HEATWISE LIMITED (FORMERLY HEATWISE GLASGOW LIMITED)

FINANCIAL STATEMENTS 31 DECEMBER 1996

Company Registration Number 103925
Scottish Charity Registration Number Sco 00500



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FRENCH DUNCAN

Chartered Accountants & Registered Auditors 375 West George Street Glasgow G2 4LH

FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 1996

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OFFICERS AND PROFESSIONAL ADVISERS

THE BOARD OF DIRECTORS J Anderson

A Kerr S Rennie C Roberton R Winter A Brooks W Furness C Turner C Fletcher

COMPANY SECRETARY M R Ogilvie

REGISTERED OFFICE 72 Charlotte Street

Glasgow G1 5DW

AUDITORS French Duncan

Chartered Accountants & Registered Auditors

375 West George Street

Glasgow G2 4LH

BANKERS Bank of Scotland

Park Circus Place

Glasgow G3 6AN

SOLICITORS Alexander Stone & Co

4 West Regent Street

Glasgow G2 1RW

THE DIRECTORS' REPORT

YEAR ENDED 31 DECEMBER 1996

The directors have pleasure in presenting their report and the financial statements of the company for the year ended 31 December 1996.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

On 27 June 1996 the company changed its name to Heatwise Limited.

As a result of the objectives contained in its Memorandum and Articles of Association the company is recognised as a charity by the Inland Revenue.

The principal objectives of the charity during the year were:

- To make homes warm and safe by providing good quality insulation and home security services.
- 2. To train and give work experience to unemployed people and help them find jobs.
- 3. To work in partnership with the community.
- 4. To promote an affordable energy strategy.

To achieve these ends, the charity continues to operate a training and work experience programme funded from a variety of sources. Trainees have employee status and receive a training allowance equivalent to the full rate for the job.

The principal activity of the subsidiary is the supply of energy conservation and security services outwith the charity field.

RESULTS AND TRANSFER TO RESERVES

The results for the year, and the company's financial position at the end of the year and the way resources were used during the year are shown in the attached financial statements.

RESERVES

The directors of the charity have a reserves policy aimed at maintaining the ability of the charity to deliver its charitable objectives.

To achieve this a designated reserve known as the Grant Funding Reserve is maintained to ensure that the charity has sufficient resources to enable it to meet its obligations, in recognition of significant delays being experienced in receipt of its European grant funding.

In accordance with this policy £305,258 has been transferred to the Grant Funding Reserve.

The remainder of any accumulated excess of income over expenditure is retained in a general reserve. Any excess in the general reserve is distributed to the holding company. These resources are utilised to provide the working capital and other operating requirements of the company and other group charities with similar objectives.

THE DIRECTORS' REPORT (continued)

YEAR ENDED 31 DECEMBER 1996

RESERVES (continued)

In accordance with this policy the directors do not recommend payment of a dividend. The deficit of £75,107 will be transferred to the General Reserve and carried forward to the following year.

FUNDS

In accordance with the Statement of Recommended Practice 'Accounting by Charities', the directors have included a Statement of Financial Activity at note 21.

In the statement of financial affairs the resources available to the charity and how they have been utilised are analysed between two fund types:

a) Restricted funds which represent resources made available to the charity in such a manner that the directors must ensure that they are utilised in a specific way.

These can be restricted income funds, where resources must be utilised to carry out specific tasks, or restricted capital funds where the resources must be used to obtain specific property to enable the charity to carry out its objectives.

b) Unrestricted funds are resources made available to the charity in order to further the objects of the charity.

The statement highlights the funds received by the charity which it is free to use and those which it must use for specific purposes to carry out the charitable objectives.

FUTURE DEVELOPMENTS

The company will continue to pursue its strategic objectives and extend its provision of training and work experience.

THE DIRECTORS AND THEIR INTERESTS IN SHARES OF THE COMPANY

The directors who served the company during the period were as follows:

J Anderson
J Couper (resigned 13 February 1996)
J Findlay
Dr M Green (resigned 4 July 1996)

A Kerr
S Rennie (appointed 7 June 1996)
C Roberton (appointed 8 August 1996)
R Winter (appointed 7 November 1996)

THE DIRECTORS' REPORT (continued)

YEAR ENDED 31 DECEMBER 1996

THE DIRECTORS AND THEIR INTERESTS IN SHARES OF THE COMPANY (continued)

J Findlay resigned as a director on 19 February 1997.

