

GLASGOW PRIVATE HIRE LIMITED

FOR THE YEAR ENDED 30 NOVEMBER 2003





COMPANY INFORMATION

DIRECTORS

Steven Malcolm

Thomas Wallace

SECRETARY

Sheila Stark

COMPANY NUMBER

SC201189

REGISTERED OFFICE

c/o Neilson Renton & Co

101 Main Street Uddingston Glasgow G71 7EW

AUDITORS

Neilson Renton & Co

Chartered Accountants & Registered Auditors

101 Main Street Uddingston Glasgow G71 7EW



DIRECTORS' REPORT For the year ended 30 November 2003

The directors present their report and the financial statements for the year ended 30 November 2003.

STATEMENT OF 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 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;
- 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. 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.

PRINCIPAL ACTIVITIES AND REVIEW OF BUSINESS

The company's principal activity during the period was private taxi hire operation.

The increase in turnover in the year and the associated increase in gross profit was in line with expectations. The directors expect this trend to continue in the forthcoming year.

On 1 July 2003 the company discontinued operations from data communications.

RESULTS AND DIVIDENDS

The profit for the year, after taxation, amounted to £166,571 (2002 - £195,663).

Dividends paid during the year amounted to £222,000 (2002:£21,000).

DIRECTORS

The directors who served during the year and their beneficial interests in the company's issued share capital were:

	-	Ordinary shares of £1 each		
	<u>30/11/03</u>	<u>1/12/02</u>		
Steven Malcolm	1	1		
Thomas Wallace	1	1		

AUDITORS

The auditors, Neilson Renton & Co, will be proposed for reappointment in accordance with section 385 of the Companies Act 1985.

This report was approved by the board on 24 August 2004 and signed on its behalf.

Steven Malcolm

Director



INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF GLASGOW PRIVATE HIRE LIMITED

We have audited the financial statements of Glasgow Private Hire Limited for the year ended 30 November 2003 set out on pages 3 to 16. These financial statements have been prepared under the historical cost convention and the accounting policies set out on page 6.

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 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 described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards.

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 company is not disclosed.

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

BASIS OF AUDIT OPINION

We conducted our audit in accordance with 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 company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

OPINION

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 30 November 2003 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

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Neilson Renton & Co

Chartered Accountants Registered Auditors

101 Main Street Uddingston Glasgow G71 7EW

24/08/2004



PROFIT AND LOSS ACCOUNT For the year ended 30 November 2003

	Note	2003 £	2002 £
TURNOVER	1, 2		
Continuing operations Discontinued operations		2,447,956 77,780	2,276,731 -
		2,525,736	2,276,731
Cost of sales	3	(52,038)	
GROSS PROFIT		2,473,698	2,276,731
Administrative expenses	3	(2,190,351)	(1,933,799)
OPERATING PROFIT	4		
Continuing operations Discontinued operations		257,605 25,742	342,932
	-	283,347	342,932
Interest payable	7	(42,442)	(40,428)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		240,905	302,504
TAX ON PROFIT ON ORDINARY ACTIVITIES	8	(74,334)	(106,841)
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		166,571	195,663
DIVIDENDS - On equity shares	9	(285,636)	(21,000)
RETAINED (LOSS)/PROFIT FOR THE FINANCIAL YEAR		(119,065)	174,663
RETAINED PROFIT BROUGHT FORWARD		297,343	122,680
RETAINED PROFIT CARRIED FORWARD		£ 178,278	£ 297,343

There were no recognised gains and losses for 2003 or 2002 other than those included in the profit and loss account.

The notes on pages 6 to 16 form part of these financial statements.



BALANCE SHEET As at 30 November 2003

		20	003	20	02
5W50 4005T0	Note	£	£	£	£
FIXED ASSETS	10		054.000		060 447
Intangible fixed assets	10 11		253,663 1,520,069		269,447 1,451,352
Tangible fixed assets	FI				1,451,352
			1,773,732		1,720,799
CURRENT ASSETS					
Debtors	12	78,744		72,880	
Cash at bank and in hand		35,477		55,218	
		114,221		128,098	
CREDITORS: amounts falling due within one year	13	(1,071,477)		(978,115)	
·					
NET CURRENT LIABILITIES			(957,256)		(850,017)
TOTAL ASSETS LESS CURRENT LIABIL	ITIES		816,476		870,782
CREDITORS: amounts falling due after more than one year	14		(529,314)		(470,007)
PROVISIONS FOR LIABILITIES AND CHARGES					
Deferred taxation	15		(108,882)		(103,430)
NET ASSETS			£ 178,280	;	£ 297,345
CAPITAL AND RESERVES			<u> </u>		
Called up share capital	16		2		2
Profit and loss account			178,278		297,343
SHAREHOLDERS' FUNDS - All Equity	17		£ 178,280	•	297,345

The financial statements were approved by the board on 24 August 2004 and signed on its behalf.

