REGISTERED NUMBER: 3156922 (England and Wales)

HOME OF CHOICE LIMITED REPORT OF THE DIRECTORS AND AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2007

TUESDAY



A78

29/01/2008 COMPANIES HOUSE 202

CONTENTS OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2007

	P	age	•
Company Information		1	
Report of the Directors	2	to	3
Report of the Independent Auditors		4	
Profit and Loss Account		5	
Statement of Total Recognised Gains and Losses		6	
Balance Sheet		7	
Cash Flow Statement		8	
Notes to the Cash Flow Statement		9	
Notes to the Financial Statements	10	to	15
Trading and Profit and Loss Account	16	to	17

COMPANY INFORMATION FOR THE YEAR ENDED 31ST MARCH 2007

DIRECTORS:

Mr K R Baldwin Mr R Coulson Mrs S J Hall Mr G A O'Brien

Mr H J Wallis

SECRETARY:

Mr M D Davies

REGISTERED OFFICE:

25 Harley Street

LONDON W1G 9BR

REGISTERED NUMBER:

3156922 (England and Wales)

AUDITORS:

Morris Owen

Registered Auditors 43-45 Devizes Road

SWINDON Wiltshire SN1 4BG

BANKERS:

Bank of Scotland PO Box 17235 EDINBURGH EH11 1YH

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31ST MARCH 2007

The directors present their report with the financial statements of the company for the year ended 31st March 2007

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of running a mortgage network

REVIEW OF BUSINESS

The results for the year and financial position of the company are as shown in the annexed financial statements

Throughout the review period the group has achieved its business objectives of increasing its turnover significantly, continuing ongoing recruitment of quality advisers and improving on its achievable margins. These are also the key performance indicators which the Board regularly review in order to control the business in an efficient and effective way. Expenses are also carefully monitored and a policy of prudent cost control is consistently adopted.

Turnover for the year rose to £27million with a margin of 12%, which has been consistently improving throughout the year

The directors are aware that the principal risks facing the business are the continued recruitment of high quality advisers, together with the requirements of TCF and compliance with other regulatory matters, however effective, efficient and robust business systems and processes are in place to ensure that these risks are minimised

The board expects significant growth throughout the coming year as business plan objectives and forecasts are continually achieved

DIVIDENDS

No dividends will be distributed for the year ended 31st March 2007

DIRECTORS

The directors shown below have held office during the whole of the period from 1st April 2006 to the date of this report

Mr K R Baldwin Mr R Coulson Mrs S J Hall Mr G A O'Brien Mr H J Wallis

COMPANY'S POLICY ON PAYMENT OF CREDITORS

The company's policy is to pay invoices, other than to appointed representatives, as they fall due, per the terms agreed between the company and the supplier. The policy for paying appointed representatives is to pay amounts due by the following Friday.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing 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). The financial statements are required by law to 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,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31ST MARCH 2007

STATEMENT OF DIRECTORS' RESPONSIBILITIES - continued

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.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 234ZA of the Companies Act 1985) of which the company's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information

AUDITORS

The auditors, Morris Owen, will be proposed for re-appointment in accordance with Section 385 of the Companies Act 1985

ON BEHALF OF THE BOARD:

Mr G A O'Brien - Director

15th January 2008

REPORT OF THE INDEPENDENT AUDITORS TO THE SHAREHOLDERS OF HOME OF CHOICE LIMITED

We have audited the financial statements of Home of Choice Limited for the year ended 31st March 2007 on pages five to fifteen. These financial statements have been prepared under the accounting policies set out therein.

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 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

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out on pages two and three

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland)

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 whether in our opinion the information given in the Report of the Directors is consistent with the financial statements.

