

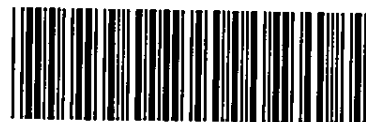
Company Registration No. 3160517

HEYWOOD FINANCE LIMITED

Report and Financial Statements

Year ended 30 June 2010

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HEYWOOD FINANCE LIMITED

REPORT AND FINANCIAL STATEMENTS 2010

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HEYWOOD FINANCE LIMITED

REPORT AND FINANCIAL STATEMENTS 2010

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

H N Moser
S P Baker
G D Beckett
M R Goldberg
P Heywood
D M Hyland (resigned 29 September 2010)
A G Lawton (resigned 3 August 2010)
M J Ridley (resigned 3 August 2010)

SECRETARY

M J Ridley

REGISTERED OFFICE

Bracken House
Charles Street
Manchester
M1 7BD

PRINCIPAL BANKERS

Royal Bank of Scotland Plc
Spinningfields
Manchester
M3 3AP

AUDITORS

Deloitte LLP
Chartered Accountants and Statutory Auditors
Manchester
M60 2AT

HEYWOOD FINANCE LIMITED

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the year ended 30 June 2010

PRINCIPAL ACTIVITY, REVIEW OF BUSINESS AND FUTURE PROSPECTS

The principal activity of the company continues to be the provision of hire purchase finance

The directors consider the results for the year to be satisfactory. On 1 October 2010, the directors confirmed that the company was to cease writing new business

The company qualifies as small in accordance with the provisions of S382(3) of the Companies Act 2006 and is therefore exempt from the requirement to present an enhanced business review

RESULTS AND DIVIDENDS

The audited financial statements for the year ended 30 June 2010 are set out on pages 6 to 14. The loss for the year after tax was £416,874 (2009 £91,673 profit)

The directors do not recommend the payment of a dividend (2009 £nil)

STATEMENT OF GOING CONCERN

As set out in the Directors' Responsibilities Statement, in preparing these financial statements the directors are required to prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

The directors of the company have considered the group's forecast funding and liquidity facilities insofar as to the extent to which they might affect the preparation of the company's financial statements on a going concern basis

Current group funding primarily consists of a £378m drawn syndicated loan facility (made between Royal Bank of Scotland plc, as Agent and Security Agent, and all of the trading and non trading group subsidiary companies as listed in Note 9 of the Jerrold Holdings Limited accounts) and a £375m drawn revolving securitisation facility (made between Charles Street Conduit Asset Backed Securitisation 1 Limited, as Purchaser, Royal Bank of Scotland plc as Facility Agent, Blemain Finance Limited, Bridging Finance Limited, Cheshire Mortgage Corporation Limited, Harpmanor Limited, Lancashire Mortgage Corporation Limited and Auction Finance Limited as Originators and Servicers)

The syndicated facility is not due for renewal until 9 November 2012. The securitised facility is supported by a revolving 364 day liquidity facility which was renewed on 11 November 2010. Based on recent successful renewal experience and the lack of receipt of any indication to the contrary from the relevant parties, the directors are of the opinion that the securitised facility will be renewed substantially in the same form as forecast

On the basis that the group and company have adequate funding as detailed above, together with their current performance and financial position, the directors have a reasonable expectation that, despite the uncertainty in market conditions, the group will have sufficient funding and liquidity facilities to ensure that it will continue in operational existence for the foreseeable future. Accordingly the directors of the company have adopted the going concern basis in preparing financial statements

DIRECTORS

The directors of the company are set out on page 1. All directors served throughout the year and subsequently, except as noted on page 1

P. Heywood owns 10 ordinary shares of £1 each (2009 10 ordinary shares of £1 each)

HEYWOOD FINANCE LIMITED

DIRECTORS' REPORT (continued)

AUDIT INFORMATION

In the case of each of the persons who are directors of the company at the date when this report is approved

- as far as each of the directors is aware, there is no relevant audit information of which the company's auditors are unaware, and
- each of the directors has taken all the steps that they ought to have taken as a director to make themselves aware of any audit information and to establish that the company's auditors are aware of that information

This statement is given and should be interpreted in accordance with the provisions of S418 of the Companies Act 2006

AUDITORS

A resolution to re-appoint Deloitte LLP as the company's auditors will be proposed at the forthcoming Annual General Meeting

Approved by the Board of Directors
and signed on behalf of the Board



M J Ridley
Secretary

MJR 2011

HEYWOOD FINANCE LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the Annual 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 company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and accounting estimates that are reasonable and prudent, 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 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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF HEYWOOD FINANCE LIMITED

We have audited the financial statements of Heywood Finance Limited for the year ended 30 June 2010 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 20. 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 auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement, 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 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 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.

