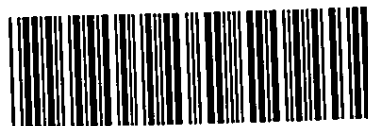


REGISTERED NUMBER: 4965826 (England and Wales)

Report of the Director and
Audited Consolidated Financial Statements for the Year Ended 30 June 2009
for
Quantum Group Holdings Limited
Previously known as Quantum Group Holdings plc

THURSDAY



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24/12/2009
COMPANIES HOUSE

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for the Year Ended 30 June 2009

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Quantum Group Holdings Limited

Company Information
for the Year Ended 30 June 2009

DIRECTOR:

C Bell

SECRETARY:

P J Collinson

REGISTERED OFFICE:

29 Devizes Road
Swindon
Wiltshire
SN1 4BG

REGISTERED NUMBER:

4965826 (England and Wales)

AUDITORS:

PPS
Statutory Auditors
Chartered Accountants
29 Devizes Road
Swindon
Wiltshire
SN1 4BG

Report of the Director
for the Year Ended 30 June 2009

The director presents his report with the financial statements of the company and the group for the year ended 30 June 2009.

CHANGE OF NAME

The group passed a special resolution on 25 August 2009 changing its name from Quantum Group Holdings plc to Quantum Group Holdings Limited.

PRINCIPAL ACTIVITY

The principal activity of the group in the year under review was that of the provision of business development franchises.

REVIEW OF BUSINESS

The trade of the group has reduced substantially during the year and the director is considering options for future trading.

DIVIDENDS

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

FUTURE DEVELOPMENTS

A restructuring of the product offerings continues to be the main focus of the group and its positioning within the market for business consulting services.

DIRECTOR

C Bell held office during the whole of the period from 1 July 2008 to the date of this report.

GROUP'S POLICY ON PAYMENT OF CREDITORS

The company's policy is to pay creditors within the agreed credit terms, normally 30 days.

FINANCIAL INSTRUMENTS

The group's principal financial instruments comprise bank balances, intra group loans, other debtors and trade creditors. The main purpose of these instruments is to finance the company's operations.

In respect of bank balances, the liquidity risk is managed by maintaining an appropriate balance between term deposits and current funds.

In respect of intra group loans, the liquidity risk is managed by ensuring that there are sufficient funds to meet any payments.

Other debtors are managed in respect of credit and cash flow risk by review of the performance of the debtor.

The liquidity risk of trade creditors is managed by ensuring sufficient funds are available to meet amounts due.

Quantum Group Holdings Limited
(REGISTERED NUMBER: 4965826)
Report of the Director
for the Year Ended 30 June 2009

STATEMENT OF DIRECTOR'S RESPONSIBILITIES

The director is responsible for preparing the Report of the Director and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has 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 director must not approve the financial statements unless he is satisfied that they give a true and fair view of the state of affairs of the company and the group and of the profit or loss of the group for that period. In preparing these financial statements, the director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting 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;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is responsible for keeping adequate accounting records that are sufficient to show and explain the company's and the group's transactions and disclose with reasonable accuracy at any time the financial position of the company and the group and enable him to ensure that the financial statements comply with the Companies Act 2006. He is also responsible for safeguarding the assets of the company and the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

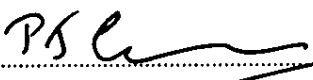
STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the director is aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the group's auditors are unaware, and he 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 group's auditors are aware of that information.

AUDITORS

The auditors, PPS, will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:


.....
P J Collinson - Secretary

Date: 21/12/09

Report of the Independent Auditors to the Members of
Quantum Group Holdings Limited

We have audited the financial statements of Quantum Group Holdings Limited for the year ended 30 June 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 director and auditors

As explained more fully in the Statement of Director's Responsibilities set out on page three, the director is 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 group's and the parent company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the director; 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 group's and of the parent company's affairs as at 30 June 2009 and of the group's profit 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 Director 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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.



Ian Willoughby (Senior Statutory Auditor)
for and on behalf of PPS
Statutory Auditors
Chartered Accountants
29 Devizes Road
Swindon
Wiltshire
SN1 4BG

Date: 24/12/09

Quantum Group Holdings Limited (Registered number: 4965826)

Consolidated Profit and Loss Account
for the Year Ended 30 June 2009

	Notes	30.6.09 £	30.6.08 £
TURNOVER		426	134,370
Cost of sales		471	134,791
GROSS LOSS		(45)	(421)
Administrative expenses		20,556	270,186
		(20,601)	(270,607)
Other operating income		2,083	150
OPERATING LOSS	3	(18,518)	(270,457)
Interest receivable and similar income		2,115	392
		(16,403)	(270,065)
Interest payable and similar charges	4	-	931
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(16,403)	(270,996)
Tax on loss on ordinary activities	5	(24,617)	(1,454)
PROFIT/(LOSS) FOR THE FINANCIAL YEAR AFTER TAXATION		<u>8,214</u>	<u>(269,542)</u>