A Brooks and W Furness were appointed as directors on 7 August 1997.

C Fletcher and C Turner were appointed as directors on 8 May 1997.

No director has an interest in the share capital of the company.

RETIREMENT OF DIRECTORS

In accordance with the Articles of Association, J Anderson and A Kerr will retire from the board and, being eligible, will stand for re-appointment.

FIXED ASSETS

The movements in fixed assets are recorded in the notes to the financial statements.

DIRECTORS' RESPONSIBILITIES

Company law 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 at the end of the year and of the profit or loss for the year then ended.

In preparing those financial statements, the directors are required to

select suitable accounting policies, as described on page 9, 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 which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985 the Law Reform (Miscellaneous Provisions) (Scotland) Act 1990 and the Charity Accounts (Scotland) Regulations 1992. The directors 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.

THE DIRECTORS' REPORT (continued)

YEAR ENDED 31 DECEMBER 1996

EMPLOYEES

Good communications are maintained using a team briefing system.

A voluntary contributory money purchase type pension scheme is in operation and available to all permanent employees of the company based on an employers' contribution of 6% of salary and an employee contribution of 4%. In addition life insurance and permanent health insurance is provided for all pension scheme members entirely at the company's expense.

The company is committed to a policy of recruitment and promotion on the basis of aptitude and ability irrespective of colour, ethnic or natural origin, nationality, sex or marital status. Management pursues both continued employment and retraining of employees who become disabled whilst employed by the company.

AUDITORS

French Jarvie Macharg merged their practice with the Glasgow and Falkirk offices of William Duncan & Co. on I January 1997 and the combined firm now practises under the new name of French Duncan. The audit report has been signed in the name of the new firm. A resolution to re-appoint French Duncan, Chartered Accountants, Glasgow as auditors will be put to the members at the Annual General Meeting.

Registered office: 72 Charlotte Street Glasgow G1 5DW Signed on behalf of the directors

M R Ogilvie Company secretary

Mk Dohi

Approved by the directors on 3 September 1997

AUDITORS' REPORT TO THE SHAREHOLDERS

YEAR ENDED 31 DECEMBER 1996

We have audited the financial statements on pages 7 to 17 which have been prepared in accordance with the accounting policies set out on page 9.

RESPECTIVE RESPONSIBILITIES OF THE DIRECTORS AND THE AUDITORS

As described in the directors' report, the directors of the company are responsible for the preparation of the financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

BASIS OF OPINION

We conducted our audit in accordance with 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 circumstances of the company, 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 as at 31 December 1996 and of its surplus for the year then ended, and have been properly prepared in accordance with the Companies Act 1985.

375 West George Street Glasgow G2 4LH FRENCH DUNCAN Chartered Accountants & Registered Auditors

The Alex

3 September 1997

INCOME AND EXPENDITURE ACCOUNT YEAR ENDED 31 DECEMBER 1996

	Notes	1996 £	1995 £
TURNOVER	2.	2,115,393	1,774,358
Cost of materials and consumables		(1,040,741)	(725,664)
GROSS PROFIT		1,074,652	
Other operating income	3.	2,728,321	2,725,223
Staff costs, depreciation and other operating costs	4.	(3,731,517)	(3,597,102)
OPERATING SURPLUS		71,456	176,815
(Loss)/Profit on disposal of fixed assets		(1,219)	
Gifts and donations		31,313	85,000
		101,550	276,363
Interest Payable SURPLUS ON ORDINARY		(3,867)	(5,488)
ACTIVITIES BEFORE TAXATION		97,683	270,875
Tax on surplus on ordinary activities	5.	-	(9,375)
SURPLUS ON ORDINARY		07.692	261.500
ACTIVITIES AFTER TAXATION		97,683	261,500
Transfer (to) grant funding reserve	18.	(305,258)	(120,009)
(DEFICIT)/SURPLUS ON ORDINARY ACTIVITIES		(207,575)	141,491
Dividends	6.	· -	(37,500)
DESCRIPTION OF THE PROPERTY OF			
RETAINED (DEFICIENCY)/SURPLUS FOR THE FINANCIAL YEAR		(207,575)	103,991
Balance brought forward		132,468	28,477
BALANCE CARRIED FORWARD		(75,107)	132,468

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

All of the activities of the company are classed as continuing.