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 30 June 2010 and of its loss 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 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, or
- the directors were not entitled to take advantage of the small companies exemption in preparing the directors' report.



Stephen Williams (Senior Statutory Auditor)
For and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditors
Manchester, United Kingdom

10 FEBRUARY 2011

HEYWOOD FINANCE LIMITED

PROFIT AND LOSS ACCOUNT

Year ended 30 June 2010

	Note	2010 £	2009 £
TURNOVER	2	826,874	1,367,287
Cost of sales		<u>(21,797)</u>	<u>(43,915)</u>
GROSS PROFIT		805,077	1,323,372
Administrative expenses		<u>(884,431)</u>	<u>(677,836)</u>
OPERATING (LOSS)/PROFIT		(79,354)	645,536
Interest payable and similar charges	4	(332,388)	(522,891)
Interest receivable and similar income	4	-	217
(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	5	<u>(411,742)</u>	<u>122,862</u>
Tax on (loss)/ profit on ordinary activities	6	<u>(5,132)</u>	<u>(31,189)</u>
RETAINED (LOSS)/PROFIT FOR THE FINANCIAL YEAR	13	<u><u>(416,874)</u></u>	<u><u>91,673</u></u>

All activity has arisen from continuing operations

There were no recognised gains or losses in either year other than the (loss)/ profit for that year then ended Accordingly, a statement of total recognised gains and losses has not been presented

HEYWOOD FINANCE LIMITED

BALANCE SHEET
30 June 2010

	Note	2010 £	2009 £
FIXED ASSETS			
Tangible assets	7	24,467	24,532
CURRENT ASSETS			
Debtors			
- due within one year	8	2,880,008	4,389,465
- due after one year	8	1,499,478	2,894,591
Cash at bank and in hand		96,301	130,441
		<u>4,475,787</u>	<u>7,414,497</u>
CREDITORS: Amounts falling due within one year	9	<u>(291,895)</u>	<u>(205,645)</u>
NET CURRENT ASSETS		<u>4,183,892</u>	<u>7,208,852</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		4,208,359	7,233,384
CREDITORS: Amounts falling due after more than one year	10	<u>(2,634,802)</u>	<u>(5,242,953)</u>
NET ASSETS		<u>1,573,557</u>	<u>1,990,431</u>
CAPITAL AND RESERVES			
Called up share capital	12	100	100
Profit and loss account	13	<u>1,573,457</u>	<u>1,990,331</u>
EQUITY SHAREHOLDERS' FUNDS	14	<u>1,573,557</u>	<u>1,990,431</u>

These financial statements were approved by the Board of Directors on *10 FEB* 2011

Company Registration No 3160517

Signed on behalf of the Board of Directors

G D Beckett
Director



MRS
M R Goldberg
Director



HEYWOOD FINANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 30 June 2010

1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable law and United Kingdom accounting standards. The particular accounting policies adopted are described below. They have been applied consistently throughout the current and prior year.

Accounting convention

The company prepares its accounts under the historic cost convention and on the going concern basis. The directors continue to adopt the going concern basis as disclosed in the Directors' Report - Statement of Going Concern.

Taxation

UK corporation tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements. A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is not recognised when fixed assets are revalued unless by the balance sheet date there is a binding agreement to sell the revalued assets and the gain or loss expected to arise on sale has been recognised in the financial statements. Neither is deferred tax recognised when fixed assets are sold and it is more likely than not that the taxable gain will be rolled over, being charged to tax only if and when the replacement assets are sold. Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

Turnover and cost of sales

Turnover consists of interest recoverable on loans and commissions income. Interest income is recognised on an accruals basis. Other finance related fees receivable are credited to income when the related service is performed. Cost of sales includes the direct costs of the financing, including commissions payable.

Bad and doubtful debts

Specific provisions are made when the directors consider that the recoverability of the advance is in part or in whole doubtful. Incurred but not reported loss provisions are raised to cover losses that are judged to be present in loans and advances at the balance sheet date but which have not been specifically identified as such. Provisions for bad and doubtful debts, along with bad debt write-offs, are charged to operating profit as part of administrative expenses.

Interest payable and similar charges

Finance costs of financial liabilities are recognised in the profit and loss account over the term of the facilities at the applicable rates on the carrying amounts in the financial period.

Tangible fixed assets

Tangible fixed assets are stated at cost, net of depreciation and any provision for impairment.