CONTINUING OPERATIONS

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

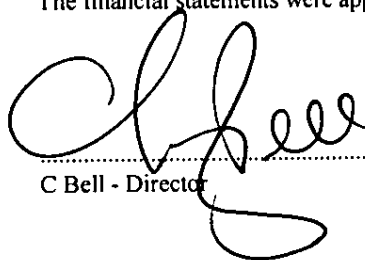
TOTAL RECOGNISED GAINS AND LOSSES

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

Quantum Group Holdings Limited
(REGISTERED NUMBER: 4965826)
Consolidated Balance Sheet
30 June 2009

	Notes	30.6.09 £	30.6.08 £
CURRENT ASSETS			
Debtors	8	7,542	32,609
Cash at bank		21	49,258
		<u>7,563</u>	<u>81,867</u>
CREDITORS			
Amounts falling due within one year	9	359,567	442,085
NET CURRENT LIABILITIES		<u>(352,004)</u>	<u>(360,218)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>(352,004)</u>	<u>(360,218)</u>
CAPITAL AND RESERVES			
Called up share capital	10	50,000	50,000
Profit and loss account	11	(402,004)	(410,218)
SHAREHOLDERS' FUNDS	13	<u>(352,004)</u>	<u>(360,218)</u>

The financial statements were approved by the director on 2.1.2009 and were signed by:




 C Bell - Director

The notes form part of these financial statements

Quantum Group Holdings Limited
(REGISTERED NUMBER: 4965026)
Company Balance Sheet
30 June 2009

	Notes	30.6.09 £	£	30.6.08 £	£
FIXED ASSETS					
Investments	7		135		135
CURRENT ASSETS					
Debtors	8	120,530		119,897	
CREDITORS					
Amounts falling due within one year	9	<u>1,315</u>		<u>1,315</u>	
NET CURRENT ASSETS			<u>119,215</u>		<u>118,582</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>119,350</u>		<u>118,717</u>
CAPITAL AND RESERVES					
Called up share capital	10		50,000		50,000
Profit and loss account	11		<u>69,350</u>		<u>68,717</u>
SHAREHOLDERS' FUNDS	13		<u>119,350</u>		<u>118,717</u>

The financial statements were approved by the director on 21/12/09 and were signed by:



 C Bell - Director

The notes form part of these financial statements

Consolidated Cash Flow Statement
for the Year Ended 30 June 2009

	Notes	30.6.09 £	30.6.08 £
Net cash outflow from operating activities	1	(87,276)	(212,953)
Returns on investments and servicing of finance	2	2,115	(539)
Taxation		22,122	2,379
		<u>(63,039)</u>	<u>(211,113)</u>
Financing	2	13,802	168,586
Decrease in cash in the period		<u>(49,237)</u>	<u>(42,527)</u>
<hr/>			
Reconciliation of net cash flow to movement in net funds	3		
Decrease in cash in the period		<u>(49,237)</u>	<u>(42,527)</u>
Change in net funds resulting from cash flows		<u>(49,237)</u>	<u>(42,527)</u>
Movement in net funds in the period		<u>(49,237)</u>	<u>(42,527)</u>
Net funds at 1 July		49,258	91,785
Net funds at 30 June		<u>21</u>	<u>49,258</u>

The notes form part of these financial statements

**Notes to the Consolidated Cash Flow Statement
for the Year Ended 30 June 2009**

1. RECONCILIATION OF OPERATING LOSS TO NET CASH OUTFLOW FROM OPERATING ACTIVITIES

	30.6.09	30.6.08
	£	£
Operating loss	(18,518)	(270,457)
Depreciation charges	-	3,244
Decrease in debtors	1,909	54,004
(Decrease)/Increase in creditors	(70,667)	256
Net cash outflow from operating activities	(87,276)	(212,953)

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

	30.6.09	30.6.08
	£	£
Returns on investments and servicing of finance		
Interest received	2,115	392
Interest paid	-	(931)
Net cash inflow/(outflow) for returns on investments and servicing of finance	2,115	(539)
 Financing		
Loan repayments in year	-	(142,300)
Amount introduced by directors	13,802	310,886
Net cash inflow from financing	13,802	168,586

3. ANALYSIS OF CHANGES IN NET FUNDS

	At 1.7.08	Cash flow	At
	£	£	30.6.09
			£
Net cash:			
Cash at bank and in hand	49,258	(49,237)	21
	49,258	(49,237)	21
 Total	49,258	(49,237)	21

Notes to the Consolidated Financial Statements
for the Year Ended 30 June 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 net invoiced franchises and related fees, excluding value added tax. Initial franchise fees are treated as income when payable.

