Report and Financial Statements

30 April 2013

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REPORT AND FINANCIAL STATEMENTS 2013

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REPORT AND FINANCIAL STATEMENTS 2013

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

C M P Granger J A Henniker-Major

SECRETARY

R A S J Meade

REGISTERED OFFICE

43 Priestgate Peterborough PE1 IAR

BANKERS

Barclays Bank plc Professional Services Team United Kingdom House 180 Oxford Street London W1D 1EA

AUDITOR

Deloitte LLP Chartered Accountants and Statutory Auditor Cambridge

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the year ended 30 April 2013

PRINCIPAL ACTIVITIES

The principal activity of the company during the year was the provision of services to the Carter Jonas group

REVIEW OF DEVELOPMENTS AND FUTURE PROSPECTS

The company is an unlimited company and is a wholly owned subsidiary of Carter Jonas LLP

The company's principal activity is to provide services to other members of the Carter Jonas group During the year under review these were - Carter Jonas LLP, Carter Jonas Oxford Commercial Limited and Architectural Partnerships Ltd - together with a number of dormant companies

The services provided include the staff to undertake professional property consultancy work including agency, and the support staff to carry out the support work for Carter Jonas LLP. The company purchases and provides all the supplies and services required by the group. There has not been any change in the company's principal activities in the year under review. The directors are not aware at the date of this report of any likely changes in the company's activities in the next year.

The profit for the year was £nil (2012 - profit of £nil)

The balance sheet on page 8 of the financial statements shows that the company's financial position at the year end is, in both total assets and cash terms, consistent with the prior year. Details of amounts owed by group undertakings are shown in note 9 on page 13

The company is part of the Carter Jonas LLP operations As such, the company's directors believe that further key performance indicators for the company are not necessary or appropriate for an understanding of the development, performance or position of the business. The performance of the consolidated group, which includes the company, is discussed in the group's Annual Report which does not form part of this report.

Principal risks and uncertainties

Competitive pressure in the UK is a continuing risk for the company's principal customer and parent, Carter Jonas LLP This competition could result in Carter Jonas LLP losing sales to its key competitors. Carter Jonas LLP manages this risk by providing added value services to its customers, having fast response times in providing services and supplying product to those carrying out the services and in handling all customer queries, and Carter Jonas Service Company manages this through its ongoing relationship with the rest of the Carter Jonas group companies

The company is funded by its parent and by overdraft facilities provided by its bankers. Its interest rate exposure is not considered by the directors to be significant

Group risks are from competitive pressures and any rapid change in market conditions, particularly in residential agency work

Environment

The Carter Jonas group is committed to managing its activities, wherever practical, so as to minimise any harmful impact on the environment. Initiatives designed to minimise the company's impact on the environment include safe disposal of old computers, recycling, reducing energy consumption and use of video conferencing.

DIRECTORS' REPORT

REVIEW OF DEVELOPMENTS AND FUTURE PROSPECTS (continued)

Employees

Details of the number of employees and related costs can be found in note 5 to the financial statements on page 11

Applications for employment by disabled persons are always fully considered, bearing in mind the aptitude of the applicant concerned. In the event of members of staff becoming disabled every effort is made to ensure that their employment with the company continues and that appropriate training is arranged. It is the policy of the company that the training, career development and promotion of disabled persons should, as far as possible, be identical with that of other employees.

The company participates in the group's policies and practices to keep employees informed of matters relevant to them as employees through a Communications Forum, other regular meetings and the intranet

CHARITABLE DONATIONS

During the year the company made charitable donations of £2,253 (2012 - £2,082)

EQUAL OPPORTUNITIES POLICY

The company is an equal opportunities employer No consideration is taken of race, colour, religion, creed, sex, sexual orientation, ethnic origin, age or mobility advantage when considering applicants for vacancies or on considering promotions

GOING CONCERN

The company meets its day to day working capital requirements through a group wide overdraft facility. This facility is due for renewal on 1 August 2014, and the directors are confident that the existing facilities will be renewed. The group's forecasts and projections, taking account of reasonable possible changes in trading performance, show that the group should be able to operate within the level of its current facility. Therefore, the company will continue to be able utilise the group wide facility to finance its working capital requirements.

