

D.G. FINANCE LIMITED
ANNUAL REPORT AND ACCOUNTS
31st December 1997



D.G. FINANCE LIMITED

Directors and advisers

Company number: 2131494

Directors

Michael J Williams
Clive Gear, FCA

Secretary and registered office

Brian Shears, ACA
Delaware Drive, Tongwell, Milton Keynes, MK15 8JH

Auditors

Neville Russell
Sovereign Court, 202 Upper Fifth Street, Silbury Boulevard, Central Milton Keynes, MK9 2JB

Bankers

Barclays Bank plc
Ashton House, 497 Silbury Boulevard, Central Milton Keynes, MK9 2LD

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D.G. FINANCE LIMITED

Report of the directors

The directors present their report and the audited financial statements of the company for the year ended 31st December 1997.

Activities and business review

The company's principal activity continued to be that of co-ordinating vehicle sales finance.

Results and dividends

Turnover amounted to £308,000 (1996: £518,000) and the profit before tax was £175,000 compared to £227,000 in 1996.

A dividend of £200,000 was paid on 30th May 1997 and a further dividend of £100,000 was paid on 3rd November 1997. After accounting for total dividends of £300,000 (1996: £nil) the deficit of £215,000 (1996 : retained profit of £152,000) has been transferred to reserves.

Directors

The current directors of the company, all of whom served throughout the year, are set out on page 1.

No director had any interest in the share capital of the company during the year. Their interests, including those of their immediate families, in the share capital of the holding company, Dawsongroup plc, were as follows:

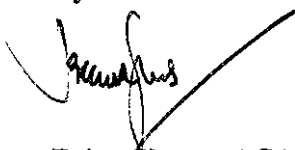
	31st December 1997			31st December 1996		
	Beneficial interests	Under option	ESOP awards	Beneficial interests	Under option	ESOP awards
M J Williams	92,000	20,547	26,370	101,282	20,547	26,370
C Gear	92,000	20,547	19,638	101,281	20,547	19,638

Information regarding the price and exercise period of all options to purchase shares in Dawsongroup plc is disclosed in the financial statements of that company.

Creditor payment policy

The company agrees the terms and conditions under which business transactions with its suppliers are conducted. It is policy that payments to suppliers are made in accordance with these terms, provided that the supplier also complies with all relevant terms and conditions.

By order of the board



Brian Shears, ACA
Secretary
25th March 1998

D.G. FINANCE LIMITED

Directors' responsibilities

The following statement, which should be read in conjunction with the auditors' statement of their responsibilities, is made with a view to describing the responsibilities of the directors in relation to the financial statements.

The directors are required by the Companies Act 1985 to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company as at the end of the financial year and of the profit or loss for the financial year.

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. For this reason they continue to adopt the going concern basis in preparing the financial statements set out on pages 5 to 12. The directors consider that in preparing the financial statements the company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates, and that all accounting standards which they consider to be applicable have been followed (subject to any explanations and any material departures disclosed in the notes to the financial statements).

The directors have responsibility for ensuring that the company keeps accounting records which disclose with reasonable accuracy the financial position of the company and which enable them to ensure that the financial statements comply with the Companies Act 1985.

The directors have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

NEVILLE RUSSELL

Chartered Accountants



AUDITORS' REPORT TO THE SHAREHOLDERS OF

D. G. FINANCE LIMITED

We have audited the financial statements on pages 5 to 12 which have been prepared following the accounting policies set out on page 7.

Respective responsibilities of directors and auditors

As described on page 3 the company's directors are responsible for the preparation of 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 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 31st December 1997 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

A handwritten signature in cursive script that reads "Neville Russell".

NEVILLE RUSSELL
CHARTERED ACCOUNTANTS
and Registered Auditors

Milton Keynes
25th March 1998

D.G. FINANCE LIMITED

**Profit and loss account
for the year ended 31st December 1997**

	Notes	1997 £'000	1996 £'000
Turnover	2	308	518
Cost of sales		66	36
		<hr/>	<hr/>
Gross profit		242	482
Administrative expenses		(14)	22
		<hr/>	<hr/>
Operating profit	3	256	460
Net interest payable	5	81	233
		<hr/>	<hr/>
Profit on ordinary activities before tax		175	227
Tax	6	90	75
		<hr/>	<hr/>
Profit for the financial year		85	152
Dividends	7	300	-
		<hr/>	<hr/>
Retained (loss)/profit for the year	16	(215)	152
		<hr/>	<hr/>

The company's turnover and expenses all relate to continuing operations.

The company had no recognised gains or losses other than the loss for the year (1996: nil).

