FAM Services Limited

Group Report and Audited Financial Statements

For the year ended 31 March 2012

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FAM Services Limited

Registered No 05000601

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Administrative information

Director

A D Stevens

Secretary

J Davidson

Auditors

Ernst & Young LLP 1 More London Place London SE1 2AF

Bankers

Coutts & Co 188 Fleet Street London EC4A 2HY

Solicitors

Schulte Roth & Zabel Heathcoat House 20 Saville Row London W1S 3PR

Registered Office

6 Chesterfield Gardens London W1J 5BQ

Director's report

The director presents his report and the audited financial statements of the company and of the group for the year ended 31 March 2012 These financial statements consolidate the financial statements of FAM Services Limited ("the company") and Fulcrum Asset Management LLP (collectively "the group")

Principal activity and review of the business

The principal activity of the company is that of a service company, providing such services to its subsidiary, Fulcrum Asset Management LLP ("the LLP") The LLP is a limited liability partnership incorporated in England and Wales whose principal activity is the provision of investment management services. The LLP was authorised and regulated by the Financial Services Authority on 14 April 2004.

The past year has seen an extremely challenging market environment for the Alternative Investment Industry and in light of this the results and the financial position at the year end were considered satisfactory by the director

The director does not see any change in the nature of the group activity going forward

Results and dividends

The group profit for the year, after taxation and minority interest was £24,286 (2011 £530,578) No dividend was paid during the year or in the previous year

Director

The director during the year under review and up to the date of this report was A D Stevens

Key performance indicators ("KPIs")

The company's activities relate directly to those of its subsidiary, Fulcrum Asset Management LLP The key performance indicators are therefore linked to those of the LLP which relate to the growth of funds under management and the performance of the funds managed

Principal risks and uncertainties

The principal risk affecting the group is the performance of funds under management as these generate its revenue. The immediate risk to the group of under performing funds is a decline in revenues, and, longer-term, the risk of redemptions in the funds managed by the group

Other key risks relate to the company's ability to attract and retain key investment management personnel

Going concern

The group currently has sufficient financial resources lt is envisaged that assets under management of Fulcrum Asset Management Limited will be maintained at such a level that the related management and performance fee income of the group will continue to exceed costs during the next twelve months

The Members have assessed the going concern status of the group and concluded that there are no material uncertainties that may cast significant doubt about the group's ability to continue as a going concern. Therefore, continuing to adopt a going concern basis of accounting in the financial statements is deemed appropriate.

Director's report

Director's statement as to disclosure of information to auditors

The director has taken all steps that he ought to have taken as director to make himself aware of any relevant audit information and to establish that the auditors are aware of this information. So far as the director is aware, there is no relevant audit information of which the company's auditors are unaware

Auditors

The auditors, Ernst & Young LLP, have indicated their willingness to continue in office. A resolution to reappoint Ernst & Young LLP as auditors will be put to the director at the meeting held to approve these financial statements

On behalf of the board

A D Stevens

Director

Date 02/10/12

Statement of director's responsibilities

The director is responsible for preparing the Director's Report 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 year. In preparing those financial statements, the director is required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- state whether applicable UK 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 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.

Independent auditors' report

To the members of FAM Services Limited

We have audited the financial statements of FAM Services Limited for the year ended 31 March 2012 which comprise the Group Profit and Loss Account, the Group and Parent Company Balance Sheets, the Group Cash Flow Statement, the Group Statement of Total Recognised Gains and Losses, the Group and Parent Company Reconciliation of Movements in Shareholders' Funds and the related notes 1 to 18 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 explained more fully in the Director's Responsibilities Statement set out on page 4, 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 and express an opinion on 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 directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Group Report and Audited Financial Statements to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 31 March 2012 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

Independent auditors' report

To the members of FAM Services Limited (continued)

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report 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 directors' remuneration specified by law are not made, or
- · we have not received all the information and explanations we require for our audit

