

Company Registration number 05040593

BUYING FORCE LIMITED

Financial Statements

For the year ended 31 December 2011

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BUYING FORCE LIMITED

Financial statements for the year ended 31 December 2011

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BUYING FORCE LIMITED

Directors, officers and advisers

DIRECTORS

P S Harding
M N Hayward

REGISTERED OFFICE

125 Old Broad Street
London
EC2N 2BQ

REGISTERED NUMBER

05040593

AUDITORS

WSM Advisors Limited
Pinnacle House
17-25 Hartfield Road
Wimbledon
London
SW19 3SE

ACCOUNTANTS

WSM Advisors Limited
Pinnacle House
17-25 Hartfield Road
Wimbledon
London
SW19 3SE

BUYING FORCE LIMITED

Directors' report for the year ended 31 December 2011

The directors present their report and the financial statements of the company for the year ended 31 December 2011

PRINCIPAL ACTIVITY

The principal activity of the company is to harness the considerable buying power of its clients to procure goods and services at highly competitive prices, combined with an unrivalled level of service, through a network of proven preferred suppliers

DIRECTORS

The directors who served during the year were

P R Best (resigned 22 November 2011)

P S Harding

M N Hayward

J S Proctor (resigned 22 November 2011)

DIRECTORS' RESPONSIBILITIES STATEMENT

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 these 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,
- 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.

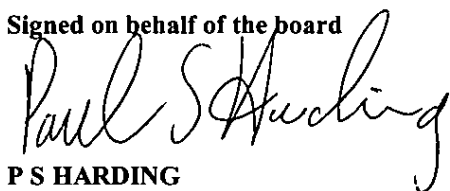
DISCLOSURE OF INFORMATION TO AUDITORS

To the knowledge and belief of the directors, there is no relevant information that the company's auditors are not aware of, and the directors have taken all the steps necessary to ensure the directors are aware of any relevant information, and to establish that the company's auditors are aware of the information.

SMALL COMPANIES REGIME

The above report has been prepared in accordance with the provisions applicable to companies subject to the small companies regime within Part 15 of the Companies Act 2006.

Signed on behalf of the board



P S HARDING
Director

Approved by the Board on 21/12/2012

BUYING FORCE LIMITED

Independent auditors' report to the members of Buying Force Limited

We have audited the financial statements of Buying Force Limited for the year ended 31 December 2011 which are set out on pages 5 to 10. 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 auditors' 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 auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 2, 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 Practice's Board's (APB'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 31 December 2011 and of its 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.

Emphasis of matter: Going concern

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 2 to the financial statements concerning the company's ability to continue as a going concern. Despite making a profit of £250,884 during the year ended 31 December 2011, the company's current liabilities exceeded its total assets by £14,100 and it had net current liabilities of £33,120. These conditions, along with the other matters explained in note 2 to the financial statements, indicate the existence of a material uncertainty which may cast significant doubt about the company's ability to continue as a going concern. These financial statements do not include the adjustments that would result if the company was unable to continue as a going concern.

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.

BUYING FORCE LIMITED

Independent auditors' report to the members of Buying Force Limited (continued)

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 and the directors' report in accordance with the small companies regime

PAUL J WINDSOR (Senior Statutory Auditor)
for and on behalf of WSM Advisors Limited, Statutory Auditor

Pinnacle House
17-25 Hartfield Road
Wimbledon
London
SW19 3SE

8 January 2013

BUYING FORCE LIMITED

Profit and loss account for the year ended 31 December 2011

	<i>Notes</i>	<u>2011</u>	<u>2010</u>
		£	£
TURNOVER		856,231	939,685
Administrative expenses		<u>(572,464)</u>	<u>(555,174)</u>
OPERATING PROFIT		283,767	384,511
Other interest receivable and similar income		1,085	513
Interest payable and similar charges		<u>(33,748)</u>	<u>(53,113)</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	3	251,104	331,911
Taxation on profit on ordinary activities	5	<u>(220)</u>	<u>(108)</u>
PROFIT FOR THE FINANCIAL YEAR		<u>250,884</u>	<u>331,803</u>

None of the company's activities were acquired or discontinued during the above two years

There were no recognised gains nor losses other than those included in the profit and loss account