In addition, we report to you if, in our opinion, 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 other transactions is not disclosed

We read the Report of the Directors 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 International Standards on Auditing (UK and Ireland) 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, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31st March 2007 and of its loss for the year then ended,

- the financial statements have been properly prepared in accordance with the Companies Act 1985,

the information given in the Report of the Directors is consistent with the financial statements

Morris Owen
Registered Auditors
43-45 Devizes Road
SWINDON
Wiltshire
SN1 4BG

Date 28 1 0.8

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2007

		2007	2006 AS RESTATED
	Notes	£	£
TURNOVER	2	27,372,555	4,204,496
Cost of sales		24,160,283	3,528,441
GROSS PROFIT		3,212,272	676,055
Administrative expenses		5,374,504	4,346,649
OPERATING LOSS	4	(2,162,232)	(3,670,594)
Interest receivable and similar income	•	11,563	4,565
		(2,150,669)	(3,666,029)
Interest payable and similar charges	5	526,698	343,160
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(2,677,367)	(4,009,189)
Tax on loss on ordinary activities	6	(851,875)	(1,087,000)
LOSS FOR THE FINANCIAL YEAR AFTER TAXATION		<u>(1,825,492</u>)	(2,922,189)

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current year or previous year

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES FOR THE YEAR ENDED 31ST MARCH 2007

		2007 £	2006 AS RESTATED £
		E	4
LOSS FOR THE FINANCIAL	YEAR	(1,825,492)	(2,922,189)
TOTAL RECOGNISED GAINS RELATING TO THE YEAR	S AND LOSSES	(1,825,492)	<u>(2,922,189</u>)
	Note		
Prior year adjustment	7	<u>(277,300</u>)	
TOTAL CATHE AND LOSSES	PECOCNISED		
TOTAL GAINS AND LOSSES SINCE LAST ANNUAL REPO		(2,102,792)	

BALANCE SHEET 31ST MARCH 2007

		2007		200 AS RES	
	Notes	£	£	£	£
FIXED ASSETS Tangible assets	8		1,889,147		1,356,472
CURRENT ASSETS Debtors Cash at bank and in hand	9	2,817,307 314,469		1,385,855 9,748	
		3,131,776		1,395,603	
CREDITORS Amounts falling due within one year	10	2,227,773		1,197,984	
NET CURRENT ASSETS			904,003		197,619
TOTAL ASSETS LESS CURRENT LIABILITIES			2,793,150		1,554,091
CREDITORS Amounts falling due after more than one year	11		_7,530 <u>,</u> 52 <u>1</u>		4,468,979
NET LIABILITIES			<u>(4,737,371</u>)		<u>(2,914,888</u>)
CAPITAL AND RESERVES Called up share capital Other reserves	14 15		100 3,009		100
Profit and loss account	15		<u>(4,740,480</u>)		(2,914,988)
SHAREHOLDERS' FUNDS	19		<u>(4,737,371</u>)		<u>(2,914,888</u>)

The financial statements were approved by the Board of Directors on 15th January 2008 and were signed on its behalf by

Mr G A O'Brien - Director

Mrs S J Hall - Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2007

			
		2007	2006 AS RESTATED
	Notes	£	£
Net cash inflow from operating activities	1	1,731,316	1,685,247
Returns on investments and servicing of finance	2	(515,135)	(338,595)
Capital expenditure	2	<u>(721,964</u>)	(1,469,530)
		494,217	(122,878)
Financing	2	<u>(5,125</u>)	(102,500)
Increase/(Decrease) in cash i	n the period	489,092	<u>(225,378</u>)

Reconciliation of net cash flow to movement in net debt 3		
Increase/(Decrease) in cash in the period	489,092	(225,378)
Change in net debt resulting from cash flows	489,092	<u>(225,378</u>)
Movement in net debt in the period Net debt at 1st April	489,092 (<u>241,952</u>)	(225,378) <u>(16,574</u>)
Net funds/(debt) at 31st March	247,140	<u>(241,952</u>)