The notes on pages 9 to 17 form part of these financial statements

BALANCE SHEET

31 DECEMBER 1996

	1996	· 5	1995
Note	£	£	£
7. 8.		85,561 1,015	121,961 100
	•	86,576	122,061
9. 10.	52,672 2,257,873 595 2,311,097		156,573 2,581,272 510 2,738,355
11.	(1,491,077)		(2,029,407)
		820,063	708,948
LITIES		906,639	831,009
12.		(3,551)	(26,296)
13.		(1,986)	(1,295)
		901,102	803,418
17. 18.		100 976,109 (75,107) 901,102	100 670,850 132,468 803,418
	7. 8. 9. 10. 11. LITIES 12. 13.	7. 8. 9. 52,672 10. 2,257,873 595	7. 85,561 1,015 $\frac{1,015}{86,576}$ 9. 52,672 $\frac{595}{2,311,097}$ 11. (1,491,077) $\frac{820,063}{2}$ LITIES 906,639 $\frac{(3,551)}{2}$ 13. $\frac{(1,986)}{901,102}$ 17. $\frac{100}{18}$ 976,109 $\frac{(75,107)}{(75,107)}$

These financial statements were approved by the directors on the 3 September 1997 and are signed on their behalf by:

J ANDERSON

Director

The notes on pages 9 to 17 form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 1996

1. ACCOUNTING POLICIES

Basis of accounting

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

Turnover

Turnover represents the total invoice value, excluding Value Added Tax of goods sold and services rendered during the year.

The turnover and surplus on ordinary activities are attributable to the provision of insulation and home security services.

Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Plant and machinery	over 4, 5 and 10 years
Furniture and office equipment	over 5 and 10 years
Vehicles and computer equipment	over 4 years
Tenants improvements	over 2 and 4 years

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Hire purchase agreements

Assets held under hire purchase agreements are capitalised and disclosed under tangible fixed assets at their fair value. The capital element of the future payments is treated as a liability and the interest is charged to the income and expenditure account.

Finance lease agreements

Where the company enters into a lease which entails taking substantially all the risks and rewards of ownership of an asset, the lease is treated as a finance lease. The asset is recorded in the balance sheet as a tangible fixed asset and is depreciated in accordance with the above depreciation policies. Future instalments under such leases, net of finance charges, are included with creditors. Rentals payable are apportioned between the finance element, which is charged to the income and expenditure account, and the capital element which reduces the outstanding obligation for future instalments.

Operating lease agreements

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against income as incurred.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 1996

1. ACCOUNTING POLICIES (continued)

Pension costs

Pensions are charged to the profit and loss account and the statement of financial affairs as and when liabilities arise.

Group accounts and cash flow statement

The company does not prepare group accounts or a cash flow statement as, at the end of the financial period, it was a wholly owned subsidiary of a holding company that prepares group accounts, including a cash flow statement.

Grants

European social fund grants and other grants awarded on the basis of incurring specific expenditure are credited to the income and expenditure account and the statement of financial affairs in the period approved expenditure takes place.

Other revenue grants are credited to the income and expenditure account and the statement of financial affairs in the period that conditions for receipt have been complied with.

Grants for capital expenditure are credited to the income and expenditure account over the useful life of the asset, and credited in full to the statement of financial affairs in the period that conditions for receipt have been complied with.

Taxation

The company is recognised by the Inland Revenue as a charity.

2. TURNOVER

The turnover and surplus before tax are attributable to the one principal activity of the company.

3. OTHER OPERATING INCOME

OTTER OF ERITING INCOME	1996 £	1995 £
Specific Grant Funding Revenue Grants Asset Related Grants Other Grant Funding	1,929,238 1,158 797,925	1,944,259 3,097 777,867
	2,728,321	2,725,223

5.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 1996

4. STAFF COSTS, DEPRECIATION AND OTHER OPERATING COSTS

The average number of staff employed by the company during the financial year amounted to:

