

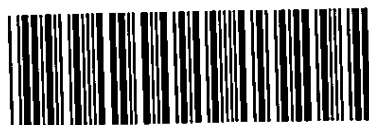
Registered Number: 4006763

**FLEMING & PARTNERS LIMITED**

**Directors' Report and Accounts for the year ended**

**31 March 2009**

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COMPANIES HOUSE

## **Fleming & Partners Limited**

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### **DIRECTORS**

A J Benns

### **SECRETARY**

C E S Scott

### **REGISTERED OFFICE**

15 Suffolk Street  
London  
SW1Y 4HG

Telephone: 020 7036 5000  
Fax: 020 7036 5601

### **REGISTERED NUMBER**

4006763

**DIRECTORS' REPORT**

The Directors present their report of the Company for the year ended 31 March 2009.

**PRINCIPAL ACTIVITIES**

The Company is an intermediate holding company for another Group company. It had no other activity and made neither profit nor loss during the year (2008: nil).

**DIRECTORS**

The Directors of the Company are listed on page 1. Mr G M Rochussen resigned as a Director with effect from 3 September 2008

**EMPLOYEES**

The Company has no employees.

**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

Company law requires the Directors to prepare financial statements for each financial year that 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 year. 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;
- state whether applicable accounting standards have been followed subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

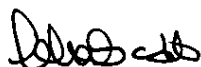
The Directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors confirm that they have complied with the above requirements in preparing the financial statements.

**COMPANIES ACT 1985**

An elective resolution under section 379A of the Companies Act 1985 is in force dispensing with the requirement for the holding of annual general meetings, laying of accounts before shareholders at general meetings and the re-election of auditors.

By order of the Board



C E S Scott  
Company Secretary  
11 September 2009

## **Fleming & Partners Limited**

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Balance Sheet as at 31 March 2009

	Note	2009 £'000	2008 £'000
<b>Fixed assets</b>			
Investments	3	5,725	5,725
<b>Total assets less current liabilities</b>		<b>5,725</b>	<b>5,725</b>
<b>Net assets</b>		<b>5,725</b>	<b>5,725</b>
<b>Capital and reserves</b>			
Called up share capital	4	5,725	5,725
Profit and loss account		-	-
<b>Total shareholder's funds</b>		<b>5,725</b>	<b>5,725</b>

For the year ended 31 March 2009 the Company was entitled to the exemption under section 249AA(1) of the Companies Act 1985.

Members have not required the company to obtain an audit in accordance with section 249(B)(2) of the Companies Act 1985.

The Directors acknowledge their responsibility for:

- (i) ensuring the company keeps accounting records which comply with section 221; and
- (ii) preparing accounts 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 its profit or loss for the financial year, in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the Company.

The financial statements on pages 4 to 6 were approved by the Board of Directors on 11 September 2009 and were signed on its behalf by:

A J Benns  
Director



The accounting policies and notes to the accounts on pages 5 to 6 form part of these financial statements.

Notes to the financial statements for the year ended 31 March 2009.

**1. Accounting policies**

These financial statements are prepared on the going concern basis, under the historical cost convention, and in accordance with the Companies Act 1985 and applicable accounting standards. The principal accounting policies are set out below.

*Investments -* Investments in subsidiaries are stated at cost less any provision for impairment.

**2. Consolidated financial statements**

The Company is exempt from the obligation to prepare and deliver consolidated financial statements, as it is a wholly owned subsidiary of Fleming Family & Partners Limited, a company registered in England and Wales which prepares Group consolidated accounts.

**3. Investments**

Investments comprise shares in FFP Services Limited, a wholly-owned subsidiary of Fleming & Partners Limited. FFP Services Limited is a service company incorporated in, and operating in, Great Britain.

	2009 £'000	2008 £'000
<b>Shares in group undertakings</b>		
At 1 April	5,725	5,725
Additions	-	-
Disposals	-	-
<b>At 31 March</b>	<b>5,725</b>	<b>5,725</b>

Investments in group undertakings are stated at cost.

**4. Called up share capital**

	2009 £'000	2008 £'000
<b>Authorised</b>		
8,000,000 ordinary shares of £1 each	8,000	8,000
	<b>8,000</b>	<b>8,000</b>
<b>Allotted and fully paid</b>		
5,725,000 ordinary shares of £1 each	5,725	5,725
	<b>5,725</b>	<b>5,725</b>

**5. Profit & loss account**

The Company has not traded during the year. It has made neither profit nor loss and no profit or loss account has been prepared (2008: nil).

**6. Ultimate parent undertaking**

The immediate and ultimate parent undertaking and controlling party is Fleming Family & Partners Limited, a company incorporated in England (registered number 4006741). Copies of the Group's consolidated financial statements can be obtained from the Company Secretary at 15 Suffolk Street, London SW1Y 4HG.