Jeremy Young (Senior statutory auditor)

for and on behalf of Ernst & Young LLP, Statutory Auditor

Jeremy Yours

London

2 October 2012

Group profit and loss account

for the year ended 31 March 2012

	Notes	2012 £	2011 £
Turnover	1,2	7,794,636	6,058,314
Administrative expenses		(6,360,100)	(4,538,105)
Operating profit	3	1,434,536	1,520,209
Other income Interest receivable Interest payable	5	95,952 8,841	136,041 3,240
Profit on ordinary activities before taxation		1,539,329	1,659,490
Tax on ordinary activities	6	(16,638)	(33,947)
Profit on ordinary activities after taxation		1,522,691	1,625,543
Minority interest	12	1,498,405	1,094,965
Profit for the financial year	14	24,286	530,578
			

All amounts are in respect of continuing activities

Group statement of total recognised gains and losses

The group has no recognised gains or losses other than the profit for the current and previous year as shown above and therefore no separate statement of total recognised gains and losses has been presented

Group balance sheet

at 31 March 2012

	Notes	2012 £	2011 £
	740103	~	~
Fixed assets			
Tangible fixed assets	7	155,719	49,215
Investments	8	+	622
		155,719	49,837
Current assets	0	1 407 611	1 557 406
Debtors amounts falling due within one year	9	1,427,511 327,357	1,557,406 327,357
Debtors amounts falling due after more than one year Cash in hand and at bank	9	574,792	1,099,912
Cash iii nang and at bank		3/4,/92	1,099,912
		2,329,660	2,984,675
Creditors: amounts falling due within one year	10	(558,448)	(595,417)
Net current assets		1,771,212	2,389,258
Total assets less current liabilities		1,926,931	2,439,095
Creditors: amounts falling due after more than one year	11	(247,181)	(247,181)
		1,679,750	2,191,914
Minority interest	12	(467,117)	(1,003,567)
Net assets		1,212,633	1,188,347
Capital and reserves			
Called up share capital	13	437,500	437,500
Share premium	14	667,011	667,011
Profit and loss account	14	108,122	83,836
Shareholder's funds	14	1,212,633	1,188,347

The financial statements were approved by the board on 2^{nq} oct 2012 and authorised for issue on its behalf by

A D Stevens Director

Company balance sheet

at 31 March 2012

	Notes	2012 £	2011 £
Fixed assets			
Tangible assets	7	155,719	49,215
Investments	8	1,395,000	1,395,000
Current assets		1,550,719	1,444,215
Debtors amounts falling due within one year	9	637,302	306,440
Debtors amounts falling due after more than one year	9	327,357	
Cash in hand and at bank		3,591	6,540
		968,250	640,247
Creditors. amounts falling due within one year	10	(439,021)	(525,825)
Net current assets		529,229	114,422
Total assets less current liabilities		2,079,948	1,558,637
Creditors amounts falling due after more than one year	11	(247,181)	(247,181)
Net assets		1,832,767	1,311,456
Capital and reserves			
Called up share capital	13	437,500	437,500
Share premium	14	667,011	667,011
Profit and loss account	14	728,256	206,945
Shareholder's funds	14	1,832,767	1,311,456

The financial statements were approved by the board on 2nd 0ct 2012 and authorised for issue on its behalf by

A D Stevens Director

Group cash flow statement

For the year ended 31 March 2012

	Notes	2012 £	2011 £
Net cash inflow from operating activities	15(a)	1,590,608	1,312,176
Returns on investments and servicing of finance	15(b)	104,793	139,281
Taxation		(43,471)	-
Capital expenditure and investing activities	15(b)	(142,195)	(29,022)
Net cash inflow before management of liquid resources and financing		1,509,735	1,422,435
Financing	15(b)	(2,034,855)	(861,398)
(Decrease) / increase in cash	15(c)	(525,120)	561,037
Reconciliation of net cash flow to movement in net funds			
	Notes	2012 £	2011 £
(Decrease) / increase in cash in the year		(525,120)	561,037
Change in net debt resulting from cash flows	15(c)	(525,120)	561,037
Net funds at 1 April		1,099,912	538,875
Net funds at 31 March		574,792	1,099,912

Notes to the financial statements

For the year ended 31 March 2012

1. Accounting policies

Basis of accounting

The financial statements have been prepared on the going concern basis, under the historical cost convention and in accordance with consistently applied applicable UK accounting standards. The principal accounting policies are set out below

Basis of consolidation

The consolidated financial statements include the accounts of the company and its subsidiary undertaking (collectively the "group") drawn up to 31 March 2012. All material intercompany transactions and balances have been eliminated in the group financial statements.