	1996 No.	1995 No.
Trainees	216	218
Others	93	81
	309	299
No directors' remuneration was paid during the year.		
	1996	1995
	£	£
Staff Costs	- -	
Wages and salaries	2,335,619	2,316,244
Social security costs	171,141	172,344
Other pension costs	48,650	55,472
	2,555,410	2,544,060
Depreciation	53,876	81,638
Other operating costs		
Running costs	1,103,542	925,178
Audit fee	4,500	4,500
Auditors' fees - other work	5,686	1,244
Provision for non-payment of European Grants	(40,482)	40,482
Provision for diminution in value of investment	48,985	
	1,122,231	971,404
	3,731,517	3,597,102
TAXATION ON SURPLUS ON ORDINARY ACTIVITIES		
	1996	1995
	. £	£
Irrecoverable A.C.T. written off	-	9,375
		9,375

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 1996

6. DIVIDENDS

A final dividend of £Nil (1995 - £800 per ordinary share) has been proposed for the year ended 31 December 1996 amounts to £Nil (1995 - £80,000).

7. TANGIBLE FIXED ASSETS

	Tenants	Motor Vehicles	Furniture and Office	Computer	
	Improvement	t and Plant I	Equipment	Equipment	Total
	£	£	£	£	
COST					504.156
At 1 January 1996	24,378	262,149	47,659	189,990	524,176
Additions	-	-	3,033	13,116	16,149
Disposals	•	(8,522)	(1,219)	-	(9,741)
Transfer	_			1,695	1,695
At 31 December 1996	24,378	253,627	49,473	204,801	532,279
DEPRECIATION					
At 1 January 1996	23,241	182,999	40,667	155,308	402,215
Charge for year	765	27,316	5,949	19,846	53,876
On disposals	-	(8,522)	(1,219)	-	(9,741)
Transfer	-	-	-	368	368
At 31 December 1996	24,006	201,793	45,397	175,522	446,718
NET BOOK VALUE					
At 31 December 1996	372	51,834	4,076	29,279	85,561
At 31 December 1996	1,137	79,150	6,992	34,682	121,961

Hire purchase and finance lease agreements

Included within the net book value is £40,449 (1995 - £62,802) relating to assets held under hire purchase agreements, and £ Nil (1995 - £ Nil) relating to assets held under finance lease agreements. The depreciation charged in the year in respect of assets held under hire purchase agreements amounted to £22,352 (1995 - £20,489), and £Nil (1995 - £ Nil in respect of assets held under finance lease agreements.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 1996

8. INVESTMENTS

Heatwise Limited has invested in the whole of the cost of the share capital of Wise Services Limited, a company registered in Scotland. Wise Services Limited is involved in domestic insulation, energy efficiency services and security improvements.

		£	£
	COST	100	100
	At 1 January 1996 Additions	49,900	100
			100
	At 31 December 1996	50,000	100
	PROVISION FOR DIMINUTION IN VALUE		
	At 1 January 1996	(10.00.5)	-
	Charge for year	(48,985)	
	At 31 December 1996	(48,985)	
	NET BOOK VALUE		***
	At 31 December 1996	1,015	100
	At 31 December 1995	100	100
9.	STOCKS	1996 £	1995 £
	Materials and consumables	52,672	156,573
10.	DEBTORS	1996 £	1995 £
	m 1 11.	330,049	143,506
	Trade debtors Amounts owed by group undertakings	118,448	789,432
	Other debtors	123,706	59,053
	Prepayments and accrued income	1,685,670	1,589,281
	• •	2,257,873	2,581,272

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 1996

11. CREDITORS: Amounts falling due within one year

11.	CREDITORS: Amounts taking due within one year		
		1996	1995
		£	£
	Bank overdraft	43,535	66,864
	Trade creditors	18,003	15,079
	Amounts owed to group undertakings	41,454	36,276
	Taxation and social security	129,506	132,891
	HP and finance leases	22,745	23,949
	Dividends payable	_	37,5 00
	Other creditors	1,114,683	1,655,219
	Accruals and deferred income	121,151	61,629
		1,491,077	2,029,407
12.	CREDITORS: Amounts falling due after more than one year Other creditors: HP and finance leases	1996 £ 3,551	1995 £ 26,296
13.	GOVERNMENT GRANTS	1996 £	1995 £
	Received and receivable:		
	At I January 1996	1,295	4,392
	Receivable during year	1,849	-
	Released to profit and loss account	(1,158)	(3,097)
	At 31 December 1996	1,986	1,295
	110 1 D 00011001 1//0		

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 1996

14. COMMITMENTS UNDER HIRE PURCHASE AND FINANCE LEASE AGREEMENTS

Future commitments under hire purchase and finance lease agreements are as follows:

	1996	1995
	£	£
Amounts payable within 1 year	24,077	27,816
Amounts payable between 2 to 5 years	3,566	27,648
	27,643	55,464
Less interest and finance charges relating to future periods	(1,347)	(5,219)
	26,296	50,245

15. COMMITMENTS UNDER OPERATING LEASES

At 31 December 1996 the company had annual commitments under non-cancellable operating leases as set out below.

