#### **DIRECTORS' REPORT**

#### YEAR ENDED 31 DECEMBER 2013

# Registration number: 7656280

The directors present their report and the consolidated financial statements for the year ended 31 December 2013.

### Directors of the company

The directors who held office during the year were as follows:

Mr J Cook

Mrs H Cook

### **Principal activity**

The principal activity of the group is that of general insurance brokers.

# Principal risks and uncertainties

The greatest risk to the group is that its customers seek insurance services elsewhere. The group minimises this risk by ensuring the highest possible quality of service is maintained, and the group has a long-standing and good relationship with the majority of its customers.

# Disclosure of information to the auditors

Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the group's auditors are aware of that information. The directors confirm that there is no relevant information that they know of and which they know the auditors are unaware of.

Approved by the Board on and signed on its behalf by:

- 7 APR 2014

Mr J Cook Director

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# TAPCO LIMITED STRATEGIC REPORT YEAR ENDED 31 DECEMBER 2013

#### **Business review**

# Fair review of the business

The group profit for the year after taxation and minority interest was £40,980 (2012 - £52,871). Dividends totalling £50,255 were proposed and paid during the year (2012 - £37,504).

At the year end the group had shareholder's funds of £50,950 (2012 - £60,225) including distributable profits of £50,949 (2012 - £60,224). The director believes the group's position to be satisfactory and has every confidence that the group is well placed to continue to be profitable in the future.

Approved by the Board on and signed on its behalf by:

- 7 APR 2014

Mr J Cook Director

# STATEMENT OF DIRECTORS' RESPONSIBILITIES

#### YEAR ENDED 31 DECEMBER 2013

The directors are responsible for preparing the Directors' Report, Strategic 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). 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 the 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 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; and
- 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 group's and the company's transactions and disclose with reasonable accuracy at any time the financial position of the group and 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 group and the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF

#### **TAPCO LIMITED**

#### YEAR ENDED 31 DECEMBER 2013

We have audited the group and parent company financial statements ("the financial statements") of Tapco Limited for the year ended 31 December 2013, set out on pages 6 to 10. 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 auditor

As explained more fully in the Statement of Directors' Responsibilities (set out on page 3), 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 (APB'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 group's and parent 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 Directors' Report and Strategic Report 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 group's and of the parent company's affairs as at 31 December 2013 and of the group's 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 Directors' Report and Strategic Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF

#### **TAPCO LIMITED**

#### YEAR ENDED 31 DECEMBER 2013

# 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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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.

Les Nutter (Senior Statutory Auditor)
For and on behalf of

Cassons, Statutory Auditor St Crispin House St Crispin Way Haslingden Rossendale Lancashire BB4 4PW

Date:

-9 APR 2014

# TAPCO LIMITED CONSOLIDATED PROFIT AND LOSS ACCOUNT YEAR ENDED 31 DECEMBER 2013

	Note	2013 £	(As restated) 2012 £
Turnover		340,933	343,475
Administrative expenses		(264,390)	(263,929)
Other operating income		2,760	8,247
Group operating profit	2	79,303	87,793
Income from shares in group undertakings		-	1,367
Interest payable and similar charges	6	(1,186)	(1,493)
Profit on ordinary activities before taxation		78,117	87,667
Tax on profit on ordinary activities	7	(21,501)	(15,210)
Profit on ordinary activities after taxation		56,616	72,457
Minority interest		(15,636)	(19,586)
Profit for the financial year attributable to members of the parent company	19	40,980	52,871

Turnover and operating profit derive wholly from continuing operations.

# TAPCO LIMITED CONSOLIDATED STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES YEAR ENDED 31 DECEMBER 2013

	Note	2013 £	(As restated) 2012 £
Profit for the financial year		40,980	52,871
Prior year adjustment		11,024	<u> </u>
Total recognised gains and losses since last annual report		52,004	52,871

# TAPCO LIMITED CONSOLIDATED BALANCE SHEET 31 DECEMBER 2013

		201	13	(As res	stated) 12
	Note	£	£	£	£
Fixed assets Intangible fixed assets Tangible fixed assets	8 9		47,413 51,994		53,339 65,992
Other investments	10		2		2
			99,409		119,333
Current assets Debtors Cash at bank and in hand	11	18,792 314,951 333,743		50,402 330,887 381,289	
Creditors: Amounts falling due within one year	12	(311,461)		(363,873)	
Net current assets			22,282		17,416
Total assets less current liabilities			121,691		136,749
Creditors: Amounts falling due after more than one year	13		(53,480)		(59,491)
Provisions for liabilities	15		(2,415)		(1,078)
Net assets Capital and reserves			65,796		76,180
Called up share capital Profit and loss account	17 19	1 50,949		1 60,224	
Shareholders' funds	20	50,950		60,225	
Minority interest		14,846		15,955	
Capital employed			65,796	:	76,180

