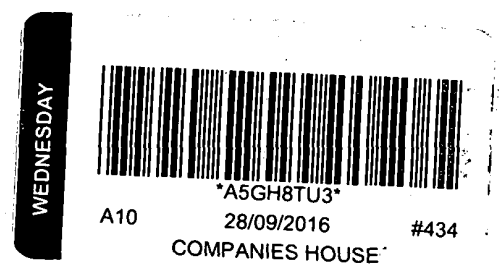


Rock Services Limited

Report & Financial Statements

For the year ended 31 December 2015



Company Registration No. 05960676

ROCK SERVICES LIMITED
Financial Statements
For the year ended 31 December 2015

COMPANY INFORMATION

Company Registration Number:	05960676
Registered Office:	Lysander House (2 nd Floor) Catbrain Lane, Cribbs Causeway Bristol BS10 7TQ
Directors:	A Banks E Bilney
Company Secretary:	P Walters (resigned 4 th September 2015)
Bankers:	Barclays Bank 53 – 55 Broadmead Bristol BS1 3EA
Auditor:	BDO LLP Registered Auditors & Chartered Accountants 55 Baker Street London W1U 7EU United Kingdom

ROCK SERVICES LIMITED
Financial Statements
For the year ended 31 December 2015

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ROCK SERVICES LIMITED
Strategic Report
For the year ended 31 December 2015

Strategic Report

Principal activity and review of the business

Rock Services Limited ("the Company") is a limited company incorporated in the United Kingdom in October 2006.

The Company's principal business activity is that of performing a recharge function for services predominantly for the Rock Holdings Group ("the Group") and other related parties.

In 2015 the Company made a profit after tax of £53,000 (2014: £16,000). This profit is generated from service charges added to costs and salary recharges to the following related parties:

5% service charge – Southern Rock Insurance Company Limited and Eldon Insurance Services Limited

15% service charge – Better for the Country Limited

Other than profit after tax, there are no key performance indicators for Rock Services Limited as it is a recharge company.

Financial risk management objectives and policies

The parent company of the Group, Rock Holdings Limited, uses financial instruments such as cash, loans, debtors and creditors in order to raise finance for the Company's operations. The existence of these instruments exposes the Company to financial risks which are detailed below.

Liquidity Risk / Cash flow Risk

The Group seeks to manage financial risk by ensuring sufficient liquidity is available to meet its foreseeable needs and to invest cash assets safely and profitably. The Group as a whole monitors cash flow using sophisticated forecasting techniques to ensure that all liabilities are met when due.

Interest Risk

The Group monitors its banking facilities and compliance with related covenants as required. Group monies are also monitored to minimise interest charges on overdrafts and to ensure cash balances are used to offset overdrafts.

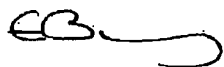
Credit Risk

The principal credit risk for the Group arises from its trade debtors and in relation to money lent across the Group. In order to manage credit risk the Directors have incorporated a range of credit control procedures to monitor debt levels and to ensure that any debts are collected as soon as reasonably possible.

Future developments

Going forward the Company is looking to maintain the service it is currently providing.

This report was approved by the Board and signed on its behalf by:



E Bilney
Director

Date: 22nd SEPTEMBER 2016

ROCK SERVICES LIMITED
Report of the Directors
For the year ended 31 December 2015

Report of the Directors

The Directors present their report and audited financial statements for the year ended 31 December 2015.

The Strategic Report above sets out a review of the business including the Company's principal activity; the performance of the business during the year; the principal risks and uncertainties facing the business; and future developments.

Results and Dividends

The profit for the year after taxation amounted to £53,000 (2014: £16,000). No dividends have been paid for the year (2014: £nil).

Directors

The Directors who served during the year were:

A Banks
E Bilney

Statement of Directors' Responsibilities

The Directors are responsible for preparing the strategic report, the directors' 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 group and company 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 group and company and of the profit or loss of the group 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;
- state whether applicable UK 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 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.