The notes on pages 7 to 11 form part of these financial statements

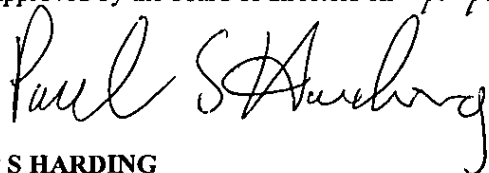
BUYING FORCE LIMITED

Balance sheet at 31 December 2011

	<i>Notes</i>	<u>2011</u>	<u>2010</u>
		£	£
FIXED ASSETS			
Tangible assets	6	19,020	34,386
CURRENT ASSETS			
Debtors	7	431,103	650,504
Cash at bank and in hand		87,487	263,018
		<u>518,590</u>	<u>913,522</u>
Creditors: amounts falling due within one year	8	<u>(551,710)</u>	<u>(995,739)</u>
NET CURRENT LIABILITIES		<u>(33,120)</u>	<u>(82,217)</u>
CURRENT LIABILITIES LESS TOTAL ASSETS		<u>(14,100)</u>	<u>(47,831)</u>
Creditors: amounts falling due after more than one year	9	<u>(62,495)</u>	<u>(530,000)</u>
NET LIABILITIES		<u><u>(76,595)</u></u>	<u><u>(577,831)</u></u>
CAPITAL AND RESERVES			
Called up share capital	10	2,001	2,000
Share premium account	11	250,351	-
Deficit on profit and loss account	11	<u>(328,947)</u>	<u>(579,831)</u>
SHAREHOLDERS' FUNDS	12	<u><u>(76,595)</u></u>	<u><u>(577,831)</u></u>

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies regime within Part 15 of the Companies Act 2006

Approved by the board of directors on 21/12/2012 and signed on its behalf



P S HARDING
Director

Registered number: 05040593

The notes on pages 7 to 11 form part of these financial statements

BUYING FORCE LIMITED

Notes to the financial statements for the year ended 31 December 2011

1 ACCOUNTING POLICIES

a) Going concern

These financial statements have been prepared on a going concern basis which assumes that the financial support required by the company will continue to be available for the foreseeable future

b) Basis of accounting

The financial statements are prepared on the historical cost basis of accounting and have been prepared in accordance with applicable accounting standards

The company has taken advantage of the exemption, conferred by Financial Reporting Standard 1, from presenting a cash flow statement as it qualifies as a small company

c) Turnover

Turnover represents amounts derived from the provision of services which fall within the company's ordinary activities

Revenue is recognised once a contract has been agreed and the Company has completely fulfilled its obligations

d) Depreciation of tangible fixed assets

Depreciation is provided on all tangible fixed assets at rates calculated to write off the full cost or valuation less estimated residual value of each asset over its estimated useful life. The principal rates in use are

Equipment, fixtures and fittings	33% on a straight line basis
Computer equipment	33% on a straight line basis

e) Pension scheme

The company makes payments into a defined contribution pension scheme. Pension costs are charged to the profit and loss account on the basis of contributions payable.

2 GOING CONCERN

The company has net current liabilities of £33,120 (2010 £82,217) and net total liabilities of £76,595 (2010 £577,831) at the balance sheet date.

The directors are continually reviewing the company's operations and have made significant changes to the operating and financial activities of the company over recent years. As a result of these changes the company has made a profit in each of the previous four years and is expected to remain profitable for the foreseeable future. The company continues to be dependent on income generated from one significant customer, although the directors continue to develop income arising from the supplier vetting part of the business in order to diversify its customer base.

The company also remains dependent on the continuing financial support of its shareholder, DTZ Debenham Tie Leung Ltd, to whom the company owed £480,890 as at 31 December 2012 (2011 £678,048). Although there is no formal agreement in place regarding the terms or repayment of this loan, the company does not expect the loan to be recalled in the foreseeable future and the company continues to make regular repayments against this loan.

After making enquiries, the directors are satisfied that the company has adequate internal and external resources to continue in operational existence for the foreseeable future. For this reason they continue to adopt the going concern basis in preparing these accounts.

