

4516845

Report of the Directors and
Financial Statements for the Year Ended 30 April 2009
for
RSO Limited

THURSDAY



A08 *A11STGUS* 313
21/01/2010
COMPANIES HOUSE

RSO Limited

Contents of the Financial Statements
for the Year Ended 30 April 2009

	Page
Company Information	1
Report of the Directors	2
Report of the Independent Auditors	4
Profit and Loss Account	5
Balance Sheet	6
Cash Flow Statement	7
Notes to the Cash Flow Statement	8
Notes to the Financial Statements	9
Profit and Loss Account	14

RSO Limited

Company Information
for the Year Ended 30 April 2009

DIRECTORS:

M E Carter
A J Chancellor
C Long

SECRETARY:

M E Carter

REGISTERED OFFICE:

Central Offices
Hadleigh Enterprise Park
Crockatt Road
Hadleigh
Suffolk
IP7 6RD

REGISTERED NUMBER:

4516845 (England and Wales)

AUDITORS:

Passmore Weeks and Richardson
Chartered Accountants and Registered Auditors
2 Beacon End Courtyard
London Road
Stanway
Colchester
Essex
CO7 8BH

RSO Limited

Report of the Directors for the Year Ended 30 April 2009

The directors present their report with the financial statements of the company for the year ended 30 April 2009.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of group holding company.

The group operates a residential school.

REVIEW OF BUSINESS

In February 2009 the shares were purchased by TCV Limited. The company expects to continue its investment in the subsidiary companies as detailed in note 8.

DIVIDENDS

No dividends will be distributed for the year ended 30 April 2009.

DIRECTORS

M E Carter has held office during the whole of the period from 1 May 2008 to the date of this report.

Other changes in directors holding office are as follows:

L A Hunt - resigned 24 February 2009
A J Chancellor - appointed 24 February 2009
C Long - appointed 24 February 2009

EUROPEAN MONETARY UNION

The directors continue to review the situation regarding the potential introduction of the Euro.

GROUP ACCOUNTS

Under the Companies Act 1985 the group is defined as medium and as such is not required to prepare group accounts. An analysis of the investment in subsidiary companies is included in the notes to the accounts.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors 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 accounting 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.

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.

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 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

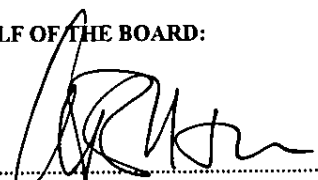
RSO Limited

Report of the Directors
for the Year Ended 30 April 2009

AUDITORS

The auditors, Passmore Weeks and Richardson, will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:


.....
A J Chancellor - Director

Date: 3. 12. 09

**Report of the Independent Auditors to the Shareholders of
RSO Limited**

We have audited the financial statements of RSO Limited for the year ended 30 April 2009 on pages five to thirteen. 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 Sections 495 and 496 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 a Report of the Auditors 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

As explained more fully in the Statement of Directors' Responsibilities set out on page two, 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 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.

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 2009 and of its loss 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 Report of the Directors for the financial year 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 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.

K A Richardson (Senior Statutory Auditor)
for and on behalf of Passmore Weeks and Richardson
Chartered Accountants and Registered Auditors
2 Beacon End Courtyard
London Road
Stanway
Colchester
Essex
CO7 8BH



Date: 20 January 2010

RSO Limited

Profit and Loss Account
for the Year Ended 30 April 2009

	Notes	30.4.09 £	£	30.4.08 £	£
TURNOVER			250,000		-
Administrative expenses			13,975		681,791
			236,025		(681,791)
Other operating income			-		527,232
OPERATING PROFIT/(LOSS)	3		236,025		(154,559)
Income from shares in group undertakings	4	-		700,000	
Interest receivable and similar income		112		12,938	
			112		712,938
			236,137		558,379
Interest payable and similar charges	5		241,895		430,805
(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION			(5,758)		127,574
Tax on (loss)/profit on ordinary activities	6		24		-
(LOSS)/PROFIT FOR THE FINANCIAL YEAR AFTER TAXATION			(5,782)		127,574

CONTINUING OPERATIONS

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

TOTAL RECOGNISED GAINS AND LOSSES


The company has no recognised gains or losses other than the loss for the current year and the profit for the previous year.

