

Sellick Partnership (North West) Limited

FINANCIAL STATEMENTS

for the period ended

28 February 2010



Sellick Partnership (North West) Limited

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

TJ Sellick
PEB Tootell
R Wareing

SECRETARY

PEB Tootell

REGISTERED OFFICE

24 Queen Street
Manchester
M2 5AH

AUDITOR

Baker Tilly UK Audit LLP
Chartered Accountants
3 Hardman Street
Manchester
M3 3HF

Sellick Partnership (North West) Limited

DIRECTORS' REPORT

The directors submit their report and financial statements of Sellick Partnership (North West) Limited for the period from 1 January 2009 to 28 February 2010

PRINCIPAL ACTIVITIES

The principal activity of the company during the year was that of the provision of financial staff

On 8 February 2010 the company was put into a Company Voluntary Arrangement ("CVA") details of which are included in note 13. Whilst the company continued to trade profitably throughout the period, the economic downturn and funding of the group's other loss making subsidiaries and new start ups left the group unable to meet all of its liabilities.

As a result of the arrangement the trade, assets and certain liabilities of the company have been hived up into the parent company, Sellick Partnership Group Limited, at their book value. The company has therefore ceased trading and all future trading will be conducted through the Sellick Partnership Group Limited. The company will continue to collect contributions made by the parent to the CVA.

DIRECTORS

The directors who served the company during the period were as follows

TJ Sellick
PEB Tootell
R Wareing

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITOR

The directors who were in office on the date of approval of these financial statements have confirmed, as far as they are aware, that there is no relevant audit information of which the auditor is unaware. Each of the directors has confirmed that they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that it has been communicated to the auditor.

AUDITOR

Baker Tilly UK Audit LLP has indicated its willingness to continue in office.

SMALL COMPANY PROVISIONS

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

On behalf of the board



TJ Sellick

Director



Sellick Partnership (North West) Limited

DIRECTORS' RESPONSIBILITIES IN THE PREPARATION OF FINANCIAL STATEMENTS

The directors are responsible for preparing the Directors' 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 those financial statements, the directors are required to

- a select suitable accounting policies and then apply them consistently,
- b make judgements and accounting estimates that are reasonable and prudent,
- c 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 AUDITOR'S REPORT TO THE MEMBERS OF SELICK PARTNERSHIP (NORTH WEST) LIMITED

We have audited the financial statements on pages 5 to 12. 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 more fully explained in the Directors' Responsibilities Statement set out on page 3, 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

A description of the scope of an audit of financial statements is provided on the APB's website at www.frc.org.uk/apb/scope/UKNP.

Opinion on the financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 28 February 2010 and its loss for the period 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.

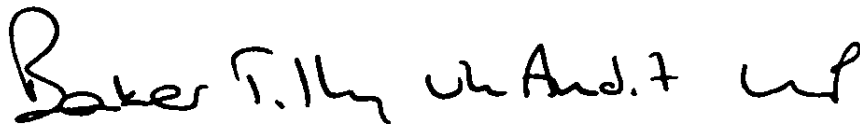
Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial period 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 prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption in preparing the directors' report.



GEOFF WIGHTWICK (Senior Statutory Auditor)

For and on behalf of BAKER TILLY UK AUDIT LLP, Statutory Auditor

Chartered Accountants

3 Hardman Street

Manchester

M3 3HF

30.11.10

Sellick Partnership (North West) Limited

PROFIT AND LOSS ACCOUNT

for the period from 1 January 2009 to 28 February 2010

		Period from 1 Jan 09 to 28 Feb 10 <i>Discontinued operations</i>	Year to 31 Dec 08 <i>Discontinued operations</i>
	<i>Notes</i>	£	£
TURNOVER		3,696,756	3,919,736
Cost of sales		2,626,982	2,626,013
Gross profit		1,069,774	1,293,723
Administrative expenses excluding exceptional items		967,995	1,068,273
Exceptional costs	1	681,519	—
Administrative expenses		1,649,514	1,068,273
OPERATING (LOSS)/PROFIT	1	(579,740)	225,450
Profit on disposal of discontinued operations	2	63,680	—
		(516,060)	225,450
Interest payable and similar charges		8,077	7,227
(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		(524,137)	218,223
Taxation	3	—	5,188
(LOSS)/PROFIT FOR THE FINANCIAL PERIOD	11	(524,137)	213,035