Provision of Information to Auditor

Each of the persons who is a Director at the time when this Directors' report is approved has confirmed that:


- so far as that Director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- that Director has taken all the steps that ought to have been taken as a Director in order to be aware of any information needed by the Company's auditor in connection with preparing their report and to establish that the Company's auditor is aware of that information.

Auditor

The auditor is BDO LLP, who are eligible for re-appointment.

This report was approved by the Board and signed on its behalf by:

E Bilney
Director
Date



23RD SEPTEMBER 2016

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ROCK SERVICES LIMITED

Independent auditor's report

We have audited the financial statements of Rock Services Limited for the year ended 31 December 2015 which comprise the Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity and the related notes. 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 an auditor's 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 directors and auditors

As explained more fully in the statement of directors' responsibilities, 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 Financial Reporting Council's (FRC's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the FRC's website at www.frc.org.uk/auditscopeukprivate.

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 2015 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 matters prescribed by the Companies Act 2006

In our opinion the information given in the strategic report and directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

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.

David Roberts (senior statutory auditor)
For and on behalf of BDO LLP, statutory auditor
London, United Kingdom

Date 26 Sept 2016



BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

ROCK SERVICES LIMITED
Statement of Comprehensive Income
For the year ended 31 December 2015

Statement of Comprehensive Income

	NOTES	2015 £'000	2014 £'000
Turnover	2	38,698	29,400
Administrative expenses		(38,677)	(29,315)
Operating Profit	3	21	85
Net interest payable	5	-	(19)
Profit on ordinary activities before taxation		21	66
Tax on profit on ordinary activities	6	32	(50)
Profit for the financial year		53	16
Other Comprehensive Income		-	-
Total Comprehensive Income for the year		53	16

The notes on pages 7 to 15 are an integral part of these financial statements.

ROCK SERVICES LIMITED
Statement of Financial Position
As at 31 December 2015

Statement of Financial Position

	NOTE	2015	2014
		£'000	£'000
Fixed assets			
Tangible Assets	8	<u>668</u>	<u>-</u>
		668	-
Current assets			
Debtors	9	8,835	7,286
Cash at bank		<u>226</u>	<u>43</u>
		9,061	7,329
Creditors:			
Amounts falling due within one year	10	(9,556)	(7,209)
Net current assets		<u>(495)</u>	<u>120</u>
Total assets less current liabilities		<u>173</u>	<u>120</u>
Net assets		<u>173</u>	<u>120</u>
Capital and reserves			
Ordinary share capital	12	-	-
Profit and loss account		<u>173</u>	<u>120</u>
Total equity		<u>173</u>	<u>120</u>

The notes on pages 7 to 15 are an integral part of these financial statements.

The financial statements were approved by the Board of Directors and were authorised for issue on its behalf by:


E Bilney
Director

Date: 23rd September 2016

ROCK SERVICES LIMITED
Statement of Changes in Equity
For the year ended 31 December 2015

Statement of Changes in Equity

For the year ended 31 December 2015

	Share capital	Profit and loss	Total
	£'000	account	equity
	£'000	£'000	£'000
At 1st January 2015	-	120	120
Comprehensive income for the year	-	-	-
Profit for the year	-	53	53
Other comprehensive income for the year	-	-	-
Total comprehensive income	-	173	173
Contributions by and distributions to owners	-	-	-
As at 31st December 2015	-	173	173

For the year ended 31 December 2014

	Share capital	Profit and loss	Total
	£'000	account	equity
	£'000	£'000	£'000
At 1st January 2014	-	104	104
Comprehensive income for the year	-	-	-
Profit for the year	-	16	16
Other comprehensive income for the year	-	-	-
Total comprehensive income for the year	-	120	120
Contributions by and distributions to owners	-	-	-
As at 31st December 2014	-	120	120

The notes on pages 7 to 15 are an integral part of these financial statements.

Notes to the financial statements

1. Accounting policies

1.1 Statement of compliance

Rock Services Limited is a limited liability company incorporated in the United Kingdom. Its registered office is Lysander House (2nd Floor), Catbrain Lane, Cribbs Causeway, Bristol, BS10 7QT.