No profit and loss account is presented for FAM Services Limited as permitted by section 408 of the Companies Act 2006. Of the group profit for the year, a profit of £521,311 (2011 Loss of £16,460) is dealt with in the accounts of the company

Revenue recognition

Revenue is recognised to the extent that the group obtains the right to consideration in exchange for its performance. Revenue is measured at the fair value of the consideration received, excluding discounts, rebates, VAT and other sales tax duty

Other income

Other income is recognised on an accruals basis and to the extent the group obtains the right to consideration in exchange for its performance

Operating leases

Rentals paid under operating leases are charged to the profit and loss account as incurred. The value of any rent free periods are amortised over the life of the lease.

Foreign currencies

Assets and liabilities denominated in foreign currency are translated into sterling at the rates of exchange ruling at 31 March 2012 Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All currency differences are taken to the profit and loss account

Taxation and deferred taxation

Provision is made for corporation tax at the current rates on the excess of taxable income over allowable expenses. Deferred taxation is provided on all timing differences that have originated but not reversed by the balance sheet date other than those differences regarded as permanent. An asset is not recognised to the extent that the transfer of economic benefits in the future is uncertain. Any deferred tax assets and liabilities recognised are provided at the average rate of tax expected to apply when the asset and liability crystallise and are not discounted.

Tangible fixed assets

All fixed assets are recorded at cost

Depreciation of fixed assets is calculated to write off their cost or valuation less any residual value over their estimated useful lives as follows

Computer equipment - 3 years straight line
Office equipment - 3 years straight line
Furniture and fittings - 4 years straight line
Leasehold improvements - 5 years straight line

Notes to the financial statements

For the year ended 31 March 2012

1. Accounting policies (continued)

Investments

Investments held as fixed assets are stated at cost less provision for any permanent diminution in value.

Pensions

The company operates a defined contribution money purchase pension scheme Contributions are charged in the profit and loss account as they become payable in accordance with the rules of the scheme

2. Turnover

Turnover, which is stated net of any value added tax, represents management fees and performance fees arising from continuing activities in the United Kingdom

3.	Operating profit		
	. •	2012	2011
		£	£
	Profit on ordinary activities is stated after charging / (crediting)		
	Depreciation of tangible fixed assets (note 7) Auditors' remuneration	35,691	18,339
	- audit services (parent company £12,000, 2011 £12,000)	17,500	18,000
	- taxation services	10,776	10,776
	Operating lease rentals – buildings	330,600	330,600
	Profit / (loss) on foreign exchange	77,883	(5,109)
4.	Staff costs		
		2012	2011
		£	£
	Wages and salaries	3,245,231	2,262,656
	Social security costs	431,292	279,178
	Pension contributions	123,339	91,768
		3,799,862	2,633,602
	The average monthly number of employees during the year was as follows		
		2012	2011
		No	No
	Investment management	27	21
	Office and administration	4	4
		31	25
		=	

The director did not receive any remuneration during the current or previous year

Notes to the financial statements

For the year ended 31 March 2012

5.	Other income		
		2012	2011
		£	£
	Rental income	95,952	136,041
		95,952	136,041
6.	Taxation		
	(a) Tax on profit on ordinary activities		
	(a) Tail on proint on ordinary activities	2012	2011
		£	£
	The tax charge is made up as follows		
	UK corporation tax on profit for the year	16,710	25,768
	Tax underprovided in previous years	-	-
	Total current tax charge (note 6b)	16,710	25,768
	Deferred tax (note 6c)	(72)	8,179
	Total tax charge	16,638	33,947
	(b) Factors affecting the tax charge for the year		
		2012 £	2011 £
	Profit on ordinary activities before taxation	1,539,329	1,659,490
	Corporation tax at 26% (2011 - 28%)	400,226	464,657
	Effect of		
	Income taxable on minority interests	(374,353)	(294,374)
	Expenses not deductible for tax purposes	12,535	15,822
	Capital allowances in excess of depreciation	(16,684)	(20,570)
	Income taxable at small companies rate Losses utilised	(5,014)	(6,719) (133,048)
		16,710	25,768