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2007

1	RECONCILIATION OF OPERATING LOSS TO NET ACTIVITIES	CASH	INFLOW	FROM	OPERATING
				007 £	2006 AS RESTATED £
	Operating loss Depreciation charges		(2,162 189	_	
	Share based payment Increase in debtors Increase in creditors			,452)	(145,396) 5,379,879
	Net cash inflow from operating activities		1,731	<u>,316</u>	1,685,247
2	ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED	IN THE	CASH FLO	W STA	TEMENT
				007 £	2006 £
	Returns on investments and servicing of finance Interest received Interest paid			,563 ,698)	4,565 (<u>343,160</u>)
	Net cash outflow for returns on investments and s of finance	ervicing		<u>,135</u>)	<u>(338,595</u>)
	Capital expenditure Purchase of tangible fixed assets Sale of tangible fixed assets		(722	2,767) 803	(1,477,598) 8,068
	Net cash outflow for capital expenditure		<u>(721</u>	L <u>,964</u>)	<u>(1,469,530</u>)
	Financing Amount withdrawn by directors		(5 <u>,125</u>)	(102,500)
	Net cash outflow from financing		(!	5 <u>,125</u>)	<u>(102,500</u>)
3	ANALYSIS OF CHANGES IN NET DEBT				At
		At 1.4 £	.06 Ca	sh flow £	
	Net cash Cash at bank and in hand Bank overdraft	9,74 (<u>251,7</u> 0		4,721 4,371	314,469 <u>(67,329</u>)
		(241,95	52) <u>48</u> 9	9,092	247,140
	Total	(241,9	<u>52) 489</u>	9,092	247,140

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2007

ACCOUNTING POLICIES 1

Accounting convention

The financial statements have been prepared under the historical cost convention

The turnover shown in the profit and loss account represents intermediary commission receivable on third party mortgage applications which is recognised when the mortgage commences

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life

Improvements to property

- Straight line over 15 years

Telephone system Fixtures and fittings System development Computer equipment

- 25% on cost - 20% on cost

- 10% on cost

- 33% on cost

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date

TURNOVER 2

The turnover and loss before taxation are attributable to the one principal activity of the company

An analysis of turnover by geographical market is given below

	Turnover in the U K	2007 £ 2 <u>7,372,555</u>	2006 £ 4,204,496
		27,372,555	4,204,496
3	STAFF COSTS	2007	2006 £
	Wages and salaries Social security costs	£ 3,098,533 345,922	2,101,474 238,542
		3,444,455	2,340,016
	The average monthly number of employees during the year was as f	follows 2007	2006
	Directors Staff	5 <u>64</u>	5 35
		<u>69</u>	<u>40</u>

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST MARCH 2007

4	OPERATING LOSS		
	The operating loss is stated after charging		
		2007 £	2006 £
	Depreciation - owned assets Auditors' remuneration Foreign exchange differences	189,289 12,900 470	121,358 10,000
	Directors' emoluments	633,854	577,658
	Information regarding the highest paid director is as follows	2007	2006
	Emoluments etc	£ 207,323	£ 216,667
5	INTEREST PAYABLE AND SIMILAR CHARGES		
		2007 £	2006 £
	Bank interest Interest payable to parent company	18,155 508,543	391 <u>342,769</u>
		526,698	343,160
6	TAXATION		
	Analysis of the tax credit The tax credit on the loss on ordinary activities for the year was as follows:	lows	
		2007 £	2006 £
	Deferred tax	(851,875)	<u>(1,087,000</u>)
	Tax on loss on ordinary activities	(851 <u>,875</u>)	(1,087,000)

7 PRIOR YEAR ADJUSTMENT

The prior year adjustment for £277,300 is in respect of directors bonuses that were paid during the current year in respect of a contractual obligation for the year ended 31 March 2006