The Company's financial statements have been prepared in compliance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland and the Companies Act 2006, as it applies to the financial statements of the Company for the year ended 31 December 2015. The date of transition to FRS102 was 1 January 2014.

1.2 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and are presented in Sterling.

The policies applied under the Company's previous accounting framework are not materially different to FRS 102, and the application of FRS102 has not impacted on equity or profit and loss.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the company's accounting policies, however, the Directors do not consider there to be significant level of uncertainty in any estimate used in preparing these accounts.

The following principal accounting policies have been applied:

1.3 Going concern basis

The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, the Company continues to adopt the going concern basis in preparing its financial statements.

1.4 Critical accounting estimates and judgements in applying accounting policies

There are no estimates and judgements that have a significant risk of causing material misstatement of the carrying amounts of assets and liabilities.

1.5 Cash flow statement

The Company has taken advantage of the cashflow statement exemption in preparing these financial statements, as permitted by the FRS 102.

1.6 Turnover

Turnover comprises revenue recognised by the Company in respect of goods and services the cost of which is incurred by the Company and recharged or rechargeable, exclusive of Value Added Tax and trade discounts.

1.7 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 each asset, less their estimated residual value, over their expected useful lives on the following basis:

Fixtures, fittings and office equipment	- 20% straight line
Motor vehicles	- 33% straight line
Computer hardware	- 33% straight line
Computer software	- 33% straight line

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within 'other comprehensive income' in the statement of comprehensive income.

1.8 Taxation and deferred taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in the Income statement.

The current Income tax charge is calculated on the basis of the tax laws enacted or substantially enacted at the balance sheet date.

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which temporary differences can be utilised.

1.9 Operating leases

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

1.10 Financial Instruments

Financial assets and liabilities are recognised in the Statement of Financial Position when the Company becomes party to the contractual provisions of the instrument. The principal financial assets and liabilities of the company are as follows.

Financial assets

Basic financial assets, including trade and other debtors, amounts owed by Group companies and cash at bank, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period financial assets that are measured at cost and amortised cost are assessed for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Income statement. For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate, which is an approximation of the amount that the company would receive for the asset if it were to be sold at the reporting date.

Cash includes cash at bank and in hand. Bank overdrafts would be presented as current liabilities to the extent that there is no right to offset with cash balances.

ROCK SERVICES LIMITED
Notes to the Financial Statements
For the year ended 31 December 2015

Financial liabilities

Basic financial liabilities, including trade and other creditors, accrued expenses, and amounts owed to Group companies that are classified as debt, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest.

Financial liabilities are derecognised when the liability is extinguished; that is, when the contractual obligation is discharged, cancelled or expires.

Offsetting

Financial assets and liabilities are offset and the net amount reported in the Statement of financial position when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

1.11 Shares

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable net of the direct cost of issuing the equity instrument. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

2. Turnover

The whole of the turnover is attributable to recharges to companies within the Group and other related parties.

3. Operating profit

Operating profit is stated after charging:

	2015 £'000	2014 £'000
Depreciation of Tangible Fixed Assets	125	-
Operating Lease - Building	180	180
Auditor's Remuneration - Audit Services	11	11
Fees payable to the auditors for other services - Tax compliance	4	4

4. Employees

Other than the Directors, the Company has no employees. The salaries for all group companies are paid from Rock Services Limited, and the payroll costs are recharged to group companies accordingly. Therefore the Company bears no employment cost.

5. Interest and similar items

	2015 £'000	2014 £'000
Interest receivable	-	61
Interest payable	-	(80)
	<u>-</u>	<u>(19)</u>

ROCK SERVICES LIMITED
Notes to the Financial Statements
For the year ended 31 December 2015

6. Taxation

	2015 £'000	2014 £'000
Current tax:		
- UK corporation tax on profits for the year	-	50
- Adjustment in respect of previous years	(36)	-
	<u>(36)</u>	<u>50</u>
Deferred tax (note 7):		
- Origination and reversal of timing differences	4	-
	<u>4</u>	<u>-</u>
Tax on profit on ordinary activities	<u>(32)</u>	<u>50</u>