Approved by the Board on and signed on its behalf by:

- 7 APR 2014

Mr J Cook Director

# TAPCO LIMITED COMPANY BALANCE SHEET

# **31 DECEMBER 2013**

·	Note	2013 £	2012 £
Fixed assets Investments	10	41,000	41,000
Current assets Debtors	11	1	1
Total assets less current liabilities		41,001	41,001
Creditors: Amounts falling due after more than one year	13	(41,000)	(41,000)
Net assets Capital and reserves		1	1
Called up share capital	17	1	1

Approved by the Board on and signed on its behalf by:

- 7 APR 2014

Mr J Cook Director

Reconciliation of operating profit to net cash flo	w from operatin	g activities	
· ·		2013	2012
		£	£
Operating profit		79,303	87,793
Depreciation, amortisation and impairment charges Profit on disposal of fixed assets		20,699	22,996 (4,025)
Decrease in debtors		24,860	45,982
(Decrease)/increase in creditors		(54,927)	12,197
Net cash inflow from operating activities		<u>69,935</u>	164,943
Cash flow statement			
			(As
		2013	restated) 2012
		£	£
Net cash inflow from operating activities		69,935	164,943
Returns on investments and servicing of finance	•		
Interest paid Dividends received		(1,186)	(1,493) 1,367
Dividends paid to minority interests		(16,745)	(12,496)
		(17,931)	(12,622)
Tax paid		(18,219)	(44,563)
Capital expenditure and financial investment		( <b></b> )	(a.aa=)
Purchase of tangible fixed assets Sale of tangible fixed assets		(775) -	(3,997) 20,640
		(775)	16,643
Equity dividends paid		(50,255)	(37,504)
Net cash (outflow)/inflow before management of liqu	id resources	<del></del>	
and financing		(17,245)	86,897
Financing Repayment of loans and borrowings		(5,691)	(5,383)
Repayment of director's loan account		7,000	(43,093)
		1,309	(48,476)
(Decrease)/increase in cash		(15,936)	38,421
Reconciliation of net cash flow to movement in r	net debt		
		2013	2012
	Note	£	£
(Decrease)/increase in cash		(15,936)	38,421
Cash outflow from repayment of loans	•	5,691	5,383
Change in net debt resulting from cash flows	23	(10,245)	43,804
Movement in net debt	23	(10,245)	43,804
Net funds at 1 January 2013	23	306,708	262,904
Net funds at 31 December 2013	23	296,463	306,708

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

#### YEAR ENDED 31 DECEMBER 2013

# 1 Accounting policies

#### Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

### **Basis of consolidation**

The group financial statements consolidate the financial statements of the company and its subsidiary undertakings drawn up to 31 December 2013.

Subsidiary undertakings are included using the acquisitions method of accounting. Under this method the group profit and loss account and statement of cashflows include the results and cashflows of subsidiaries from the date of acquisition and to the date of sale outside the group in the case of disposals of subsidiaries. The purchase consideration has been allocated to the assets and liabilities on the basis of fair value at the date of acquisition.

No profit and loss account is presented for the company as permitted by Section 408 of the Companies Act 2006. Its profit for the financial year was £50,255 (2012 - £37,504).

#### Turnover

Turnover represents amounts chargeable in respect of the sale of goods and services to customers.

#### Goodwill

Positive goodwill is capitalised, classified as an asset on the balance sheet and amortised on a straight line basis over its useful economic life. It is reviewed for impairment at the end of the first full financial year following the acquisition and in other periods if events or changes in circumstances indicate that the carrying value may not be recoverable.

If a subsidiary, associate or business is subsequently sold or closed, any goodwill arising on acquisition that was written off directly to reserves or that has not been amortised through the profit and loss account is taken into account in determining the profit or loss on sale or closure.

#### **Amortisation**

Amortisation is provided on intangible fixed assets so as to write off the cost, less any estimated residual value, over their expected useful life as follows:

Goodwill over 10 years

#### Depreciation

Depreciation is provided on tangible fixed assets so as to write off the cost or valuation, less any estimated residual value, over their expected useful economic life as follows:

Land Nil
Office equipment 15 - 20%
Motor cars 25%

#### Deferred tax

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes, which have arisen but not reversed by the balance sheet date, except as required by FRS19.

Deferred tax is measured at the rates that are expected to apply in the periods when the timing differences are expected to reverse, based on the tax rates and law enacted at the balance sheet date.