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Steven Malcolm Director

The notes on pages 6 to 16 form part of these financial statements.



CASH FLOW STATEMENT For the year ended 30 November 2003

	Note	2003 £	2002 £
Net cash flow from operating activities	18	520,025	289,765
Returns on investments and servicing of finance	19	(42,442)	(40,428)
Taxation		(86,823)	(105,099)
Capital expenditure and financial investment	19	14,063	(95,402)
Equity dividends paid		(200,000)	(21,000)
CASH INFLOW BEFORE FINANCING Financing	19	204,823 (224,567)	27,836 (20,336)
(DECREASE)/INCREASE IN CASH IN THE YEAR		£ (19,744)	£ 7,500

RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET DEBT (NOTE 20) For the year ended 30 November 2003

	2003 £	2002 £
(Decrease)/Increase in cash in the year	(19,744)	7,500
Cash outflow from decrease in debt and lease financing	224,567	20,336
CHANGE IN NET DEBT RESULTING FROM CASH FLOWS	204,823	27,836
New finance lease	(374,823)	(247,200)
MOVEMENT IN NET DEBT IN THE YEAR	(170,000)	(219,364)
Net debt at 1 December 2002	(588,880)	(369,516)
NET DEBT AT 30 NOVEMBER 2003	£ (758,880)	£ (588,880)

The notes on pages 6 to 16 form part of these financial statements.



1. ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

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

1.2 Turnover

Turnover comprises the invoiced value of goods and services supplied by the company, exclusive of Value Added Tax and trade discounts.

1.3 Intangible fixed assets and amortisation

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

1.4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Freehold land and buildings - 2% straight line
Long-term leasehold land and - 10% reducing balance

buildings

Plant and equipment - 10% reducing balance

Motor vehicles - 33.3% reducing balance monthly

1.5 Leasing and hire purchase

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible fixed assets. Assets acquired by finance lease are depreciated over the shorter of the lease term and their useful lives. Assets acquired by hire purchase are depreciated over their useful lives. Finance leases are those where substantially all of the benefits and risks of ownership are assumed by the company. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

1.6 Operating leases

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged to the profit and loss account on the straight line basis over the lease term.

1.7 Deferred taxation

Provision is made in full for all taxation deferred in respect of timing differences that have originated but not reversed by the balance sheet date, except for gains on disposal of fixed assets which will be rolled over into replacement assets. No provision is made for taxation on permanent differences.

Deferred tax assets are recognised to the extent that it is more likely than not that they will be recovered.



2. TURNOVER

All turnover arose within the United Kingdom.

The whole of the turnover and profit before taxation from continuing activities is attributable to private taxi hire operation. The turnover and profit before taxation from discontinued activities arose from data communications.

3. COST OF SALES AND EXPENSES

		20	003	20	02
		Continuing £	Discontinued £	Continuing £	Discontinued £
	Cost of sales		52,038		
	Administrative expenses	2,190,351	-	1,933,799	-
4.	OPERATING PROFIT				
	The operating profit is stated after charg	ing:			
				2003 £	2002 £
	Goodwill amortisation Depreciation of tangible fixed assets:			15,784	15,785
	- owned by the company			178,922	103,651
	 held under finance leases Auditors' remuneration Operating lease rentals: 			94,036 4,000	67,712 4,000
	 plant and machinery other operating leases 			108,475 8,300	107,885 5,811
5.	STAFF COSTS				
	Staff costs, including directors' remunera	ation, were as fo	ollows:		
	-			2003 £	2002 £
	Wages and salaries			1,254,377	1,170,777
	The average monthly number of employe	ees, including d	irectors, during the	e year was as follo	ows:
				2003	2002
	Employees	÷		66 	65



6.	DIRECTORS' REMUNERATION			
		2003 £		2002 £
	Emoluments £	551,744	£	373,000
	The highest paid director received remuneration of £158,000 (2002 - £158,	000).		
7.	INTEREST PAYABLE			
		2003 £		2002 £
	On bank loans and overdrafts On finance leases and hire purchase contracts Other interest payable	25,551 16,667 224		21,471 18,957 -
	£ =	42,442	£	40,428
8.	TAXATION			
		2003 £		2002 £
	Analysis of tax charge in year			
	Current tax (see note below)			
	UK corporation tax charge on profits of the year	68,882		86,823
	Deferred tax		-	
	Origination and reversal of timing differences	5,452		20,018
	Total deferred tax (see note 15)	5,452	_	20,018
	Tax on profit on ordinary activities £	74,334	£	106,841