Depreciation is provided evenly on the cost or revalued amount of tangible fixed assets, to write them down to their estimated residual values over their expected useful lives. The principal annual rates are:

Motor vehicles	- 25% on reducing balance
Computer equipment	- 33% straight-line on cost

HEYWOOD FINANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 30 June 2010

1. ACCOUNTING POLICIES (CONTINUED)

Leased assets

Assets held under leasing arrangements that transfer substantially all the risks and rewards of ownership to the company are capitalised. The capital element of the related rental obligations is included in creditors. The interest element of the rental obligations is charged to the profit and loss account so as to produce a constant periodic rate of charge.

Rentals in respect of all other leases are charged to the profit and loss account on a straight line basis over the lease term, even if payments are not made on such a basis.

2. TURNOVER

Turnover is wholly derived from within the UK and relates to the principal activity of the company.

3. STAFF COSTS

The company had no employees and paid no director's emoluments during either year.

The Directors of the company may also be Directors of other Jerrold Holdings Limited group companies. Directors received collective remuneration of £1,984,000 (2009 £1,905,000) in respect of services to the group. It is not however, practicable to allocate this between individual group companies.

4. FINANCE CHARGES

	2010	2009
	£	£
<i>Interest payable and similar charges</i>		
Interest payable on intragroup loans	(332,265)	(521,954)
Interest payable on hire purchase agreement	(123)	(937)
	<u>(332,388)</u>	<u>(522,891)</u>
<i>Interest receivable and similar income</i>		
Bank interest receivable	<u>-</u>	<u>217</u>

5. (LOSS)/ PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

(Loss)/ Profit on ordinary activities before taxation is stated after charging

	2010	2009
	£	£
Operating lease rentals		
- land and buildings	20,523	20,302
Depreciation of tangible fixed assets		
- owned assets	1,561	1,804
- held under hire purchase contracts	6,088	8,117
	<u>28,172</u>	<u>29,223</u>

The audit fee of £618 (2009 £600) was borne by another group undertaking.

HEYWOOD FINANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued) Year ended 30 June 2010

6. TAX ON (LOSS)/ PROFIT ON ORDINARY ACTIVITIES

The tax charge comprises

	2010 £	2009 £
Current tax		
UK corporation tax	-	29,577
Adjustment in respect of prior years - UK corporation tax	-	(3,312)
Total current tax	-	26,265
Deferred tax		
Origination and reversal of timing differences (see note 11)	5,132	4,924
Total tax charge on (loss)/ profit on ordinary activities	<u>5,132</u>	<u>31,189</u>

The differences between the total current tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the profit before tax are as follows

	2010 £	2009 £
(Loss)/ profit on ordinary activities before tax	<u>(411,742)</u>	<u>122,862</u>
Tax on (loss)/ profit on ordinary activities at standard UK corporation tax rate of 28% (2009 28%)	(115,288)	34,401
Effects of		
Group relief	120,123	-
Expenses not deductible for tax purposes	297	99
Capital allowances in excess of depreciation	(1,037)	286
Other timing differences	(4,095)	(5,209)
Prior period adjustments	-	(3,312)
Current tax charge for year	<u>-</u>	<u>26,265</u>

There is no unprovided deferred tax at the year end (2009 £Nil)

Post balance sheet events

As a result of the post-election Budget announced by the Chancellor of the Exchequer enacted into United Kingdom law in July 2010, the corporation tax for large companies in the United Kingdom will reduce from 28% to 27% from April 2011. Further reductions from 27% to 24% over the subsequent three years have been announced but are not yet enacted into United Kingdom law.

HEYWOOD FINANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued) Year ended 30 June 2010

7. TANGIBLE FIXED ASSETS

	Computer equipment £	Motor vehicles £	Total £
Cost			
At 1 July 2009	14,425	60,075	74,500
Additions	7,584	-	7,584
	<u>22,009</u>	<u>60,075</u>	<u>82,084</u>
At 30 June 2010			
Depreciation			
At 1 July 2009	14,244	35,724	49,968
Charge for the year	1,561	6,088	7,649
	<u>15,805</u>	<u>41,812</u>	<u>57,617</u>
At 30 June 2010			
Net book value			
At 30 June 2010	<u>6,204</u>	<u>18,263</u>	<u>24,467</u>
At 30 June 2009	<u>181</u>	<u>24,351</u>	<u>24,532</u>

The net book value of tangible fixed assets includes £nil (2009 £24,351) in respect of assets held under hire purchase agreements