Notes to the financial statements

For the year ended 31 March 2012

6. Taxation (continued)

(c) Deferred tax asset		
Group	2012 £	2011 £
At 1 April Deferred tax charge in profit and loss account	11,404 72	19,583 (8,179)
At 31 March	11,476	11,404
The deferred tax asset is made up as follows		
	2012 £	2011 £
Depreciation in excess of capital allowances	11,476	11,404
	11,476	11,404
Company	2012 £	2011 £
At 1 April Deferred tax credit in profit and loss account	37,172 (25,696)	19,583 17,589
At 31 March	11,476	37,172
The deferred tax asset is made up as follows	***************************************	
	2012 £	2011 £
Depreciation in excess of capital allowances Share of LLP's unallocated profit	11,476	11,404 25,768
	11,476	37,172
		-

Notes to the financial statements

For the year ended 31 March 2012

7. Tangible fixed assets

Group & Company

	Leasehold Improvements £	Office equipment £	Fixtures and fittings £	Computer equipment £	Total £
Cost: At 1 April 2011 Additions	253,685	35,253	140,641 36,729	357,568 105,466	787,147 142,195
At 31 March 2012	253,685	35,253	177,370	463,034	929,342
Depreciation: At 1 April 2011 Charge for the year At 31 March 2012	234,797 6,390 241,187	35,253	133,629 6,504 ————————————————————————————————————	334,253 22,797 ———————————————————————————————————	737,932 35,691 773,623
Net book value At 31 March 2012	12,498	-	37,237	105,984	155,719
At 31 March 2011	18,888	_	7,012	23,315	49,215

8. Fixed asset investments

Company

	2012 £	2011 £
At cost At 1 April	1,395,000	1,395,000
At 31 March	1,395,000	1,395,000

The investment represents the company's 64 1% (2011 64 4%) capital interest in its subsidiary undertaking, Fulcrum Asset Management LLP, a limited liability partnership incorporated in England and Wales whose principal activity is the provision of investment management services

Group

Fulcrum Asset Management LLP is the beneficial owner of Fulcrum Asset Management LP and Fulcrum Asset Management GP LLC Both companies were incorporated in the state of Delaware in the USA on 28 Feb 2011 The main activity of the LP is the provision of marketing services. The LLC was established as an investment company

Notes to the financial statements

For the year ended 31 March 2012

9. Debtors

	Group	Company	Group	Company
	2012	2012	2011	2011
	£	£	£	£
Amounts falling due within one year:				
Trade debtors	2,458	2,458	14,507	14,507
Amounts due from				
Fulcrum Asset Management Limited	-	78,656	-	61,253
Amounts due from Fulcrum Asset Management LLP	-	240,991	-	-
Amounts due from Fulcrum LP		7,489		
Corporation tax	15,993	-	-	-
Deferred tax (note 6c)	11,476	11,476	11,404	37,172
Other debtors	32,268	32,268	31,471	31,471
VAT recoverable	39,650	39,650	15,973	15,829
Prepayments and accrued income	1,325,666	224,314	1,484,051	146,208
· ·	1,427,511	637,302	1,557,406	306,440
	Group	Company	Group	Company
	2012	2012	2011	2011
	£	£	£	£
Amounts falling due after more than one year:				
Rent deposit	327,357	327,357	327,357	327,357
·				

Notes to the financial statements

For the year ended 31 March 2012

10. Creditors: amounts falling due within one year

	Group	Company	Group	Company
	2012	2012	2011	2011
	£	£	£	£
Trade creditors	95,505	95,505	89,132	89,132
Amounts due to Fulcrum Asset Management LLP	-	-	-	36,824
Amounts due to Fulcrum Asset Management Limited	47,481	-	77,971	-
Accruals and deferred income	109,102	35,446	145,617	119,234
Social security and other taxes	306,360	306,360	243,299	243,299
Corporation tax	-	1,710	10,768	10,768
Other creditors	-	-	28,630	26,568
_	558,448	439,021	595,417	525,825
_				

11. Creditors: amounts falling due after more than one year

_	Group	Company	Group	Company
	2012	2012	2011	2011
	£	£	£	£
Long term loan	247,181	247,181	247,181	247,181
	247,181	247,181	247,181	247,181
	<u> </u>			

The long term loan is unsecured and repayable 20 days after the date on which the rent deposit debtor is repaid by the landlord to the company. Interest due on the loan is limited to all interest earned on the rent deposit debtor provided it is paid and not withheld by the landlord.