The notes form part of these financial statements

RSO Limited**Balance Sheet****30 April 2009**

	Notes	30.4.09 £	£	30.4.08 £	£
FIXED ASSETS					
Tangible assets	7		960,704		970,899
Investments	8		4,555,319		4,555,319
			<u>5,516,023</u>		<u>5,526,218</u>
CURRENT ASSETS					
Cash at bank		11		16,500	
CREDITORS					
Amounts falling due within one year	9	<u>1,149,792</u>		<u>974,576</u>	
NET CURRENT LIABILITIES			<u>(1,149,781)</u>		<u>(958,076)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			4,366,242		4,568,142
CREDITORS					
Amounts falling due after more than one year	10		4,263,158		4,460,526
NET ASSETS			<u>103,084</u>		<u>107,616</u>
CAPITAL AND RESERVES					
Called up share capital	13		251,250		250,000
Profit and loss account	14		<u>(148,166)</u>		<u>(142,384)</u>
SHAREHOLDERS' FUNDS	16		<u>103,084</u>		<u>107,616</u>

The financial statements were approved by the Board of Directors on 3-12-09 and were signed on its behalf by:



M E Carter - Director

The notes form part of these financial statements

RSO Limited**Cash Flow Statement
for the Year Ended 30 April 2009**

	Notes	30.4.09 £	£	30.4.08 £	£
Net cash inflow from operating activities	1		174,494		505,483
Returns on investments and servicing of finance	2		(241,783)		282,133
Capital expenditure	2		-		2,934,866
			(67,289)		3,722,482
Financing	2		50,759		(3,129,841)
(Decrease)/Increase in cash in the period			(16,530)		592,641

**Reconciliation of net cash flow
to movement in net debt**

	3		
(Decrease)/Increase in cash in the period		(16,530)	592,641
Cash outflow from decrease in debt		-	2,387,813
Change in net debt resulting from cash flows		(16,530)	2,980,454
Movement in net debt in the period		(16,530)	2,980,454
Net debt at 1 May		(4,483,519)	(7,463,973)
Net debt at 30 April		(4,500,049)	(4,483,519)

The notes form part of these financial statements

RSO Limited

Notes to the Cash Flow Statement for the Year Ended 30 April 2009

1. RECONCILIATION OF OPERATING PROFIT/(LOSS) TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	30.4.09 £	30.4.08 £
Operating profit/(loss)	236,025	(154,559)
Depreciation charges	10,193	10,193
Loss on disposal of fixed assets	-	435,236
(Decrease)/Increase in creditors	(71,724)	214,613
Net cash inflow from operating activities	174,494	505,483

2. ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT

	30.4.09 £	30.4.08 £
Returns on investments and servicing of finance		
Interest received	112	12,938
Interest paid	(241,895)	(430,805)
Dividends received	-	700,000
Net cash (outflow)/inflow for returns on investments and servicing of finance	(241,783)	282,133
Capital expenditure		
Sale of tangible fixed assets	-	2,934,866
Net cash inflow for capital expenditure	-	2,934,866
Financing		
Loan repayments in year	-	(2,387,813)
Movement on group balances	49,509	(742,028)
Share issue	1,250	-
Net cash inflow/(outflow) from financing	50,759	(3,129,841)

3. ANALYSIS OF CHANGES IN NET DEBT

	At 1.5.08 £	Cash flow £	At 30.4.09 £
Net cash:			
Cash at bank	16,500	(16,489)	11
Bank overdrafts	(19)	(41)	(60)
	<u>16,481</u>	<u>(16,530)</u>	<u>(49)</u>
Debt:			
Debts falling due within one year	(39,474)	(197,368)	(236,842)
Debts falling due after one year	(4,460,526)	197,368	(4,263,158)
	<u>(4,500,000)</u>	<u>-</u>	<u>(4,500,000)</u>
Total	(4,483,519)	(16,530)	(4,500,049)

The notes form part of these financial statements

RSO Limited

Notes to the Financial Statements for the Year Ended 30 April 2009

1. ACCOUNTING POLICIES

Accounting convention

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

Turnover

Turnover represents management charges and dividend income from subsidiary undertakings.