The results for the period arise from the company's discontinued operations. If the results for the prior year were restated in accordance with FRS3 Reporting Financial Performance, all results would have been classed as discontinued.

No separate Statement of Total Recognised Gains and Losses has been presented as all such gains and losses have been dealt with in the Profit and Loss Account.

Sellick Partnership (North West) Limited

BALANCE SHEET

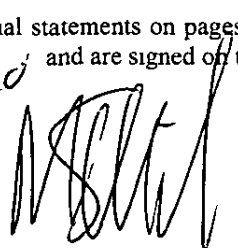
28 February 2010

	Notes	28 Feb 10 £	31 Dec 08 £
FIXED ASSETS			
Tangible assets	5	—	—
CURRENT ASSETS			
Debtors due within one year	6	36,000	335,532
Debtors due after one year	6	89,496	3,234,712
Cash at bank and in hand		—	87,897
		<u>125,496</u>	<u>3,658,141</u>
CREDITORS			
Amounts falling due within one year	7	<u>401,676</u>	<u>459,081</u>
NET CURRENT (LIABILITIES)/ASSETS		<u>(276,180)</u>	<u>3,199,060</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>(276,180)</u>	<u>3,199,060</u>
CREDITORS			
Amounts falling due after more than one year	8	—	2,933,103
		<u>(276,180)</u>	<u>265,957</u>
CAPITAL AND RESERVES			
Called up share capital	10	100	100
Profit and loss account	11	<u>(276,280)</u>	<u>265,857</u>
(DEFICIT)/SHAREHOLDERS' FUNDS	12	<u>(276,180)</u>	<u>265,957</u>

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime

The financial statements on pages 5 to 12 were approved by the board of directors and authorised for issue on 30/11/10 and are signed on their behalf by

TJ Sellick
Director



Sellick Partnership (North West) Limited

ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The financial statements have been prepared under the historical cost convention, and in accordance with applicable UK accounting standards

As explained in note 13, the company transferred its trade, assets and certain liabilities to its parent company, Sellick Partnership Group Limited on 8 February 2010 and has ceased trading. As required by FRS18 Accounting Policies, the directors have prepared the financial statements on the basis that the company is no longer a going concern. No material adjustments have arisen as a result of ceasing to apply the going concern basis.

CASH FLOW STATEMENT

The directors have taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from including a cash flow statement in the financial statements on the grounds that the company is small.

TURNOVER

The company's turnover represents the value, excluding valued added tax, of amounts receivable from clients for the provision of financial staff during the year. The whole of the company's turnover was generated from its main activity and arose in the UK.

FIXED ASSETS

All fixed assets are initially recorded at cost.

DEPRECIATION

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:

Plant & Machinery	- 25% to 33% p a on cost
Fixtures & Fittings	- 25% p a on cost

The carrying values of tangible fixed assets are reviewed for impairment in periods if events or changes in circumstances indicate the carrying value may not be recoverable.