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST MARCH 2007

8	TANGIBLE FIXED ASSETS	Improvemer		Fixtures
		to property £	Telephone system £	and fittings £
	COST At 1st April 2006 Additions	86,361	29,791 3,596	52,538 1,123
	At 31st March 2007	86,361	33,387	53,661
	DEPRECIATION At 1st April 2006	3,838	4,965	6,926
	Charge for year At 31st March 2007	<u>5,757</u> . 9,595	8,253 13,218	11,088 18,014
		<u></u>	13,210	10,013
	NET BOOK VALUE At 31st March 2007	76,766	20,169	35,647
	At 31st March 2006	82,523	24,826	45,612
		System developmei £	Computer nt equipment £	Totals £
	COST At 1st April 2006 Additions Disposals	1,220,790 678,254	87,229 39,794 (1,156)	1,476,709 722,767 (1,156)
	At 31st March 2007	1,899,044	125,867	2,198,320
	DEPRECIATION At 1st April 2006 Charge for year Eliminated on disposal	85,943 128,549	18,565 35,642 (353)	120,237 189,289 <u>(353</u>)
	At 31st March 2007	214,492	53,854	309,173
	NET BOOK VALUE At 31st March 2007	1,684,552	72,013	1,889,147
	At 31st March 2006	1,134,847	68,664	1,356,472
9	DEBTORS: AMOUNTS FALLING DUE WITHIN ONE	YEAR		
			2007 £	2006 £
	Trade debtors Other debtors Directors' current accounts VAT		314,189 134,893 107,625 34,076	34,402 16,350 102,500
	Deferred tax asset Prepayments Accrued income		1,938,875 115,950 171,699	1,087,000 71,037 74,566
			2,817,307	1,385,855

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST MARCH 2007

9 DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR - continued

Deferred tax asset	2007	2006
Deferred tax ACA's Deferred tax losses	£ (252,166) _2,191,041	£ (155,000) <u>1,242,000</u>
	<u>1,938,875</u>	1,087,000

From a review of cashflows and projected profit forecasts, the directors are of the opinion deferred tax losses will be utilised in future years

Included within debtors is a balance of £107,625 (2006 - £102,500) in relation to Mr R Coulson. The maximum balance outstanding during the period was £107,625 (2006 - £102,500). This was an amount withdrawn from the company during last financial year and £5,125 (2006 - £2,500) interest charged to Mr R Coulson.

2007

2006

10 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2007 £	2006 £
Bank loans and overdrafts (see note		
12)	67,329	251,700
Trade creditors	1,346,930	386,842
Social security and other taxes	123,512	64,757
Other creditors	317,365	17,333
Accruals and deferred income	372,637	477,352
	2,227,773	_1,197,984

11 CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2007	2006
	£	£
Amounts owed to group undertakings	7,530,521	4,468,979

12 LOANS

An analysis of the maturity of loans is given below

	2007 £	2006 £
Amounts falling due within one year or on demand		
Bank overdrafts	<u>67,329</u>	251,700

13 OPERATING LEASE COMMITMENTS

The following operating lease payments are committed to be paid within one year

		Land and buildings	
	2007 £	2006 £	
Expiring In more than five years	89,513	89,513	

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST MARCH 2007

14	CALLED UP	SHARE CAPITAL			
	Authorised, a Number	llotted, issued and fully paid Class	Nominal value	2007 £	2006 £
	100	Ordinary	£1	100	100
15	RESERVES		Profit and loss account £	Other reserves £	Totals £
	At 1st April 2006 Prior year adjustment		(2,637,688) <u>(277,300</u>)	- (2,637,688) (277,30 <u>0</u>)
	Deficit for the Share based		(2,914,988) (1,825,492)		2,914,988) 1,825,492) 3,009
	At 31st Marc	h 2007	<u>(4,740,480</u>) _	3,009 (<u>4,737,471</u>)

16 ULTIMATE PARENT COMPANY

The company's parent company undertaking is Home of Choice Group Limited, which is registered in England and Wales

17 RELATED PARTY DISCLOSURES

The following related party transactions are required to be disclosed during the period

Mark Davies (FS Consulting) Limited

Mark Davies is a director of the above company and is company secretary and shareholder of Home of Choice Group Limited Included within legal and professional fees are £97,576 of invoices of which £8,813 has been accrued for

Gerald Edelman

Howard Wallis is a partner in the above firm and is a director and shareholder of Home of Choice Group Limited $\,$ Included within accountancy fees are £10,040, and included within legal and professional fees are £2,522 of which £nil is included within trade creditors at the year end