Factors affecting tax charge for year

The tax assessed for the year is higher than the standard rate of corporation tax in the UK (30%). The differences are explained below:

		2003		2002
		£		£
Profit on ordinary activities before tax		240,905		302,504
Profit on ordinary activities multiplied by the relevant standard rate of corporation tax in the UK of 30% (2002 - 30)	=	72,272	=	90,751
Effects of:				
Expenses not deductible for tax purposes		8,783		27,371
Capital allowances for period in excess of depreciation		(5,452)		(20,018)
Marginal band tax rate adjustment		(6,721)		(11,281)
	_		_	
Current tax charge for year (see note above)	£	68,882	£	86,823
	=		=	
There were no factors that may affect future tax charges.				
DIVIDENDS				
		2003		2002
		£		£
On equity shares		~ ~		
• •	£	285,636	£	21,000
Total dividends paid	7	200,000	۲.	21,000

10. INTANGIBLE FIXED ASSETS

9.

	(Goodwill £
Cost		
At 1 December 2002 and 30 November 2003		315,691
	_	
Amortisation		
At 1 December 2002		46,244
Charge for the year		15,784
At 30 November 2003	_	62,028
Net book value		
At 30 November 2003	£	253,663
At 30 November 2002	£	269,447
	=	



TANGIBLE FIXED ASSETS				
	Land and buildings £	Plant and machinery £	Motor vehicles £	Total £
Cost		~		~
At 1 December 2002	600,258	629,243	597,530	1,827,031
Additions Disposals	4,843	62,969 -	359,534 (293,722)	427,346 (293,722)
At 30 November 2003	605,101	692,212	663,342	1,960,655
Depreciation				
At 1 December 2002	35,786	148,497	191,396	375,679
Charge for the year	12,960	54,372	205,626	272,958
On disposals	•	•	(208,051)	(208,051)
At 30 November 2003	48,746	202,869	188,971	440,586
Net book value				
At 30 November 2003	£ 556,355	£ 489,343 £	474,371	1,520,069
At 30 November 2002	£ 564,472	£ 480,746 £	406,134	£ 1,451,352

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

	2003	2002
	£	£
Motor vehicles	£ 440,938	£ 290,323

At 30 November 2003, included within the net book value of land and buildings is £546,218 relating to freehold land and buildings, £10,136 relating to long term leasehold land and buildings and £NIL relating to short term leasehold land and buildings.

12. DEBTORS

11.

	2003	2002
	£	£
Due within one year		
Trade debtors	68,567	59,652
Other debtors	· •	3,115
Prepayments and accrued income	10,177	10,113
	£ 78,744	£ 72,880
	2 70,744	. 72,000



13. CREDITORS:

Amounts falling due within one year

	2003	2002
	£	£
Bank loans and overdrafts	44,925	41,594
Net obligations under finance leases and hire purchase contracts	220,116	132,498
Trade creditors	24,418	85,630
Corporation tax	68,882	86,823
Social security and other taxes	90,650	69,079
Other creditors	136,796	231,275
Accruals and deferred income	485,690	331,216
	£ 1,071,477	£ 978,115

A floating charge over the assets of the company and a standard security over 712 Edinburgh Road, Glasgow, are held by the company's bankers.



14.

CREDITORS: Amounts falling due after more than one year				
		2003 £		2002 £
Bank loans Net obligations under finance leases and hire purchase contracts		303,218 226,096		351,474 118,533
· · · · · · · · · · · · · · · · · · ·	 ξ	529,314	£	470,007
Included within the above are amounts falling due as follows:				
		2003 £		2002 £
Between one and two years		~		~
Bank loans		44,925		41,595
Between two and five years	=		==	
Bank loans		134,774		124,783
Over five years	=		==	
Bank loans		123,519		185,095
	=		=	
Creditors include amounts not wholly repayable within 5 years as follows:				
		2003 £		2002 £
Repayable by instalments	Ε	123,519	£	185,095
	=		=	
The company has two tailored business loans repayable over a seven year	ır p	eriod.		
Obligations under finance leases and hire purchase contracts, included ab	ov	e, are payabl	e as fo	llows:
		2003		2002
	_	£	c	£
Between two and five years	ε ==	226,096	£	118,533