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

#### YEAR ENDED 31 DECEMBER 2013

#### Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities. Where shares are issued, any component that creates a financial liability of the group is presented as a liability in the balance sheet. The corresponding dividends relating to the liability component are charged as interest expense in the profit and loss account.

#### **Pensions**

The group operates a defined contribution pension scheme. Contributions are recognised in the profit and loss account in the period in which they become payable in accordance with the rules of the scheme.

# 2 Operating profit

3

Operating profit is stated after charging:

	2013 £	2012 £
Profit on sale of tangible fixed assets Depreciation of owned assets Amortisation Auditor's remuneration	14,773 5,926 14,903	(4,025) 17,070 5,926 12,100
Auditor's remuneration		
	2013 £	2012 £
Audit of the financial statements	850	1,140
Other fees to auditors The audit of the company's subsidiaries' annual accounts	4,000	5,700

#### 4 Particulars of employees

Other services

The average number of persons employed by the group (including directors) during the year, analysed by category was as follows:

10,053

14,053

14,903

5,260

10,960

12,100

	2013 No.	2012 No.
Administration and support	5	6
The aggregate payroll costs were as follows:	2013 £	2012 £
Wages and salaries Staff pensions	114,768 4,326 119,094	120,382 4,441 124,823

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

# YEAR ENDED 31 DECEMBER 2013

Expenses not deductible for tax purposes Utilisation of losses

Total current tax

Directors' remuneration		
The directors' remuneration for the year was as follows:		
	2013 £	2012 £
Remuneration (including benefits in kind)	43,994	54,948
During the year the number of directors who were re follows:	ceiving benefits and share ince	entives was a
	2013 No.	2012 No.
Accruing benefits under money purchase pension scher	ne <u> </u>	
Interest payable and similar charges		
	2013 £	2012 £
Interest on bank borrowings	1,186	1,49
Taxation		
Tax on profit on ordinary activities		
	2013 £	2012 £
Current tax Corporation tax charge	20,164	18,219
<b>Deferred tax</b> Origination and reversal of timing differences	1,337	(3,009
Total tax on profit on ordinary activities	21,501	15,210
Factors affecting current tax charge for the year		
Tax on profit on ordinary activities for the year is higher corporation tax in the UK of 20% (2012 - 20%).	than (2012 - higher than) the s	tandard rate
The differences are reconciled below:		
	2013 £	2012 £
Profit on ordinary activities before taxation	78,117	_ 87,667
Corporation tax at standard rate	15,623	17,533
Depreciation in excess of capital allowances	2,407	1,185
Non taxable income	- 2 134	(273

2,134

20,164

1,946 (187)

20,204

# TAPCO LIMITED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS YEAR ENDED 31 DECEMBER 2013

# 8 Intangible fixed assets

Group
-------

	Goodwill £	Total £
Cost At 1 January 2013	59,265	59,265
At 31 December 2013	59,265	59,265
Amortisation At 1 January 2013 Charge for the year	5,926 5,926	5,926 5,926
At 31 December 2013	11,852	11,852
Net book value		
At 31 December 2013	47,413	47,413
At 31 December 2012	53,339	53,339

# 9 Tangible fixed assets

# Group

	Freehold land and buildings £	Motor vehicles £	Office equipment £	Total £
Cost or valuation At 1 January 2013 Additions	26,172 	47,000 	111,259 775	184,431 775
At 31 December 2013	26,172	47,000	112,034	185,206
<b>Depreciation</b> At 1 January 2013 Charge for the year	- 	15,677 11,750	102,762 3,023	118,439 14,773
At 31 December 2013	<del>_</del>	27,427	105,785	133,212
Net book value				
At 31 December 2013	26,172	19,573	6,249	51,994
At 31 December 2012	26,172	31,323	8,497	65,992

# 10 Investments held as fixed assets

# Company

	2013 £	2012 £
Shares in group undertakings and participating interests	41,000	41,000

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

# YEAR ENDED 31 DECEMBER 2013

Shares in	aroup	undertaking	is and	participatin	a interests

	Subsidiary undertakings £	Total £
Cost At 1 January 2013	41,000	41,000
At 31 December 2013	41,000	41,000
Net book value		
At 31 December 2013	41,000	41,000
At 31 December 2012	41,000	41,000
Other investments		
	Unlisted investments £	Total £
Cost At 1 January 2013	2	2
At 31 December 2013		2
Net book value		
At 31 December 2013	2	2
At 31 December 2012	2	2

# **Details of undertakings**

Details of the investments in which the group holds 20% or more of the nominal value of any class of share capital are as follows:

Undertaking	Holding	Proportion of voting rights and shares held	Principal activity
Subsidiary undertakings			
Thomas Cook & Son Insurance Brokers Limited	Ordinary	75%	insurance brokers

# 11 Debtors

	Group		Com	pany
	2013	2012	2013	2012
	£	£	£	£
Trade debtors	11,427	36,004	-	-
Other debtors	1	1	1	1
Directors' current accounts	-	6,750	-	-
Prepayments and accrued income	7,364	7,647		
	18,792	50,402	1	1

All debtors fall due withing one year of the balance sheet date.