Sellick Partnership (North West) Limited

NOTES TO THE FINANCIAL STATEMENTS

for the period from 1 January 2009 to 28 February 2010

1 OPERATING (LOSS)/PROFIT

Operating (loss)/profit is stated after charging

	Period from 1 Jan 09 to 28 Feb 10 £	Year to 31 Dec 08 £
Depreciation of owned fixed assets	-	468
Exceptional costs	<u>681,519</u>	<u>-</u>

Exceptional costs relate to the write off of irrecoverable inter company balances as stipulated within the CVA

The audit fee for period ended 28 February 2010 has been met by Sellick Partnership Management Services Limited

2 PROFIT ON DISPOSAL OF DISCONTINUED OPERATIONS

	Period from 1 Jan 09 to 28 Feb 10 £	Year to 31 Dec 08 £
Disposal of discontinued operations		
Profit on sale of operation	<u>63,680</u>	<u>-</u>

3 TAXATION ON ORDINARY ACTIVITIES

(a) Analysis of charge in the period

	Period from 1 Jan 09 to 28 Feb 10 £	Year to 31 Dec 08 £
Current tax		
UK Corporation tax based on the results for the period at 28% (2008 - 20 75%)	-	5,188
Total current tax	<u>-</u>	<u>5,188</u>

Sellick Partnership (North West) Limited

NOTES TO THE FINANCIAL STATEMENTS

for the period from 1 January 2009 to 28 February 2010

3 TAXATION ON ORDINARY ACTIVITIES *(continued)*

(b) Factors affecting current tax charge

The tax assessed on the (loss)/profit on ordinary activities for the period is higher than the standard rate of corporation tax in the UK of 28% (2008 - 20 75%), as explained below

	Period from 1 Jan 09 to 28 Feb 10 £	Year to 31 Dec 08 £
(Loss)/profit on ordinary activities before taxation	(524,137)	218,223
(Loss)/profit on ordinary activities by rate of tax	(146,758)	45,977
Effects of		
Expenses not deductible for tax purposes	-	15
Capital allowances for period in excess of depreciation	28,146	(381)
Group relief claimed	-	(40,423)
Impact of CVA	118,612	-
Total current tax (note 3(a))	-	5,188

4 DIVIDENDS

Equity dividends

	Period from 1 Jan 09 to 28 Feb 10 £	Year to 31 Dec 08 £
Paid during the year		
Dividends on equity shares £180 00 (2008 £762 00)	18,000	76,200
Proposed after the year-end (not recognised as a liability)		
Dividends on equity shares £Nil (2008 £180 00)	-	18,000

Sellick Partnership (North West) Limited

NOTES TO THE FINANCIAL STATEMENTS

for the period from 1 January 2009 to 28 February 2010

5 TANGIBLE FIXED ASSETS

	Plant & Machinery £	Fixtures & Fittings £	Total £
Cost			
At 1 January 2009	54,596	9,412	64,008
Disposals	(54,596)	(9,412)	(64,008)
At 28 February 2010	<u>-</u>	<u>-</u>	<u>-</u>
Depreciation			
At 1 January 2009	54,596	9,412	64,008
On disposals	(54,596)	(9,412)	(64,008)
At 28 February 2010	<u>-</u>	<u>-</u>	<u>-</u>
Net book value			
At 28 February 2010	<u>-</u>	<u>-</u>	<u>-</u>
At 31 December 2008	<u>-</u>	<u>-</u>	<u>-</u>

6 DEBTORS

	28 Feb 10 £	31 Dec 08 £
Trade debtors	-	335,016
Amounts owed by group undertakings	125,496	3,234,712
Directors current accounts	-	516
	<u>125,496</u>	<u>3,570,244</u>

The debtors above include the following amounts falling due after more than one year

	28 Feb 10 £	31 Dec 08 £
Amounts owed by group undertakings	<u>89,496</u>	<u>3,234,712</u>

7 CREDITORS Amounts falling due within one year

	28 Feb 10 £	31 Dec 08 £
Bank overdrafts	-	8
Corporation tax	-	5,188
Other taxation and social security costs	386,676	159,059
Other creditors	15,000	294,826
	<u>401,676</u>	<u>459,081</u>

Other creditors include an invoice discounting advance from the Royal Bank of Scotland which was secured by a floating charge on the assets of the company, all trade debts are subject to this charge. These liabilities were hived up into the parent company on 8 February 2010 as part of the CVA.