The tax assessed for the year is lower (2014: higher) than the standard effective rate of corporation tax in the UK for the year ended 31 December 2015 of 20% (2014: 21.5%). The differences are explained below:

	2015 £'000	2014 £'000
Profit on ordinary activities before tax	<u>21</u>	<u>66</u>
Profit on ordinary activities multiplied by standard rate in the UK of 20%	4	14
Effects of:		
- Expenses not deductible for tax purposes	-	36
- Group relief claimed	-	-
- Adjustments in respect of previous periods	(36)	-
- Marginal relief	-	-
- Capital allowances in excess of depreciation	-	-
Total tax charge	<u>(32)</u>	<u>50</u>

7. Deferred tax asset

	2015 £'000	2014 £'000
At beginning of year	2	2
Deferred tax charged to profit and loss	(4)	-
Provision at end of year	<u>(2)</u>	<u>2</u>

The deferred tax balance is made up as follows:

	2015 £'000	2014 £'000
Origination and reversal of timing differences	(4)	2
Effect of tax rate change on opening balance	-	-

ROCK SERVICES LIMITED
Notes to the Financial Statements
For the year ended 31 December 2015

8. Tangible Fixed Assets

	Fixtures, fittings, and office equipment £'000	Motor vehicles £'000	Computer Hardware £'000	Computer software £'000	Total £'000
Cost or valuation					
At 1 January 2015	-	-	-	-	-
Additions	38	95	109	551	793
At 31 December 2015	38	95	109	551	793
Depreciation					
At 1 January 2015	-	-	-	-	-
Charge for the period	5	6	19	95	125
At 31 December 2015	5	6	19	95	125
Net book value					
At 31 December 2015	33	89	90	456	668
At 31 December 2014	-	-	-	-	-

ROCK SERVICES LIMITED
Notes to the Financial Statements
For the year ended 31 December 2015

9. Debtors

	NOTE	2015 £'000	2014 £'000
Amounts falling due within one year			
Trade debtors		707	1,670
Amounts owed by related parties	14	7,202	4,918
Prepayments and accrued income		888	696
Deferred tax	7	-	2
Corporation tax	6	37	-
Other debtors		1	-
		<u>8,835</u>	<u>7,286</u>

Amounts owed by related parties are unsecured, interest free and are repayable on demand.

10. Creditors: Amounts falling due within one year

	NOTE	2015 £'000	2014 £'000
Trade creditors		1,044	1,005
Amounts owed to related parties	14	7,715	5,547
Corporation tax	6	-	50
Social security and other taxes		392	497
Other creditors		19	110
Accruals and deferred income		384	-
Deferred tax	7	2	0
		<u>9,556</u>	<u>7,209</u>

Amounts owed to related parties are unsecured, interest free and are repayable on demand.

All creditors fall due within one year except for the deferred tax liability of £2,000 (2014: £2000 asset), the realisation of which is dependent on the timing of future transactions.

The balance included for social security and other taxes relates wholly to payroll costs of other related companies for which the Company acts as the recharge company.

ROCK SERVICES LIMITED
Notes to the Financial Statements
For the year ended 31 December 2015

11. Financial Instruments

The Company's financial instruments may be analysed as follows:

	2015 £'000	2014 £'000
Financial assets		
Financial assets measured at fair value through profit or loss	-	-
Financial assets that are debt instruments measured at amortised cost	8,172	7,006
	<u>-</u>	<u>-</u>
Financial liabilities		
Financial liabilities measured at amortised cost	(9,556)	(7,209)
	<u>-</u>	<u>-</u>

Information regarding the group's exposure to and management of credit risk, liquidity risk, market risk, cash flow interest rate risk, and foreign exchange risk is included in the Directors' report.

