The Company is exempt from producing consolidated accounts under s229 of the Companies Act 1985, as it is a wholly owned subsidiary of Asfare Group plc, and consolidated accounts for Asfare Group plc are available publicly.

These accounts present information about AS Fire and Rescue Equipment Limited, as an individual entity and not as a group of companies.

#### **GOODWILL**

Goodwill represents the excess of cost of acquisition over the fair value of separable net assets acquired. Goodwill is amortised through the profit and loss account in equal instalments over its estimated useful economic life. This is estimated at 20 years.

#### INVESTMENTS

Investments held as fixed assets are stated at cost less any provision for impairment in value.

#### TURNOVER

Turnover represents net goods and services invoiced to customers during the year, less returns, and excluding Value Added Tax. Where invoices are raised in advance of goods being supplied the income is deferred until the goods are made available to the customer.

#### TANGIBLE FIXED ASSETS AND DEPRECIATION

Depreciation is provided on a straight line basis at the following annual rates which are relative to their estimated useful lives:

Short-term leasehold properties Over term of the lease

Other tangible fixed assets 15 -33 ½ %

#### **STOCKS**

Stock and work in progress is valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items. The cost of products manufactured consists of direct materials and labour costs, together with the relevant production overheads. Cost is calculated using the first-in, first-out method.

#### **DEFERRED TAXATION**

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that the recognition of deferred tax assets is limited to the extent that the Company anticipates making sufficient taxable profits in the future to absorb the reversal of the underlying timing differences.

Deferred tax balances are not discounted.

#### LEASED ASSETS

Payments under operating leases are charged to the profit and loss account on a straight line basis over the lease term.

#### RESEARCH AND DEVELOPMENT

Expenditure on research and development is written off in the year in which it is incurred.

#### PENSION SCHEME

Asfare Group plc, the Company's ultimate holding company, operates a defined contribution scheme. The assets of the scheme are held separately to those of the Company. Contributions by the Company are charged to the profit and loss account as they become payable.

#### **FOREIGN CURRENCIES**

Transactions in foreign currencies are translated at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities in foreign currencies are translated at the rates of exchange ruling at the balance sheet date. The exchange differences arising from the retranslation are taken directly to reserves. All other exchange differences are dealt with through the profit and loss account.

#### **GROUP ACCOUNTS**

The Company is exempt from producing consolidated accounts under s229 of the Companies Act 1985, as it is a wholly owned subsidiary of Asfare Group plc, and consolidated accounts for Asfare Group plc are available publicly. These accounts present information about AS Fire and Rescue Equipment Limited as an individual undertaking and not about its group.

#### 2 ANALYSIS OF TURNOVER

By Geographical Market	Year Ended		Period Ended	
	31 March		31 March	
	2005		2004	
	£	%	£	%
UK	3,287,688	83.8%	1,125,264	84.4%
Rest of World	636,729	16.2%	207,404	15.6%
	3,924,417	100%	1,332,668	100%

#### 3 PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

Profit on ordinary activities before taxation is stated after charging	Year Ended 31 March 2005	Period Ended 31 March 2004	
	£	£	
Research & Development current year	20,745	10,254	
Operating leases: land & buildings	137,535	35,960	
Operating leases : plant & machinery	3,028	757	
Amortisation of goodwill	147,289	36,822	
Depreciation of tangible fixed assets	48,379	15,728	
Loss/(profit) on foreign exchange	1,623	(1,762)	
Profit on sale of assets	(1,376)	-	
Auditor remuneration - Audit fees	12,000	8,029	
Auditor remuneration - Other fees	1,418	-	

#### 4 OTHER INTEREST RECEIVABLE AND SIMILAR INCOME.

	Year ended	Period ended
	31 March	31 March
	2005	2004
	£	£
Interest received	2,777	707

#### 5 REMUNERATION OF DIRECTORS

	Year Ended 31 March 2005	Period Ended 31 March 2004
	£	£
Directors' emoluments	-	27,579
Company contribution to pension scheme	-	2,478
		30,057

During the year no director (2004: one director) participated in the defined contribution pension scheme. Directors' remuneration is paid by the Company's ultimate parent company Asfare Group plc.

#### 6 STAFF NUMBERS AND COSTS

The average number of employees of the Group (including Executive and Non-Executive Directors) during the year analysed by category were as follows:

	Year Ended 31 March	Period Ended 31 March
	2005	2004
	Number	Number
Manufacturing	35	37
Sales and marketing	3	3
Administration	11_	10_
	49	50
The aggregate payroll costs of these employees were as follows:		
	Year Ended	Period Ended
	31 March	31 March
	2005	2005
	£	£
Wages and salaries	963,021	316,256
Social security costs	93,905	31,117
Pension costs	60,677	19,870
	1,117,603	367,243
7 TAX ON PROFIT ON ORDINARY ACTIVITIES		
	Year Ended	Period Ended
	31 March	31 March
	2005	2004
	£	£
Current tax		
Tax on profits for the period	-	-
Adjustment in respect of previous periods	9,423	
	9,423	<del></del>
Deferred tax		(1.110)
Origination and reversal of timing differences	-	(1,113)
Adjustment in respect of previous periods		(1.132)
		(1,113)
Taxation on profits on ordinary activities	9,423	(1,113)