Sellick Partnership (North West) Limited

NOTES TO THE FINANCIAL STATEMENTS

for the period from 1 January 2009 to 28 February 2010

8 CREDITORS Amounts falling due after more than one year

	28 Feb 10	31 Dec 08
	£	£
Amounts owed to group undertakings	—	<u>2,933,103</u>

9 RELATED PARTY TRANSACTIONS

The following transactions concerning directors were conducted during the year

Director's loan account debit balances at the balance sheet date

	Maximum in year	2010	2008
	£	£	£
TJ Sellick	516	—	516

As the company was ultimately controlled by Sellick Holdings Limited at the balance sheet date, the consolidated accounts of which are publicly available from Companies House, advantage has been taken of the exemption from disclosing transactions with other group undertakings

10 SHARE CAPITAL

	28 Feb 10	31 Dec 08
	£	£
Allotted, called up and fully paid 100 Ordinary shares of £1 each	<u>100</u>	<u>100</u>

11 PROFIT AND LOSS ACCOUNT

	Period from 1 Jan 09 to 28 Feb 10	Year to 31 Dec 08
	£	£
At 1 January 2009	265,857	129,022
(Loss)/profit for the financial period	(524,137)	213,035
Dividends	<u>(18,000)</u>	<u>(76,200)</u>
At 28 February 2010	<u>(276,280)</u>	<u>265,857</u>

12 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	28 Feb 10	31 Dec 08
	£	£
(Loss)/profit for the financial period	(524,137)	213,035
Dividends	<u>(18,000)</u>	<u>(76,200)</u>
Net (reduction)/addition to shareholders' funds	(542,137)	136,835
Opening shareholders' funds	<u>265,957</u>	<u>129,122</u>
Closing shareholders' (deficit)/funds	<u>(276,180)</u>	<u>265,957</u>

Sellick Partnership (North West) Limited

NOTES TO THE FINANCIAL STATEMENTS

for the period from 1 January 2009 to 28 February 2010

13 DISPOSALS

On 8 February 2010 the company, along with two other subsidiaries in the Sellick group, was put into a Company Voluntary Arrangement ("the Arrangement") The trade, assets and certain liabilities of the company were hived up into the parent company Sellick Partnership Group Limited In consideration for the trade and assets, Sellick Partnership Group Limited is to make the following contributions into the Arrangement

- Initial contribution of £100,000
- 48 monthly contributions of £20,000 ("deferred")
- 50% of any net profits payable on a quarterly basis for a period of 48 months ("contingent")

Such contributions are divided between the three companies in the Arrangement based on their proportion of unsecured creditors The consideration for Sellick Partnership (North West) Limited amounted to £140,496 This constitutes £15,000 cash received and £125,496 deferred consideration which has been discounted The Arrangement also stipulates that 50% of any net profits for a period of 48 months is payable Although the directors have estimated that this will amount to £132,669 based upon forecasts, this contingent consideration has not been recognised on the basis that it is not yet certain

The profit on disposal of the trade and assets to Sellick Partnership Group Limited was £63,680 The following table sets out the book values of the identifiable assets and liabilities disposed of and their fair values to the company

	Book value and fair value £
Debtors	405,574
Cash	700
Invoice discounting advance	(318,862)
Creditors	(10,596)
	<u>76,816</u>

14 CONTROLLING PARTY

Mr TJ Sellick is the ultimate controlling party due to his majority shareholding in the parent company Sellick Holdings Limited

15 ULTIMATE PARENT COMPANY

The majority of the issued share capital of the company is held by Sellick Partnership Group Limited, a company incorporated in the UK The ultimate parent company is Sellick Holdings Limited also incorporated in the UK, the smallest and largest group for which consolidated accounts are prepared

The consolidated accounts of Sellick Holdings Limited are available to the public and can be obtained from Companies House