12. Minority interests

Minority interests represent the interests of the other members of Fulcrum Asset Management LLP

	2012	2011
	£	£
At I Aprıl	1,003,567	770,000
Capital contribution	5,000	5,000
Profit allocation	1,498,405	1,094,965
Payments to minority interests	(2,039,855)	(866,398)
	467,117	1,003,567

Notes to the financial statements

For the year ended 31 March 2012

13. (Called	up sha	are ca	pital
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Allotted, called	Allotted, called
up and	up and
fully paid	fully paid
2012	2011
£	£
437,500	437,500
	up and fully paid 2012 £

14. Reconciliation of Shareholders' funds and movements on reserves

Group	Share Capıtal £	Share premium l £	Profit and oss account £	Total shareholders' funds £
At 1 April 2011 Profit for the year	437,500	667,011 -	83,836 24,286	
At 31 March 2012	437,500	667,011	108,122	1,212,633
Company	Share Capıtal £	Share premium l £	Profit and loss account	Total shareholders' funds £
At 1 April 2011 Profit for the year	437,500	667,011 -	206,945 521,311	, ,
At 31 March 2012	437,500	667,011	728,256	1,832,767

Notes to the financial statements

For the year ended 31 March 2012

15.	Notes	to	group	cash	flow	statement
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(a) Reconciliation of operating profit / (loss) to net cash f	low from operati	ng activities	
(a) recommended of operating promity (1000) to her outsit	now monit operati	2012	2011
		2012 £	£
Operating profit		1,434,536	1,520,209
Depreciation		35,691	18,339
(Increase) / decrease in debtors		145,960	(359,136)
Increase / (decrease) in creditors		(25,579)	132,764
Net cash inflow from operating activities		1,590,608	1,312,176
(b) Analysis of cash flows for headings netted in the state	ement of cash flo		
		2012	2011
Detume on investments and a serious of Second		£	£
Returns on investments and servicing of finance Interest received		0 041	3,240
Other income		8,841 95,952	136,041
Outer meonic		73,734	130,041
		104,793	139,281
	:		
Tax Composition to:		42 471	
Corporation tax	:	43,471	
Capital expenditure and financial investment			
Payments to acquire tangible fixed assets		(142,195)	(28,400)
Investment in subsidiary		-	(622)
		(142,195)	(29,022)
	:		
Financing		5.000	
Capital contribution from minority interests		5,000	5,000
Payments to minority interests		(2,039,855)	(866,398)
	((2,034,855)	(861,398)
	:		
(c) Analysis of changes in cash			
	\boldsymbol{A}	t	At
	l Apri	l Cash	31 March
	201		2012
	1	,	£
Cash at bank	1,099,912	2 (525,120)	574,792
		=	

Notes to the financial statements

For the year ended 31 March 2012

16. Operating lease commitments

At 31 March 2012 the company was committed to making the following annual payments in respect of operating leases

	Buildings	Buildings
	2012	2011
	£	£
Leases which expire		
In two to five years	330,600	330,600

17. Related party transactions

No disclosure has been made of transactions between the company and its subsidiary undertaking, Fulcrum Asset Management LLP in accordance with paragraph 3(c) of FRS8 "Related Party Disclosures"

During the year, the group received management and performance fees of £2,604,883 (2011 £2,740,094) from Fulcrum Asset Management Limited, the parent undertaking

During the year, the company paid bills on behalf of Fulcrum Asset Management Limited amounting to £17,403 (2011 £25,950)

At 31 March 2012, Fulcrum Asset Management Limited owed the company £78,656 (2011 £61,253) and the group owed Fulcrum Asset Management Limited £47,481 (2011 £77,971)

18. Parent undertaking and controlling party

In the director's opinion, the company's ultimate parent undertaking is Fulcrum Asset Management Limited, a company registered in the Cayman Islands