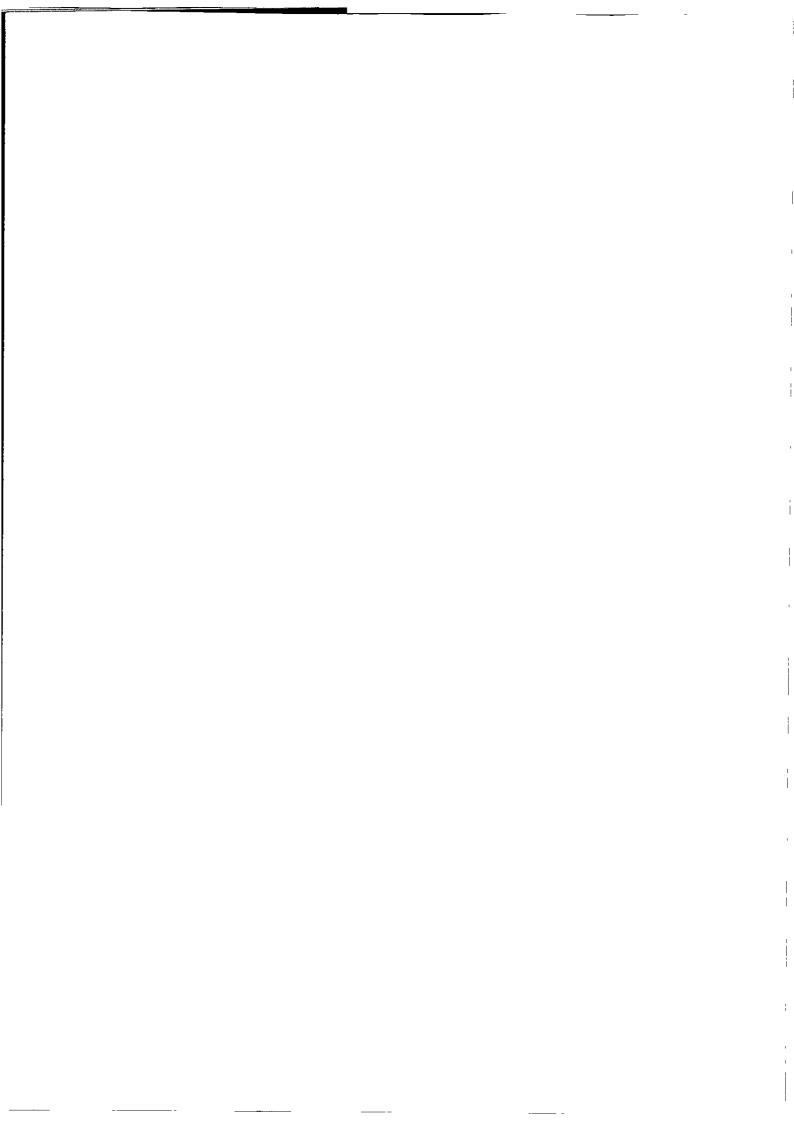
DIVIDENDS

The directors do not recommend the payment of a dividend (2012 - £nil)

DIRECTORS

The directors who served the company throughout the year were as follows

C M P Granger J A Henniker-Major



DIRECTORS' REPORT

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 judgements and estimates that are reasonable and prudent,
- state whether applicable accounting standards have been followed, 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.

AUDITOR

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

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

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006

Deloitte LLP have expressed their willingness to continue in office as auditor and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting

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

R A S J Meade

Secretary

2 October 2013

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CARTER JONAS SERVICE COMPANY

We have audited the financial statements of Carter Jonas Service Company for the year ended 30 April 2013 which comprise the profit and loss account, the balance sheet and the related notes 1 to 17. 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 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 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 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. In addition, we read all the financial and non-financial information in the annual 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 company's affairs as at 30 April 2013 and of its result 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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CARTER JONAS SERVICE COMPANY (continued)

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

Andrew Swarbrick BA FCA (Senior Statutory Auditor)

For and on behalf of Deloitte LLP

Chartered Accountants and Statutory Auditor

Cambridge, United Kingdom

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PROFIT AND LOSS ACCOUNT Year ended 30 April 2013