The tax assessed for the year is higher than the standard rate of corporation tax in the UK (30 per cent). The differences are explained as follows:

	Year Ended 31 March 2005	Period Ended 31 March 2004 £
(Loss)/profits on ordinary activities before tax	(212,158)	250,569
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 30%  Effect of:	(63,647)	75,171
Expenses not deductible for tax purposes	47,992	13,003
Utilisation of tax losses	16,254	(89,635)
Capital allowances for the period in excess of depreciation	(599)	1,461
Adjustments to tax charge in respect of prior years	9,423	
Current tax charge for the period	9,423	<del>-</del>

#### 8 INTANGIBLE FIXED ASSETS

	Purchased Goodwill £
Cost	~
At 31 March 2004 and 2005	2,945,788
Provision for amortisation	
At 31 March 2004	36,822
Charge for the year	147,289
At 31 March 2005	184,111
Net book value	
At 31 March 2004	2,908,966
At 31 March 2005	2,761,677

The Directors believe the benefits to be derived from having acquired Speed 5019 Limited will continue for a period of not less than 20 years and accordingly the Directors are amortising goodwill over a period of 20 years.

#### 9 TANGIBLE FIXED ASSETS

	Leasehold Improvements £	Computer Equipment £	Office Equipment £	Plant & Equipment £	Vehicles £	Total £
Cost						
At 31 March 2004	23,066	46,917	63,712	170,085	59,786	363,566
Additions	-	685	2,175	16,759	9,710	29,329
Disposals	~	-	-	<u>-</u>	(34,896)	(34,896)
At 31 March 2005	23,066	47,602	65,887	186,844	34,600	357,999
Depreciation						
At 31 March 2004	7,253	25,175	29,434	99,594	45,486	206,942
Charge for the year	1,731	9,542	9,015	20,593	7,498	48,379
Disposals	-	-	-	~	(28,572)	(28,572)
At 31 March 2005	8,984	34,717	38,449	120,187	24,412	226,749
Net book value						
At 31 March 2004	15,813	21,742	34,278	70,491	14,300	156,624
At 31 March 2005	14,082	12,885	27,438	66,657	10,188	131,250

#### 10 INVESTMENTS

Cost and Net Book Value

£

At 31 March 2004 and 2005

927,658

Name of company	Holding	Proportion of voting rights Held	Nature of business
Speed 5019 Limited	Ordinary shares	100%	Dormant
Fire Guns Ltd *	Ordinary shares	100%	Dormant
Asfare No.1 Ltd *	Ordinary shares	100%	Dormant
Sacol Group 1990 Ltd *	Ordinary shares	100%	Dormant
AS America Inc **	Common stock	100%	Royalty payments of shutter sales

Held by a subsidiary undertaking

On 12 December 2003 the Group acquired Speed 5019 Limited and its subsidiaries for a consideration of £3,800,000 satisfied by cash. Upon the admission to AIM of Asfare Group plc, in accordance with the hive-down agreement dated 8 December 2003 the company sold the investment in Speed 5019 Limited to the Company's wholly owned subsidiary AS Fire & Rescue Equipment Limited (formerly Asfare No.1 Limited). Asfare No.1 Limited (formerly AS Fire & Rescue Equipment Limited) and Fireguns Limited, formerly the principal trading subsidiaries of Speed 5019 Limited were transferred by way of hive-up to AS Fire & Rescue Equipment Limited (formerly Asfare No.1 Limited) which is now the principal trading subsidiary of Asfare Group plc. As these transactions were executed simultaneously and at fair value, the goodwill arising on acquisition is dealt with as purchased goodwill in the accounts of AS Fire & Rescue Equipment Limited and the carrying value of Speed 5019 Limited of £927,658 represents the fair value of Speed 5019 Limited and its subsidiaries following the hive-up on 12 December 2003.

#### 11 STOCKS AND WORK IN PROGRESS

	2005	2004
	£	£
Work in progress	2,433	23,300
Raw materials and finished goods	503,611	611,577
	506,044	634,877
12 DEBTORS		
	2005	2004
	£	£
Trade debtors	833,361	768,137
Amounts owed by subsidiary undertakings	146,156	126,211
Other debtors	2,826	357
Prepayments and accrued income	69,288	54,073
	1,051,631	948,778