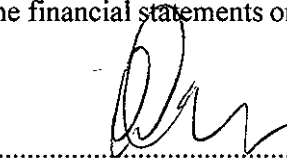
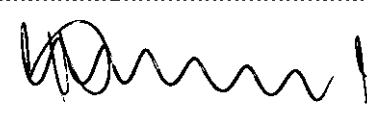
The result for the year has been calculated on the historical cost basis.

D.G. FINANCE LIMITED

Balance sheet at 31st December 1997

	Notes	1997 £'000	1996 £'000
Fixed assets			
Tangible assets	8	325	-
Current assets			
Finance receivables:	9		
amounts falling due within one year		521	858
amounts falling due after more than one year		479	1,157
Debtors	10	46	109
Cash		33	-
		<u>1,079</u>	<u>2,124</u>
Creditors due within one year			
Borrowings	11	-	141
Other creditors	12	1,117	1,505
		<u>1,117</u>	<u>1,646</u>
Net current (liabilities)/assets			
		38	478
Total assets less current liabilities			
		287	478
Provision for liabilities and charges			
Deferred tax	13	335	359
Net assets			
		<u>622</u>	<u>837</u>
Capital and reserves			
Called up share capital	14	350	350
Share premium account	16	268	268
Profit and loss account	16	4	219
Equity shareholders' funds			
		<u>622</u>	<u>837</u>

The financial statements on pages 5 to 12 were approved by the board of directors on 25th March 1998

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Directors

D.G. FINANCE LIMITED

Notes to the financial statements for the year ended 31st December 1997

1. Accounting policies

The company is a wholly owned subsidiary of Dawsongroup plc which has prepared group financial statements in accordance with applicable accounting standards and which has published a consolidated cash flow statement in accordance with the requirements of FRS 1 (Revised). The company has therefore taken advantage of the exemption not to publish its own cash flow statement.

The financial statements have been prepared under the historical cost convention in accordance with applicable accounting standards using the following principal accounting policies:

Depreciation

Depreciation is provided to write down the cost of motor vehicles to their estimated residual values over a period of four years.

Finance leases and hire purchase

Fixed assets obtained under finance leases are treated in the same way as hire purchase; that is as though they are purchased outright and depreciated accordingly. The outstanding capital element of such leases is included within borrowings in the balance sheet. The interest element of leasing payments is charged to the profit and loss account over the period of the finance lease in accordance with the "sum of digits" method. Interest costs on fixed rate hire purchase are also accounted for by this method.

Finance receivables

Income from fixed rate instalment finance business, after making a deduction for certain initial expenses, is credited to the profit and loss account in proportion to the reducing balance outstanding. These balances are stated in the balance sheet after deduction of unearned charges and interest.

Rental income from operating leases is recognised on a straight line basis over the period of the lease.

Deferred tax

Deferred tax is provided, using the liability method, at the appropriate rates of tax on all timing differences to the extent that it is probable that an asset or liability will crystallise in the foreseeable future.

Turnover

Turnover is the amount receivable in the ordinary course of business for services provided during the year, excluding value added tax.

D.G. FINANCE LIMITED

Notes to the financial statements for the year ended 31st December 1997

2. Segmental information

The turnover, profit before tax and net assets are attributable to the principal activity of co-ordinating vehicle sales finance. The company operates in the UK and the whole of its turnover is to the UK market.

Rentals receivable in respect of finance leases and hire purchase contracts during the year amounted to £1,120,000 (1996: £1,622,000). Rentals receivable in respect of operating leases amounted to £53,000 (1996: £nil).

3. Operating profit

	1997 £'000	1996 £'000
This is arrived at after charging:		
Depreciation	45	-
Auditors' remuneration	3	2
	<hr/>	<hr/>

4. Directors and employees

Employees

The company had no full-time employees during the year (1996:nil). No direct staff costs were incurred during the year (1996: £nil).

Directors' emoluments

None of the directors received any remuneration from the company during the year (1996:£nil). The emoluments of those directors who are also directors of the parent company are disclosed in the financial statements of Dawsongroup plc.