	Note	2013 2012 £ £
TURNOVER	2	22,225,188 22,127,649
Other operating income Staff costs Depreciation Other operating charges	3 5	266,148 331,965 (12,718,642) (12,692,491) (362,464) (400,349) (9,375,977) (9,310,731)
OPERATING PROFIT	4	34,253 56,043
Interest payable and similar charges Interest receivable and similar income	6	(37,982) (56,238) 3,729 195
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION Tax on profit on ordinary activities	7	<u> </u>
RETAINED PROFIT FOR THE FINANCIAL YEAR		
Retained profit brought forward		1,040,150 1,040,150
Retained profit carried forward		1,040,150 1,040,150

All activities are derived from continuing operations

There are no recognised gains or losses for the current financial year and the preceding financial year other than as shown in the profit and loss account. Accordingly no separate statement of total recognised gains and losses is shown

BALANCE SHEET 30 April 2013

	Note	2013 £	2012 £
FIXED ASSETS			
Tangible assets	8	1,387,212	1,577,850
CURRENT ASSETS			
Debtors			
- due within one year	9	3,527,854	3,902,027
- due after one year	9	90,509	56,377
Cash at bank and in hand		19,497	19,934
		3,637,860	3,978,338
CREDITORS: amounts falling due within			
one year	10	(3,803,402)	(4,334,518)
NET CURRENT LIABILITIES		(165,542)	(356,180)
TOTAL ASSETS LESS CURRENT LIABILITIES, BEING NET ASSETS		1,221,670	1,221,670
CAPITAL AND RESERVES			
Called up share capital	12	90	90
Share premium account	13	35,910	35,910
Other reserves	13	145,520	145,520
Profit and loss account	13	1,040,150	1,040,150
SHAREHOLDERS' FUNDS	14	1,221,670	1,221,670

The financial statements of Carter Jonas Service Company, registered number 786457, were approved by the Board of Directors and authorised for issue on 2 October 2013.

Signed of behalf of the Board of Directors

C M P Granger

Director

NOTES TO THE FINANCIAL STATEMENTS Year ended 30 April 2013

1. ACCOUNTING POLICIES

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and the preceding year.

Basis of accounting

The financial statements are prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards

Going concern

The company meets its day to day working capital requirements through a group wide overdraft facility and the continued support and business of the parent undertaking, Carter Jonas LLP. This facility is due for renewal on 1 August 2014, and the directors are confident that the existing facilities will be renewed. The company's primary customer, Carter Jonas LLP, is susceptible to current economic conditions. The market looks set to continue to be uncertain, but the group is satisfied that it is sufficiently diverse in the range of clients it services across a broad range of sectors to continue to minimise its exposures. The group's forecasts and projections, taking account of reasonably possible changes in trading performance, show that the group should be able to operate within the level of its current facility. Carter Jonas LLP fully intends to continue its relationship with Carter Jonas Service Company for the foreseeable future.

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the accounts

Cash flow statement

The directors have taken advantage of the exemption of Financial Reporting Standard No 1 (Revised 1996) from including a cash flow statement in the financial statements on the grounds that the company is wholly owned and its parent publishes a consolidated cash flow statement

Turnover

Turnoyer represents the value of services provided, exclusive of value added tax

Fixed assets and depreciation

All fixed assets are initially recorded at cost Fixed assets 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

Short term leasehold property

Over the shorter of the lease term or the life of the asset

Office furniture and equipment Computer equipment

15-25% reducing balance or straight line 7-33% reducing balance or straight line

Pensions

The company operates a group personal pension scheme for employees The assets of the scheme are held separately from those of the company The annual contributions payable are charged to the profit and loss account

Leases

Operating lease rentals are charged to the profit and loss account as incurred

NOTES TO THE FINANCIAL STATEMENTS Year ended 30 April 2013

1. ACCOUNTING POLICIES (continued)

Taxation

Current 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 group'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 to the extent that, 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

2. TURNOVER

Turnover is attributable to the one principal activity of the company, all of which arises in the United Kingdom