15.	DEFERRED TAXATION				
			2003		2002
			£		£
	At 1 December 2002 Charge for the year		103,430 5,452		83,412 20,018
	At 30 November 2003	£	108,882	£	103,430
	The deferred tax provision is made up as follows:				
			2003 £		2002 £
	Accelerated capital allowances		108,882		103,430
		£	108,882	£	103,430
16.	SHARE CAPITAL				
			2003 £		2002 £
	Authorised				
	50,000 Ordinary shares of £1 each	£	50,000	£	50,000
	Allotted, called up and fully paid	-			
	2 Ordinary shares of £1 each	£	2	£	2
17.	RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS				
			2003 £		2002 £
	Profit for the year Dividends		166,571 (285,636)		195,663 (21,000)
		-	(119,065)	_	174,663
	Opening shareholders' funds	_	297,345	_	122,682
	Closing shareholders' funds	£	178,280	£	297,345



18.	NET	CASH FL	OW FROM	OPERATING	ACTIVITIES
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	Con-	Disc-	2003	2002
	tinuing £	ontinued £	Total £	£
Operating profit Amortisation of intangible fixed assets Depreciation of tangible fixed assets Loss on disposal of tangible fixed assets Increase in debtors Decrease in creditors	257,604 15,784 272,958 19,085 (5,864) (65,285)	25,743 - - - -	283,347 15,784 272,958 19,085 (5,864) (65,285)	342,932 15,785 171,363 8,527 (47,526) (201,316)
NET CASH INFLOW FROM CONTINUING OPERATING ACTIVITIES	£ 494,282		(00,200)	(207,010)
NET CASH INFLOW IN RESPECT OF DISCONTINUED ACTIVITIES		£ 25,743		
NET CASH INFLOW FROM OPERATIONS			£ 520,025	£ 289,765

19. ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT

	2003 £	2002 £
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE		
Interest paid Hire purchase interest	(25,775) (16,667)	(21,471) (18,957)
NET CASH OUTFLOW FROM RETURNS ON INVESTMENTS AND SERVICING OF FINANCE	£ (42,442)	£ (40,428)
	2003 £	2002 £
CAPITAL EXPENDITURE AND FINANCIAL INVESTMENT		
Purchase of intangible fixed assets Purchase of tangible fixed assets Sale of tangible fixed assets	(52,523) 66,586	(11,100) (110,549) 26,247
NET CASH INFLOW/(OUTFLOW) FROM CAPITAL EXPENDITURE	£ 14,063	£ (95,402)



	2003 £	2002 £
FINANCING	-	-
New secured loans	-	400,000
Repayment of loans	(44,926)	(256,386)
Principal payment under finance lease	(179,641)	(163,950)
NET CASH OUTFLOW FROM FINANCING	£ (224,567)	£ (20,336)

20. ANALYSIS OF CHANGES IN NET DEBT

4 Dagamban	Cook flow	Other non-cash	20 November
2002	Cash now	cnanges	30 November 2003
£	£	£	£
55,218	(19,744)	-	35,474
(251,030)	179,641	(374,823)	(446,212)
(41,594)	44,926	(48,255)	(44,923)
(351,474)	-	48,255	(303,219)
£ (588,880)	£ 204,823	£ (374,823)	£ (758,880)
	£ 55,218 (251,030) (41,594) (351,474)	2002 £ £ 55,218 (19,744) (251,030) 179,641 (41,594) 44,926 (351,474) -	1 December Cash flow changes 2002 £ £ £ £ 55,218 (19,744) - (251,030) 179,641 (374,823) (41,594) 44,926 (48,255) (351,474) - 48,255

21. OPERATING LEASE COMMITMENTS

At 30 November 2003 the company had annual commitments under non-cancellable operating leases as follows:

	Oth	Other		
	2003	2002		
	£	£		
Expiry date:				
Between 2 and 5 years	107,798	107,798		

22. DIRECTORS' PERSONAL GUARANTEES

There are unsupported guarantees of £50,000 each on behalf of S Malcolm and T Wallace, directors of the company, towards the loan facilities.



23. RELATED PARTY TRANSACTIONS

During the year the company purchased 3 motor vehicles at a total cost of £32,543 (2002:£222,870) through Thomas Wallace Car Sales Ltd, of which Thomas Wallace is a director and shareholder.

During the year the company received rent totalling £15,000 (2002:£15,000) from PMF Paisley Ltd, of which Steven Malcolm is a director and shareholder.

During the year the company was invoiced a total of £40,134 (2002:£40,993) for motor vehicle parts, from PMF Paisley Ltd, of which Steven Malcolm is a director and shareholder.

During the year the company was invoiced management fees of £55,000 (2002: £Nil) from Paisley Private Hire Ltd, of which Steven Malcolm is a director and shareholder.