	199	96	1995	
	Land and buildings	Other items £	Land and buildings	Other items £
Operating leases which expire: Within 1 year	14,091	_	14,815	1,883
Within 2 to 5 years After more than 5 years	-	26,319	-	15,574
	14,091	26,319	14,815	17,457

16. CONTINGENCIES

There exists a potential liability under European Social Fund Grant application rules whereby any claim, or part thereof, may be subsequently disallowed and therefore refundable. The directors are of the opinion that the training programme developed by the company complies with the rules of the European Social Fund and therefore any liability would only arise out of a difference of opinion.

The company has entered into an agreement, along with the other subsidiary companies of the Wise Group, to guarantee the overdraft the Wise Group holds with the Bank of Scotland and as part of that agreement the Bank of Scotland holds a floating charge over the assets of the company.

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 DECEMBER 1996

17. SHARE CAPITAL

	Authorised share capital:	1996 £	1995 £
	100 Ordinary shares of £1 each	100	100
	Allotted, called up and fully paid:	1996 £	1995 £
	Ordinary share capital	100	100
18.	GRANT FUNDING RESERVE	1996 £	1995 £
	Other reserves: Balance brought forward Movement for the financial year	670,850 305,258	542,497 128,353
	Balance carried forward	976,108	670,850
19.	RECONCILIATION OF MOVEMENTS IN SHAREHOLDE	RS' FUNDS	
		1996 £	1995 £
	Surplus for the financial year Enhanced 1994 grant funding reserve claim Dividends	97,683	261,500 8,344 (37,500) 232,344
	Opening shareholders' equity funds	803,418	571,074
	Closing shareholders' equity funds	901,101	803,418

20. ULTIMATE PARENT COMPANY

The company is a wholly owned subsidiary of The Wise Group, company limited by guarantee, having its registered office in Scotland.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 1996

21. STATEMENT OF FINANCIAL ACTIVITIES

	Unrestricted Fund	Restricted Fund	Total 1996	Total 1995
INCOMING RESOURCES	£	£	£	£
Grant Income European Social Fund	-	1,311,440	1,311,440	1,350,044
Home Energy Efficiency Scheme	-	258,823	258,823	246,894 1,840,449
Local Government Glasgow Development Agency	447,850 100,871	1,338,754 404,663	1,786,604 505,534	538,734
CONTRACT INCOME				* 40 050
Local Government	-	244,502	244,502 476,417	149,972
Others	476,417	-	470,417	_
OTHER INCOME				95 000
Gifts & Donations	-	128,882	128,882	85,000 122,355
Local Energy Advice Centre Gain on Sale	-	-	-	14,548
Sundry	163,519	-	163,519	256,380
	1,188,657	3,687,064	4,875,721	4,604,376
RESOURCES EXPENDED Direct Charitable Expenditure Provision of Training and Work Experience in:				
Office Administration Skills	35,964	513,766	549,730	620,522
Energy Efficiency	692,441	1,700,103 557,122	2,392,544 599,056	2,398,913 786,308
Support Costs Care Services	41,934	360,841	360,841	46,875
Other	48,987	´ -	48,987	-
	819,326	3,131,832	3,951,158	3,852,618
OTHER EXPENDITURE				
Fundraising & Publicity	11,989	159,279	171,268	126,165
Management & Administration	98,238	556,682	654,920	396,346
	110,227	715,961	826,188	522,511
TOTAL RESOURCES EXPENDED	929,553	3,847,793	4,777,346	4,375,129
NET MOVEMENT IN FUNDS	259,104	(160,729)	98,375	229,247
TRANSFER BETWEEN FUNDS	(161,420)	161,420	-	-
FUNDS BROUGHT FORWARD	803,418	1,295	804,713	575,466
FUNDS CARRIED FORWARD	901,102	1,986	903,088	804,713
		-		