3. OTHER OPERATING INCOME

	2013 £	2012 £
Rent receivable	266,148	240,766
Other property related income		91,199
	266,148	331,965
OPERATING PROFIT		
	2013	2012
Operating profit is after charging:	£	£
Depreciation of owned fixed assets	363,024	399,875
Depreciation of assets held under finance leases	-	473
Loss on disposal of fixed assets	38,766	64,459
Auditor's remuneration		
Audit	14,925	15,000
Other services	1,700	2,200
Operating lease rentals		
Motor vehicles	392,948	399,372
Land and buildings	1,647,700	1,636,791
Other	195,113	76,732
	Other property related income OPERATING PROFIT Operating profit is after charging: Depreciation of owned fixed assets Depreciation of assets held under finance leases Loss on disposal of fixed assets Auditor's remuneration Audit Other services Operating lease rentals Motor vehicles Land and buildings	Rent receivable Other property related income 266,148 OPERATING PROFIT 2013 2013 2 Operating profit is after charging: Depreciation of owned fixed assets Depreciation of assets held under finance leases Loss on disposal of fixed assets Auditor's remuneration Audit Audit Operating lease rentals Motor vehicles Motor vehicles Land and buildings 1,647,700

NOTES TO THE FINANCIAL STATEMENTS Year ended 30 April 2013

5. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

	•	2013	2012 No.
	The average number of staff employed by the	No.	No.
	company during the financial year amounted to:		
	Directors	2	2
	Professional staff	215	223
	Support staff	135	148
			
		352	373
	The common to a complete of the characters and the common to the common	£	£
	The aggregate payroll costs of the above were Wages and salaries	11 246 566	11 201 662
	Social security costs	11,246,566 1,145,383	11,201,562 1,167,702
	Group personal pension costs	326,693	323,227
	Group personal pension costs		
		12,718,642	12,692,491
			
6.	INTEREST PAYABLE AND SIMILAR CHARGES		
		2013	2012
		£	£
	Interest payable on bank borrowing	37,982	56,238
7.	TAX ON PROFIT ON ORDINARY ACTIVITIES		
		2013	2012
		£	£
	Current taxation		
	UK corporation tax charge for the year	354,118	339,547
	Adjustments in respect of prior periods	5,445	(210,101)
	Total current taxation	359,563	129,446
	Deferred taxation		
	Adjustments in respect of prior periods	121	40,763
	Origination and reversal of timing differences	(53,884)	(33,846)
	Effect of change in tax rates	3,380	2,409
	Tax on profit on ordinary activities	309,180	138,772
	Compensating payment from members of LLP	(309,180)	(138,772)
		•	-
			

NOTES TO THE FINANCIAL STATEMENTS Year ended 30 April 2013

7. TAX ON PROFIT ON ORDINARY ACTIVITIES (continued)

The standard rate of tax for the year, based on the UK standard rate of corporation tax is 23 92% (2012 - 25 84%) The actual tax charge for the current and previous year differs to the standard tax rate for the reasons set out in the following reconciliation

	2013	2012
	£	£
Profit on ordinary activities before tax	-	-
		
Tax on profit on ordinary activities at standard rate	-	-
Factors affecting charge for the year		
Expenses not deductible	34,421	22,932
Depreciation in excess of capital allowances	53,884	33,847
Group relief	-	(3,081)
UK UK transfer pricing adjustment	265,813	285,849
Adjustments in respect of prior periods	5,445	(210,101)
Total actual amount of current tax	359,563	129,446

The Finance Act 2012, which provides for a reduction in the main rate of corporation tax from 24% to 23% effective from 1 April 2013, was substantively enacted on 3 July 2012. This rate reduction has been reflected in the calculation of deferred tax at the balance sheet date.

The Government intends to enact future reduction in the main tax rate down to 21% effective from 1 April 2014 and to 20% by 1 April 2015. As these tax rates were not substantively enacted at the balance sheet date, the rate reduction is not yet reflected in these financial statements in accordance with FRS 21 as it is a non-adjusting event occurring after the reporting period

It is estimated that the future rate change to 20% would further reduce the UK deferred tax asset recognised at 30 April 2013 from £81,871 to £71,192. The actual impact will be dependent on the deferred tax position at that time