8. DEBTORS

	2010 £	2009 £
Amounts falling due within one year		
Trade debtors	2,872,290	4,387,141
Prepayments	7,718	2,324
	<u>2,880,008</u>	<u>4,389,465</u>
Amounts falling due after more than one year		
Trade debtors	1,481,482	2,877,051
Amounts owed by fellow group undertakings	5,588	-
Deferred taxation (see note 11)	12,408	17,540
	<u>1,499,478</u>	<u>2,894,591</u>
	<u>4,379,486</u>	<u>7,284,056</u>

HEYWOOD FINANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued) Year ended 30 June 2010

9. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2010 £	2009 £
Trade creditors	16,280	44
UK corporation tax	29,576	32,108
Accruals and deferred income	138,554	54,818
Hire purchase creditor	-	2,999
Other creditors	107,485	115,676
	<u>291,895</u>	<u>205,645</u>

10. CREDITORS: AMOUNTS FALLING DUE AFTER ONE YEAR

	2010 £	2009 £
Amounts owed to group undertakings	2,634,802	5,242,953
	<u>2,634,802</u>	<u>5,242,953</u>
Borrowings are repayable as follows		
Between two and five years	2,634,802	5,242,953
	<u>2,634,802</u>	<u>5,242,953</u>

In the current year, the terms of the intercompany loan were extended, resulting in the balance not being repayable prior to 31 March 2012

11. DEFERRED TAXATION

	£
Balance at 1 July 2009	17,540
Charge to profit and loss account	(5,132)
Balance at 30 June 2010	<u>12,408</u>

The amounts provided in the financial statements comprising full provision are as follows

	2010 £	2009 £
Capital allowances in advance of depreciation	6,282	7,319
Other timing differences	6,126	10,221
	<u>12,408</u>	<u>17,540</u>

The directors believe that future profitability will be sufficient to ensure recoverability of the deferred taxation asset

HEYWOOD FINANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued) Year ended 30 June 2010

12. CALLED UP SHARE CAPITAL

	2010	2009
	£	£
Authorised, allotted, called-up and fully paid 100 ordinary shares of £1 each	<u>100</u>	<u>100</u>

13. PROFIT AND LOSS ACCOUNT

	£
At 1 July 2009	1,990,331
Retained loss for the financial year	<u>(416,874)</u>
At 30 June 2010	<u>1,573,457</u>

14. RECONCILIATION OF MOVEMENTS IN EQUITY SHAREHOLDERS' FUNDS

	2010	2009
	£	£
Opening equity shareholders' funds	1,990,431	1,898,758
(Loss)/ profit for the financial year	<u>(416,874)</u>	<u>91,673</u>
Closing equity shareholders' funds	<u>1,573,557</u>	<u>1,990,431</u>

15. CONTINGENT LIABILITY

The company's assets are subject to a fixed and floating charge in respect of £378 million of bank borrowings of the group (2009 £378 million)

16. LEASE COMMITMENTS

Annual commitments under non-cancellable operating leases are as follows

	2010	2009
	£	£
Land and buildings, lease expiring within one year	15,392	-
Land and buildings, lease expiring after five years	<u>-</u>	<u>20,604</u>

17. CASH FLOW STATEMENT

As permitted by FRS 1 (Revised 1996) "Cash flow statements", the company has not produced a cash flow statement as it is a 90% owned subsidiary undertaking of Jerrold Holdings Ltd which has produced consolidated financial statements that are publicly available

HEYWOOD FINANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

Year ended 30 June 2010

18. SUBSEQUENT EVENTS

On 1 October 2010, the directors confirmed that the company was to cease writing new business

19. RELATED PARTY TRANSACTIONS

During the year, the company entered into transactions, in the ordinary course of business, with other related parties as follows

	2010	2009
	£	£
<i>Transactions with fellow group companies</i>		
Interest recharges	(332,265)	(521,954)
Management recharges	(281,499)	(350,609)
Treasury receipts	3,309,041	4,072,214
	<u>2,695,277</u>	<u>3,199,651</u>
Amounts due from fellow group companies	<u>(2,629,214)</u>	<u>(5,324,491)</u>

20. ULTIMATE PARENT COMPANY

The company is a subsidiary undertaking of Jerrold Holdings Ltd, a company incorporated in Great Britain and registered in England and Wales

The largest and smallest group of which Heywood Finance Limited is a member, and for which group financial statements are drawn up, is that headed by Jerrold Holdings Ltd, whose principal place of business is at Bracken House, Charles Street, Manchester, M1 7BD

H N Moser, a director of Jerrold Holdings Limited, and members of his close family, control the company as a result of controlling directly or indirectly 70% of the voting rights of Jerrold Holdings Limited