Tangible fixed assets

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

Freehold property - 1% on cost

Fixed assets are depreciated from the month that they are brought into use.

Deferred tax

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

Pensions

M E Carter a director of the company and L A Hunt a former director of the company are members of The Ryes School Limited pension scheme.

This scheme is a defined contribution pension scheme. Contributions payable for the year are charged in the profit and loss account of the Ryes School Limited.

2. STAFF COSTS

There were no staff costs for the year ended 30 April 2009 nor for the year ended 30 April 2008.

The average monthly number of employees during the year was as follows:

	30.4.09	30.4.08
Directors	<u>2</u>	<u>2</u>

3. OPERATING PROFIT/(LOSS)

The operating profit (2008 - operating loss) is stated after charging:

	30.4.09	30.4.08
	£	£
Depreciation - owned assets	10,193	10,193
Loss on disposal of fixed assets	<u>-</u>	<u>435,236</u>
Directors' remuneration	<u>-</u>	<u>-</u>

The number of directors to whom retirement benefits were accruing was as follows:

Money purchase schemes	<u>2</u>	<u>2</u>
------------------------	----------	----------

4. INCOME FROM SHARES IN GROUP UNDERTAKINGS

	30.4.09	30.4.08
	£	£
Inter-group dividends	<u>-</u>	<u>700,000</u>

5. INTEREST PAYABLE AND SIMILAR CHARGES

	30.4.09	30.4.08
	£	£
Bank loan interest	<u>241,895</u>	<u>430,805</u>

RSO Limited**Notes to the Financial Statements - continued
for the Year Ended 30 April 2009****6. TAXATION****Analysis of the tax charge**

The tax charge on the loss on ordinary activities for the year was as follows:

	30.4.09 £	30.4.08 £
Current tax:		
UK corporation tax	24	-
Tax on (loss)/profit on ordinary activities	24	-

7. TANGIBLE FIXED ASSETS**COST**At 1 May 2008
and 30 April 2009Freehold
property
£

1,019,329

DEPRECIATION

At 1 May 2008

48,432

Charge for year

10,193

At 30 April 2009

58,625

NET BOOK VALUE

At 30 April 2009

960,704

At 30 April 2008

970,897

8. FIXED ASSET INVESTMENTSShares in
group
undertakings
£**COST**At 1 May 2008
and 30 April 2009

4,555,319

NET BOOK VALUE

At 30 April 2009

4,555,319

At 30 April 2008

4,555,319

The company's investments at the balance sheet date in the share capital of companies include the following:

The Ryes School Limited

Nature of business: School

Class of shares:	% holding
£1 Ordinary	100.00

Aggregate capital and reserves
(Loss)/Profit for the year

30.4.09 £	30.4.08 £
2,371,910	2,469,588
(97,678)	18,001

RSO Limited**Notes to the Financial Statements - continued
for the Year Ended 30 April 2009****8. FIXED ASSET INVESTMENTS - continued****RSO Training Limited**

Nature of business: Training company

	% holding		
Class of shares:	100.00		
£1 Ordinary		30.4.09	30.4.08
		£	£
Loss for the year		-	(2,494)

Pump Farm Limited

Nature of business: Not yet commenced trading

	% holding		
Class of shares:	100.00		
£1 Ordinary		30.4.09	30.4.08
		£	£
Aggregate capital and reserves		1	1

Kesgrave Enterprises Limited

Nature of business: No longer trading

	% holding		
Class of shares:	100.00		
Ordinary		30.4.09	30.4.08
		£	£
Aggregate capital and reserves		68	68