# 12 Creditors: Amounts falling due within one year

	Grou	р	Comp	any
	2013	2012	2013	2012
	£	£	£	£
Bank loans and overdrafts	6,008	5,688	-	-
Trade creditors	260,230	294,136	-	-
Amounts owed to group	_			
undertakings	2	-	-	•
Corporation tax	20,164	18,219	-	-
Other creditors	1,704	5,529	-	-
Directors' current accounts	250	-	-	-
Accruals and deferred income	23,103	40,301	-	-
	311,461	363,873	-	

# 13 Creditors: Amounts falling due after more than one year

	Group		Company	
	2013 £	2012 £	2013 £	2012 £
Bank loans and overdrafts	12,480	18,491	-	-
Other creditors	41,000	41,000	41,000	41,000
	53,480	59,491	41,000	41,000

# 14 Derivatives

The group and parent company have no financial instruments that fall to be classified as derivatives.

# 15 Provisions

# Group

•		
	Deferred tax £	Total £
At 1 January 2013	1,078	1,078
Charged to the profit and loss account	1,337	1,337
At 31 December 2013	2,415	2,415
Analysis of deferred tax		
	2013 £	2012 £
Difference between accumulated depreciation and capital allowances	2,415	1,078

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS YEAR ENDED 31 DECEMBER 2013

# **16 Minority Interests**

	Group
	£
GROUP	
At 1 January 2013	15,955
Transfer from consolidated profit and loss account for the year	15,636
Dividends paid	(16,745)
At 31 December 2013	14,846

Minority interests relate to the proportion of share capital and reserves attributable to the minority shareholders in subsidiary undertakings.

# 17 Share capital

# Allotted, called up and fully paid shares

	2013		2012	
	No.	£	No.	£
Ordinary shares of £0.01 each	100	1	100	1
18 Dividends				
				/Ae

Dividends paid	

Prior year final dividend paid

50,255	37,504

2013

£

restated)

2012

£

# 19 Reserves

# Group

	Profit and loss	
	account £	Total £
At 1 January 2013 Prior year adjustment	49,200 11,024	49,200 11,024
At 1 January 2013 as restated	60,224	60,224
Profit for the year Dividends	40,980 (50,255)	40,980 (50,255)
At 31 December 2013	50,949	50,949

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS YEAR ENDED 31 DECEMBER 2013

Profit and loss account £	Total £
50,255 (50,255)	50,255 (50,255)
2013 £	(As restated) 2012 £
40,980 (50,255)	52,871 (37,504)
(9,275)	15,367 44,858
50,950	60,225
2013 £	2012 £
50,255 (50,255)	37,504 (37,504)
- 1	-
	1
	loss account £  50,255 (50,255)  2013 £  40,980 (50,255) (9,275) 60,225 50,950  2013 £  50,255 (50,255)

# 21 Prior period adjustments

On preparing Tapco Limited consolidated accounts for the year ended 31 December 2013, the requirement for adjustments within the 2012 financial statements were identified. These have been accounted for as a prior year adjustment and the comparative statements for 2012 have been restated accordingly. The effect of this prior year adjustment is a reduction in the minority interest creditor of £11,024 together with a increase in the profit and loss account reserve of £11,024.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

#### YEAR ENDED 31 DECEMBER 2013

#### 22 Pension schemes

# Defined contribution pension scheme

The group operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the group to the scheme and amounted to £4,326 (2012 - £4,441).

Contributions totalling £435 (2012 - £435) were payable to the scheme at the end of the year and are included in creditors.

# 23 Analysis of net debt

	At 1 January 2013 £	Cash flow £	At 31 December 2013 £
Cash at bank and in hand	330,887	(15,936)	314,951
Debt due within one year	(5,688)	(320)	(6,008)
Debt due after more than one year	(18,491)	6,011	(12,480)
Net funds	306,708	(10,245)	296,463

# 24 Related party transactions

# Other related party transactions

During the year the company made the following related party transactions:

# Mr J And Mrs H Cook

Directors and shareholders

Dividends were paid to Mr J Cook and Mrs H Cook, the directors, of £25,630 and £24,625 respectively. At the balance sheet date the amount due (to)/from Mr J And Mrs H Cook was £nil (2012 - £6,750).

#### 25 Control

The company is controlled by the directors who own 100% of the called up share capital.