12. Share capital

	2015 £'000	2014 £'000
Authorised, allotted, called up and fully paid:		
100 Ordinary share of £1 each	<u>-</u>	<u>-</u>

13. Commitments under operating leases

The total future minimum lease payments for land and buildings under non-cancellable operating leases are as follows:

	2015 £'000	2014 £'000
Annual commitment under non-cancellable operating leases expiring:		
Less than 1 year	180	180
2-5 years	60	240
More than 5 years	-	-
Total	<u>240</u>	<u>420</u>

ROCK SERVICES LIMITED
Notes to the Financial Statements
For the year ended 31 December 2015

14. Related party transactions

The following transactions were carried out with related parties during the year, including both cash transactions which merely passed through the company and also expenses incurred by the company which were subsequently recharged as reflected in the profit and loss account:

	2015 Income £'000	2015 Expense £'000	2014 Income £'000	2014 Expense £'000
Recharge of goods and services to/from group entities				
Southern Rock Intellectual Property Limited	-	-	-	-
Southern Rock Management Services Limited	29	-	-	-
Southern Rock Holdings Limited	297	-	-	-
Panacea Limited	74	-	-	-
Southern Rock Insurance Company Limited	19,408	-	21,704	-
Rock Holdings Limited	82	-	-	-
E Development 2 Limited	783	-	-	-
	20,673	-	21,704	-

	2015 Income £'000	2015 Expense £'000	2014 Income £'000	2014 Expense £'000
Recharge of goods and services to/from entities controlled by key management				
Better for the Country Limited	287	-	-	-
Chartwell Political	332	-	-	-
Distribution Rocks	15	-	39	-
Duly Holdings Limited	875	-	-	(77)
Eldon Insurance Services Limited	27,533	-	26,069	-
ICS Risk Solutions Limited	647	-	488	-
LibLabCon	7	-	-	-
Molten Rock Limited	98	-	24	-
Old Down Country Park	53	36	54	(91)
Old Down Limited	-	10	-	-
Precision Risk & Intelligence Limited	67	-	957	-
Precision Risk Services Limited	523	-	690	-
Vavista	36	70	57	-
	30,473	116	28,378	(168)

	2015	2014
Year end balances arising from transactions	Due from Due to	Net Net

ROCK SERVICES LIMITED
Notes to the Financial Statements
For the year ended 31 December 2015

with group undertakings	£'000	£'000	£'000	£'000
eDevelopment 2 Limited	-	(3,560)	(3,560)	1
Panacea Limited	-	(115)	(115)	-
Rock Holdings Limited	4,004	-	4,004	2,735
Southern Rock Holdings Limited	571	-	571	235
Southern Rock Insurance Company Limited	-	(1,790)	(1,790)	(398)
Southern Rock Intellectual Property Limited	-	(13)	(13)	(13)
Southern Rock Management Services Limited	-	(160)	(160)	(189)
	4,575	(5,638)	(1,063)	2,371

Year end balances arising from transactions with entitles controlled by key management	Due from £'000	2015	Net £'000	2014
		Due to £'000		Net £'000
Better for the Country Limited	344	-	344	-
Chartwell Political	12	-	12	-
Distribution Rocks	74	-	74	-
Duly Holdings Limited	42	-	42	271
Eldon Insurance Services Limited	-	(2,077)	(2,077)	(4,466)
ICS Risk Solutions Limited	124	-	124	(481)
LibLabCon	8	-	8	-
Molten Rock Limited	398	-	398	26
Old Down Country Park Limited	50	-	50	28
Precision Risk & Intelligence Limited - recharges	67	-	67	957
Precision Risk & Intelligence Limited - loan	1,161	-	1,161	191
Precision Risk Services Limited	235	-	235	474
Vavista	112	-	112	-
	2,627	(2,077)	550	(3,000)

16. Ultimate parent undertaking and controlling party

The immediate and ultimate parent undertaking is Rock Holdings Limited, a company registered in the Isle of Man. The registered address of Rock Holdings Limited is 2nd Floor, Murdoch Chambers, South Quay, Douglas, Isle of Man, IM1 5AS.

The results of the Company are included in the unaudited consolidated financial statements of Rock Holdings Limited, which are publicly available from 2nd Floor, Lysander House, Catbrain Lane, Cribbs Causeway, Bristol BS10 7TQ. The ultimate controlling party of Rock Holdings Limited is Arron Banks, by virtue of his majority shareholding in the company.