The company has taken advantage of the exemption in Financial Reporting Standard Number 8 from the requirement to disclose transactions with group companies on the grounds that consolidated financial statements are prepared by the ultimate parent company, Home of Choice Group Limited These accounts are available from 25 Harley Street London W1G 9BR

18. ULTIMATE CONTROLLING PARTY

The company was controlled by the directors and shareholders of the parent company, Home of Choice Group Limited, throughout the current year. The directors are also directors of Home of Choice Limited

Page 14 continued

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST MARCH 2007

RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FL	JNDS	
RESULTATION OF THE PROPERTY OF	2007	2006
Loss for the financial year Share Based Payment Reserve	£ (1,825,492) 3,009	£ (2,922,189)
Net reduction of shareholders' funds Opening shareholders' funds	(1,822,483)	(2,922,189)
(originally £(2,637,588) before prior year adjustment of £(277,300))	(2,914,888)	<u>7,301</u>
Closing shareholders' funds	<u>(4,737,371</u>)	(2,914,888)

SHARE-BASED PAYMENT TRANSACTIONS 20

The adjustment in respect of share based payment for share options granted during the year relate to options granted in Home of Choice Group Limited and the share options granted can be summarised

EMI_scheme

19

Granted April 2006 442,350 at £0 001 Granted March 2007 46,000 at £0 001 Granted May / June 2007 176,000 at £0 001 Granted August 2007 36,500 at £0 001

Appointed Representatives

As at 31 March 2007 1,428,972 share options have been granted to appointed representatives at a value of £0 001 Post year end a further 39,814 share options have been granted at a value of £0 001.

TRADING AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2007

	2007		2006	
	£	£	£	£
Sales		27,372,555		4,204,496
Cost of sales				
FSA costs	43,050		35,123	
Commission paid	24 <u>,117,233</u>		3,493,318	
		<u>24,160,283</u>		_3,528,441
GROSS PROFIT		3,212,272		676,055
Other income				
Deposit account interest	6,438		2,065	
Other interest receivable	5,125		<u>2,500</u>	
		11,563		4,565
		3,223,835		680,620
Expenditure				
Rent, rates and water	131,408		143,920	
Light and heat	6,832		10,563	
Repairs to property	984		9,224	
Security	11,912		14,747	
Directors' salaries	631,966		577,658 31,467	
Directors' NI Wages	76,678 2,466,567		1,523,816	
Employers NI	269,244		207,075	
Conferences and meetings	37,390		34,781	
Telephone	81,936		56,229	
Postage and stationery	35,795		46,899	
Advertising	128,011		108,677	
Travel and subsistence	215,372		145,054	
Publications	34,322		15,446	
Insurance (general)	128,700 998		103,473 641	
Subscriptions IT costs	122,969		161,749	
Cleaning	9,260		8,557	
Staff welfare	37,672		23,943	
Recruitment and training	40,647		59,544	
General office expenses	20,895		11,648	
Other operating costs	355,071		78,349	
Sundry expenses	14,588		24,489	
Fines and penalties	200		1,326	
Contractors commissions	65,680		- 2 771	
Accountancy fees	9,421 3,009		2,771	
Share based payment Legal and professional fees	115,948		763,054	
Auditors' remuneration	12,900		10,000	
Foreign exchange losses	470		-	
Depreciation of tangible fixed assets	189,289		121,358	
Entertainment	92,257		17,288	
Bad debts	14,649		12,310	4 304 45
		<u>5,363,040</u>		4,326,056
Carried forward		(2,139,205)		(3,645,436

TRADING AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2007

	2007		20	2006	
Brought forward	£	£ (2,139,205)	£	£ (3,645,436)	
Finance costs Bank charges Bank interest Interest payable to parent company	11,464 18,155 508,543	538,162	20,593 391 342,769	363,753	
NET LOSS		<u>(2,677,367</u>)		(4,009,189)	