8. TANGIBLE FIXED ASSETS

	Short term leasehold property £	Office furniture and equipment	Computer equipment	Total £
Cost				
At 1 May 2012	1,168,176	1,151,180	1,546,893	3,866,249
Additions	104,384	81,970	25,339	211,693
Disposals	(16,505)	(111,278)	(127,339)	(255,122)
At 30 April 2013	1,256,055	(1,121,872)	1,444,893	3,822,820
Depreciation				
At 1 May 2012	558,375	678,317	1,051,707	2,288,399
Charge for the year	99,850	113,930	149,244	363,024
On disposals	(6,895)	(96,583)	(112,337)	(215,815)
At 30 April 2013	651,330	695,664	1,088,614	2,435,608
Net book value				
At 30 April 2013	604,725	426,208	356,279	1,387,212
At 30 April 2012	609,801	472,863	495,186	1,577,850

NOTES TO THE FINANCIAL STATEMENTS Year ended 30 April 2013

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10.

DEBTORS		
	2013	2012
Amounts falling due within one year	£	£
, and all a laming day within one year		
Trade debtors	399,702	488,842
Amounts due from parent undertaking	1,354,564	897,826
Amounts owed by group undertakings	295,782	702,221
VAT	455,691	542,892
Corporation tax	-	189,996
Other debtors	53,509	37,505
Prepayments and accrued income	968,606	1,042,745
	3,527,854	3,902,027
Amounts falling due after more than one year		
Deferred tax (note 11)	81,871	31,488
Prepayments and accrued income	8,638	24,889
	90,509	56,377
	3,618,363	3,958,404
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
	2013	2012
	£	£
Bank overdraft	1,465,449	1,677,167
Trade creditors	745,487	771,586
Corporation tax	189,964	339,548
Other taxation and social security	348,832	330,912
Other creditors	22,942	26,626
Accruals and deferred income	1,030,728	1,188,679
	3,803,402	4,334,518

The bank overdraft is guaranteed by other group companies

NOTES TO THE FINANCIAL STATEMENTS Year ended 30 April 2013

11. DEFERRED TAXATION

	The movement in the deferred taxation asset during the year was			
			2013 £	2012 £
	Asset brought forward Profit and loss account (credit) charge Adjustments in respect of prior years		(31,488) (50,504) 121	
	Asset carried forward		(81,871)	(31,488)
	The deferred taxation asset consists of the tax effect of timing differences	in respect o	of 2013	2012
			2013 £	2012 £
	Excess of depreciation over capital allowances on fixed assets		(81,871)	(31,488)
12.	CALLED UP SHARE CAPITAL			
			2013 £	2012 £
	Called up, allotted and fully paid 360 ordinary shares of 25p each		90	90
13.	STATEMENT OF MOVEMENT IN RESERVES			
	•	Share emium ccount £	Other reserves	Profit and loss account
	At 1 May 2012 and 30 April 2013	35,910	145,520	1,040,150
14.	RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUI	NDS		
			2013 £	2012 £
	Opening and closing shareholders' funds	,	1,221,670	1,221,670

NOTES TO THE FINANCIAL STATEMENTS Year ended 30 April 2013

15. OPERATING LEASE COMMITMENTS

At 30 April 2013 the company had annual commitments under non-cancellable operating leases as set out below

	Land and buildings		Other	
	2013	2012	2013	2012
	£	£	£	£
Operating leases which expire				
Within one year	72,805	152,763	46,563	10,588
Within two to five years	1,359,456	1,099,533	459,833	441,936
After more than five years	266,250	443,192	-	
	1,698,511	1,695,488	506,396	452,524

16. RELATED PARTY TRANSACTIONS

The company was under the control of Carter Jonas LLP throughout the year Whilst the directors held no direct interest in the shares of the company, the directors were members of Carter Jonas LLP which holds all the issued share capital of the company and to which the company provides its services

The company has taken advantage of the exemption from reporting transactions with other group companies conferred by Financial Reporting Standard No 8 on the grounds that it is a wholly owned subsidiary of a parent undertaking which publishes consolidated accounts

17. ULTIMATE PARENT COMPANY

The company's ultimate parent undertaking and immediate and ultimate controlling party is Carter Jonas LLP, a limited liability partnership incorporated in England. The consolidated financial statements of Carter Jonas LLP are the only financial statements into which the results of Carter Jonas Service Company are consolidated. Group accounts are available from the registered office as disclosed on page one