5. Net interest payable

	1997 £'000	1996 £'000
On borrowings wholly repayable within five years:		
Asset finance arrangements	-	157
Loan from parent company	81	68
Payable under interest swap arrangements	-	8
	<hr/>	<hr/>
	81	233
	<hr/>	<hr/>

D.G. FINANCE LIMITED**Notes to the financial statements
for the year ended 31st December 1997****6. Tax**

	1997 £'000	1996 £'000
The tax charge for the year is made up as follows:		
Corporation tax	66	243
Deferred tax (note 13)	24	(168)
	<hr/>	<hr/>
	90	75
	<hr/>	<hr/>

7. Dividends

	1997 £'000	1996 £'000
Interim paid (£0.571 per share) (1996: £nil)	200	-
Final paid (£0.286 per share) (1996: £nil)	100	-
	<hr/>	<hr/>
	300	-
	<hr/>	<hr/>

8. Tangible fixed assets

	Operating lease assets £'000
Cost:	
As at 1st January 1997	-
Additions	370
	<hr/>
As at 31st December 1997	370
	<hr/>
Depreciation:	
As at 1st January 1997	-
Charge for the year	45
	<hr/>
As at 31st December 1997	45
	<hr/>
Book value:	
As at 31st December 1997	325
	<hr/>
As at 31st December 1996	-
	<hr/>

D.G. FINANCE LIMITED

**Notes to the financial statements
for the year ended 31st December 1997**

9. Finance receivables

	1997 £'000	1996 £'000
Amounts receivable, net of provisions, in respect of:		
Finance lease agreements	454	1,185
Hire purchase agreements	681	1,180
	<hr/>	<hr/>
	1,135	2,365
Less: income allocated to future periods	(135)	(350)
	<hr/>	<hr/>
	1,000	2,015
	<hr/>	<hr/>
Receivable within one year	521	858
Receivable after more than one year	479	1,157
	<hr/>	<hr/>
	1,000	2,015
	<hr/>	<hr/>

10. Debtors

	1997 £'000	1996 £'000
Other debtors	15	42
Prepayments	1	5
Amounts owed by group undertakings	30	62
	<hr/>	<hr/>
	46	109
	<hr/>	<hr/>

11. Borrowings

	1997 £'000	1996 £'000
Due within one year:		
Overdraft	-	141
	<hr/>	<hr/>

D.G. FINANCE LIMITED**Notes to the financial statements
for the year ended 31st December 1997****12. Other creditors**

	1997 £'000	1996 £'000
Tax payable	66	249
Other taxes and social security	20	-
Other creditors	35	46
Loan from Dawsongroup plc	982	1,157
Amounts owed to group undertakings	14	53
	<hr/>	<hr/>
	1,117	1,505
	<hr/>	<hr/>

13. Deferred tax

	Not provided in the accounts		Provided in the accounts	
	1997 £'000	1996 £'000	1997 £'000	1996 £'000
Accelerated capital allowances	-	-	(446)	(663)
Other timing differences	-	-	111	304
	<hr/>	<hr/>	<hr/>	<hr/>
	-	-	(335)	(359)
	<hr/>	<hr/>	<hr/>	<hr/>

Movement in the year:

	1997 £'000	1996 £'000
As at 1st January 1997	(359)	(191)
Charge/(credit) for the year	24	(168)
	<hr/>	<hr/>
As at 31st December 1997	(335)	(359)
	<hr/>	<hr/>

Amounts provided and the full potential liability have been calculated at future expected rates of corporation tax.

14. Called up share capital

	Authorised 1997 and 1996		Allotted, issued and fully paid 1997 and 1996	
	Number	£'000	Number	£'000
Ordinary shares of £1 each	500,000	500	350,000	350
	<hr/>	<hr/>	<hr/>	<hr/>

D.G. FINANCE LIMITED

Notes to the financial statements for the year ended 31st December 1997

15. Reconciliation of movements in shareholders' funds

	1997 £'000	1996 £'000
Profit for the financial year	85	152
Dividends	(300)	-
	-----	-----
Net movement of shareholders' funds	(215)	152
Opening shareholders' funds	837	685
	-----	-----
Closing shareholders' funds	622	837
	-----	-----

16. Reserves

	Share premium account £'000	Profit and loss account £'000	Total £'000
As at 1st January 1997	268	219	487
Retained loss for the year	-	(215)	(215)
	-----	-----	-----
As at 31st December 1997	268	4	272
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17. Parent undertakings

The ultimate parent company is Dawsongroup plc.

The immediate parent company is Alexena Limited.

D.G. Finance Limited was controlled throughout the year by its immediate parent company, two of whose directors are also directors of D.G. Finance Limited.

Throughout the year D.G. Finance Limited was ultimately under the control of trusts, the beneficiary of which is P M Dawson, Chairman of Dawsongroup plc, including his immediate family, the controlling shareholders of that company.

18. Related party transactions

The company has taken advantage of the exemption conferred by FRS 8 to subsidiary undertakings, 90 per cent or more of whose voting rights are controlled within the group, not to disclose transactions with other group companies.