<sup>\*\*</sup> Incorporated in USA

13 CREDITORS: AMO	UNTS FALLING	DUE WITHIN	ONE YEAR		
				2005	2004
				£	£
Trade creditors			3	25,896	265,584
Amounts due to subsidiary underta	akings		4,9	40,525	4,873,708
Social security and other taxes			1	65,913	136,502
Other creditors				1,561	101,328
Accruals				64,845	0.422
Corporation tax				00.740	9,422 5,3 <b>8</b> 6,544
				98,740	3,360,344
14 SHARE CAPITAL					
	Nominal	Authorised	Authorised	Allotted	Allotted
	Value	Number	£	Number	£
At 31 March 2004 and 2005	Ordinary £1.00	1,000	1,000	1	1
15 RESERVES					
					Profit and
					Loss
					Account
					£
At 31 March 2004					249,456
Retained loss for the year					(202,735)
At 31 March 2005					46,721
16 RECONCILIATION	OF MOVEMENT	TS IN EQUITY	SHAREHOLD	ERS' FUN	DS
					£
Equity shareholders' funds at 31 M	March 2004				249,457
Retained loss for the year					(202,735)
Equity shareholders' funds at 31	March 2005				46,722

#### 17 OPERATING LEASE COMMITMENTS

At 31 March 2005 the Company had annual commitments under non-cancellable operating leases as follows:

	Land and Buildings		Others	
	2005	2004	2005	2004_
Operating leases which expire:	£000	£000	£000	£000
Within one year	-	-	-	-
Within 2 to 5 years	-	-	3,028	-
In 5 years or more	140,000			
	140,000	-	3,028	_

#### 18 PENSION SCHEME

Asfare Group plc operates a defined contribution pension scheme. The assets of the scheme are held separately to those of the Company. The pension cost charge for the year represents contributions payable by the Company amounting to £60,667 (2004:£12,945).

#### 19 CONTROLLING PARTY

The Company is controlled by Asfare Group plc, the Company's ultimate parent company. The financial statements of Asfare Group plc can be obtained on request from Adrian Jones at Commercial Road, Totton, Southampton, Hampshire SO40 3AE. As a wholly owned subsidiary included in consolidated accounts which are publicly available, the Company has taken advantage of the exemption in FRS 8, Related Parties, not to disclose transactions with other group companies.

#### 20 CONTINGENT LIABILITIES

The Company has entered into an unlimited guarantee regarding the bank borrowings of its holding company and of its fellow subsidiaries, Asfare Group plc. HSBC Bank plc has a fixed and floating charge over the Company's assets. At 31 March 2005 the borrowings of the Group amounted to £900,000 (2004:£1,040,000).

The pages which follow do not form part of the statutory

financial statements of the Company

	Year Ended	Period ended
	31 March	31 March
	2005	2004
	£	£
Turnover	3,924,417	1,332,668
Cost of sales	1,847,573	629,199
Gross profit	2,076,844	703,469
Administration and establishment expenses	2,144,490	416,785
Goodwill amortisation	147,289	36,822
Operating (loss)/profit	(214,935)	249,862
Interest receivable	2,777	707
(Loss)/profit on ordinary activities before taxation	(212,158)	250,569
Tax on ordinary activities	9,423	1,113
Retained (loss)/profit for the financial period	(202,735)	249,456

Year Ended 31 March 2005 £  634,877 1,312,624 (506,044) 406,116 1,847,573	Period Ended 31 March 2005 £  723,604 414,382 (634,877) 126,090 629,199
Year Ended 31 March 2005 £	Period Ended 31 March 2004
169,361 65,856 39,656 21,231 88,414 8,410 12,937 4,725 20,593	42,813 20,435 20,416 6,997 25,646 1,302 4,467 2,295 6,678
	31 March 2005 £  634,877 1,312,624 (506,044) 406,116 1,847,573   Year Ended 31 March 2005 £  169,361 65,856 39,656 21,231 88,414 8,410 12,937 4,725

Administrative expenses	Year Ended	Period Ended
	31 March	31 March
	2005_	2004
	£	£
Directors' salaries	-	23,689
Staff salaries	280,522	70,793
National insurance	29,721	11,541
Pensions directors	,	3,096
Pensions staff	44,078	9,849
Auditors' remuneration	13,418	8,029
Development	20,745	10,254
Advertising	30,407	3,925
Telephone	14,876	6,527
Postage	4,434	1,134
Stationery	9,335	5,239
Vehicles expenses	7,991	2,550
Travel and subsistence	18,603	14,246
Sundry expenses	25,964	8,863
Legal and professional	45,633	29,453
Rent	137,536	35,960
Rates	25,886	3,480
Insurance	41,120	(1,952)
Electricity	10,255	4,287
Heating	8,772	3.244
Sales commission	8,232	2,410
Depreciation – leasehold improvements	1,731	539
Depreciation - office equipment	18,557	5,755
Depreciation - motor vehicles	7,497	•
Profit on sale of assets	(1,376)	2,756
Discounts allowed, less received	11,883	4.442
Bank charges	4,483	4,442
Building maintenance	8,187	1,932
Office equipment maintenance	3,256	1,996
Entertainment	•	440
Staff recruitment and training	5,475 14,070	884
Loss/(profit) on foreign exchange	14,970	19
Computer costs	1,623	(1,762)
Management charges	8,327	2,331
· · · · · · · · · · · · · · · · · · ·	825,000	-