Deferred tax

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

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Hire purchase and leasing commitments

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the period of the lease.

2. STAFF COSTS

	30.6.09	30.6.08
	£	£
Wages and salaries	-	12,281
Social security costs	-	858
	<u>-</u>	<u>13,139</u>

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

	30.6.09	30.6.08
Staff wages (excluding directors)	<u>-</u>	<u>1</u>

3. OPERATING LOSS

The operating loss is stated after charging/(crediting):

	30.6.09	30.6.08
	£	£
Other operating leases	2,679	31,396
Depreciation - owned assets	-	3,244
Auditors' remuneration	(459)	9,595
Foreign exchange differences	(1,983)	7,825
	<u>-</u>	<u>-</u>
Director's remuneration	<u>-</u>	<u>-</u>

4. INTEREST PAYABLE AND SIMILAR CHARGES

	30.6.09	30.6.08
	£	£
Bank interest	<u>-</u>	<u>931</u>

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

5. TAXATION

Analysis of the tax credit

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

	30.6.09	30.6.08
	£	£
Current tax:		
UK corporation tax	(24,617)	(2,241)
Unrecovered overseas tax	-	787
	<u> </u>	<u> </u>
 Tax on loss on ordinary activities	 <u><u>(24,617)</u></u>	 <u><u>(1,454)</u></u>

6. PROFIT OF PARENT COMPANY

As permitted by Section 408 of the Companies Act 2006, the profit and loss account of the parent company is not presented as part of these financial statements. The parent company's profit for the financial year was £633 (2008 - £11,713).

7. FIXED ASSET INVESTMENTS

Company

	Unlisted investments £
COST	
At 1 July 2008 and 30 June 2009	 <u>135</u>
NET BOOK VALUE	
At 30 June 2009	<u><u>135</u></u>
At 30 June 2008	<u><u>135</u></u>

The company's investments at 30 June 2006 in the share capital of unlisted companies include the following:

Company	Type of business	% of equity share owned by the group
The Quantum Organisation Ltd (incorporated in Great Britain)	Provision of business development franchises	100%
The Quantum Organization Pty Ltd (incorporated in Australia)	Provision of business development franchises	100%

Quantum Group Holdings Limited (Registered number: 4965826)

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

8. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Company	
	30.6.09	30.6.08	30.6.09	30.6.08
	£	£	£	£
Amounts owed by group undertakings	-	-	120,530	119,897
Directors' current accounts	5,001	4,918	-	-
Tax	-	23,241	-	-
Prepayments and accrued income	2,541	4,450	-	-
	<u>7,542</u>	<u>32,609</u>	<u>120,530</u>	<u>119,897</u>

9. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Company	
	30.6.09	30.6.08	30.6.09	30.6.08
	£	£	£	£
Trade creditors	10,081	46,423	-	-
Tax	-	25,736	-	-
Social security and other taxes	29,461	23,038	-	-
Directors' current accounts	317,025	303,140	1,315	1,315
Accrued expenses	3,000	43,748	-	-
	<u>359,567</u>	<u>442,085</u>	<u>1,315</u>	<u>1,315</u>

10. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:			30.6.09	30.6.08
Number:	Class:	Nominal value:	£	£
500,000	Ordinary	£0.10	<u>50,000</u>	<u>50,000</u>

11. RESERVES

Group	Profit and loss account £
At 1 July 2008	(410,218)
Profit for the year	8,214
At 30 June 2009	<u>(402,004)</u>

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

11. RESERVES - continued

Company

	Profit and loss account £
At 1 July 2008	68,717
Profit for the year	633
	<hr/>
At 30 June 2009	69,350
	<hr/>

12. ULTIMATE CONTROLLING PARTY

The company is controlled by the director.

13. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

Group

	30.6.09 £	30.6.08 £
Profit/(Loss) for the financial year	8,214	(269,542)
	<hr/>	<hr/>
Net addition/(reduction) to shareholders' funds	8,214	(269,542)
Opening shareholders' funds	(360,218)	(90,676)
	<hr/>	<hr/>
Closing shareholders' funds	(352,004)	(360,218)
	<hr/>	<hr/>

Company

	30.6.09 £	30.6.08 £
Profit for the financial year	633	11,713
	<hr/>	<hr/>
Net addition to shareholders' funds	633	11,713
Opening shareholders' funds	118,717	107,004
	<hr/>	<hr/>
Closing shareholders' funds	119,350	118,717
	<hr/>	<hr/>