RSO Properties Limited

Nature of business: Dormant

	% holding		
Class of shares:	100.00		
Ordinary		30.4.09	30.4.08
		£	£
Aggregate capital and reserves		1	1

Unity House Solutions Ltd

Nature of business: Dormant

	% holding		
Class of shares:	100.00		
Ordinary		30.4.09	30.4.08
		£	£
Aggregate capital and reserves		100	100

9. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	30.4.09	30.4.08
	£	£
Bank loans and overdrafts (see note 11)	236,902	39,493
Amounts owed to group undertakings	717,336	667,828
Tax	24	-
Accruals and deferred income	195,530	267,255
	<u>1,149,792</u>	<u>974,576</u>

RSO Limited

**Notes to the Financial Statements - continued
for the Year Ended 30 April 2009**

10. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	30.4.09 £	30.4.08 £
Bank loans (see note 11)	<u>4,263,158</u>	<u>4,460,526</u>

11. LOANS

An analysis of the maturity of loans is given below:

	30.4.09 £	30.4.08 £
Amounts falling due within one year or on demand:		
Bank overdrafts	60	19
Bank loan	<u>236,842</u>	<u>39,474</u>
	<u>236,902</u>	<u>39,493</u>
Amounts falling due between one and two years:		
Bank loans - 1-2 years	<u>236,842</u>	<u>236,842</u>
Amounts falling due between two and five years:		
Bank Mortgages	<u>710,526</u>	<u>710,526</u>
Amounts falling due in more than five years:		
Repayable by instalments		
Bank loans due in more than 5 years repayable by instalments	<u>3,315,790</u>	<u>3,513,158</u>
	<u>3,315,790</u>	<u>3,513,158</u>

12. SECURED DEBTS

The following secured debts are included within creditors:

	30.4.09 £	30.4.08 £
Bank loans	<u>4,500,000</u>	<u>4,500,000</u>

The company's loans are secured by a full debenture on its assets and those of all group companies.

RSO Limited

Notes to the Financial Statements - continued for the Year Ended 30 April 2009

13. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:		Nominal Value:	30.4.09	30.4.08
Number:	Class:		£	£
250,000	Ordinary A shares	£1	250,000	250,000
125,000	Redeemable ordinary B shares	1p	1,250	-
			<u>251,250</u>	<u>250,000</u>

On the 24 February 2009 200,000 ordinary B shares of £1 each were cancelled, leaving 300,000 ordinary A shares of £1 each

Also on 24 February 2009, the authorised share capital was increased by £75,000 being 73,750 ordinary A shares and 125,000 redeemable ordinary B shares of 1p. The authorised share capital of the company is now £375,000.

The following shares were allotted and fully paid for cash at par during the year:

125,000 Redeemable ordinary B shares of 1p each.

14. RESERVES

	Profit and loss account £
At 1 May 2008	(142,384)
Deficit for the year	<u>(5,782)</u>
At 30 April 2009	<u>(148,166)</u>

15. RELATED PARTY DISCLOSURES

The company owed its subsidiary, The Ryes School Limited £717,336 at 30 April 2009 (2008, £667,827).

On 24 February 2009 the shares were purchased by TCV Limited. 15% of these shares are now owned by the directors of the company. The following directors each own 5% L. L. Giles, M.E. Carter and C Tanner.

During the year TCV Corporate Finance Limited was paid £50,000 in respect of the sale and purchase of the shares in RSO Limited by The Ryes School Limited.

The Ryes School Limited also paid and accrued management fees for services provided by TCV Limited of £33,325

The company has full cross guarantees with all group companies.

16. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	30.4.09	30.4.08
	£	£
(Loss)/Profit for the financial year	(5,782)	127,574
Issue of 125,000 1p Redeemable ordinary B shares	<u>1,250</u>	<u>-</u>
Net (reduction)/addition to shareholders' funds	<u>(4,532)</u>	<u>127,574</u>
Opening shareholders' funds	107,616	(19,958)
Closing shareholders' funds	<u>103,084</u>	<u>107,616</u>