BUYING FORCE LIMITED

Notes to the financial statements for the year ended 31 December 2011 (continued)

3 PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

This is stated after charging

	<u>2011</u>	<u>2010</u>
	£	£
Depreciation	32,867	32,600
Profit on disposal of tangible fixed assets	(6,284)	-
Auditors' remuneration - Audit fee	4,400	4,200
Operating lease rentals - other assets	80,265	78,283
	<u>80,265</u>	<u>78,283</u>

4 DIRECTORS' EMOLUMENTS

	<u>2011</u>	<u>2010</u>
	£	£
Emoluments	<u>60,000</u>	<u>60,000</u>

The above emoluments relate to amounts paid to DTZ Debenham Tie Leung Ltd in relation to directors' services provided to the company

5 TAX ON PROFIT ON ORDINARY ACTIVITIES

	<u>2011</u>	<u>2010</u>
	£	£
United Kingdom corporation tax at 20%	<u>220</u>	<u>108</u>
Factors affecting tax charge for the period		
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 20%	50,221	69,701
Effects of		
Expenses not deductible for tax purposes	113	21
Capital allowances in excess of depreciation	392	3,327
Utilisation of tax losses	(50,509)	(72,941)
Difference due to tax rate change in year	3	-
Current tax charge for the year	<u>220</u>	<u>108</u>

Factors that may affect future tax charges

There is an unrecognised deferred tax asset of £54,694 (2010 £105,259) in respect of losses carried forward. The asset has not been recognised in the accounts because there are uncertainties regarding the company's ability to make sufficient profits in the future to relieve these tax losses.

BUYING FORCE LIMITED

Notes to the financial statements for the year ended 31 December 2011 (continued)

6 TANGIBLE FIXED ASSETS

	<i>Equipment fixtures & fittings</i>	<i>Computer equipment</i>	<i>Total</i>
	£	£	£
Cost:			
At 1 January 2011	154	244,621	244,775
Additions	-	11,218	11,218
Disposals	(154)	(146,995)	(147,149)
At 31 December 2011	-	108,844	108,844
Depreciation:			
At 1 January 2011	154	210,235	210,389
Provision for the year	-	32,868	32,868
Adjustments for disposals	(154)	(153,279)	(153,433)
At 31 December 2011	-	89,824	89,824
Net book value:			
At 31 December 2011	-	19,020	19,020
At 31 December 2010	-	34,386	34,386

7 DEBTORS

	<i>2011</i>	<i>2010</i>
	£	£
Trade debtors	359,989	577,803
Other debtors	71,114	72,701
	431,103	650,504

8 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	<i>2011</i>	<i>2010</i>
	£	£
Trade creditors	5,748	30,361
Amounts owing to shareholders	418,395	822,624
Other creditors	75,849	67,333
Corporation tax	220	108
Other tax and social security	51,498	75,313
	551,710	995,739

9 CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	<i>2011</i>	<i>2010</i>
	£	£
Unsecured shareholder loans	62,495	530,000
Analysis of loan repayments		
Unsecured shareholder loans		
Between two and five years	62,495	530,000

Interest is payable on the loans from shareholders at a rate of 3% above UK base rate

BUYING FORCE LIMITED

Notes to the financial statements for the year ended 31 December 2011 (continued)

10 CALLED-UP SHARE CAPITAL

	<u>2011</u>	<u>2010</u>
	£	£
Allotted, called up and fully paid		
Equity shares:		
2,000 ordinary shares of £1 each	2,000	2,000
100 deferred shares of £0.01 each issued in the year	1	-
	<u>2,001</u>	<u>2,000</u>

During the year, the company converted 1,000 A ordinary shares and 1,000 B ordinary shares into 2,000 ordinary shares with a nominal value of £1 each

On 22 November 2011, the company issued 100 deferred shares with a nominal value of £0.01 each. Loan interest of £250,352 due by the company was written off by the shareholder in consideration for the deferred shares. The deferred shares have no voting rights and no rights to dividends. On a return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the company remaining after payment of its liabilities shall be applied first, in paying to the holders of the ordinary shares an amount equal to the issue price paid for such ordinary shares, second, the balance of such assets shall belong to and be distributed amongst the holders of the ordinary shares according to the number of ordinary shares held, third, if the holders of the ordinary shares have received the sum of £100,000 per ordinary shares, the holders of the deferred shares shall receive the nominal value of such deferred shares, and fourth, the balance of such assets shall be distributed amongst the holders of the ordinary shares.

11 RESERVES

	<i>Share premium account</i>	<i>Profit and loss account</i>
	£	£
At 1 January 2011	-	(579,831)
Profit for the year	-	250,884
Premium on shares issued	250,351	-
	<u>250,351</u>	<u>(328,947)</u>

12 RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	<u>2011</u>	<u>2010</u>
	£	£
Profit for the year	250,884	331,803
New shares issued during the year	250,352	-
Net addition to shareholders' funds	501,236	331,803
Shareholders' funds at 1 January 2011	(577,831)	(909,634)
Shareholders' funds at 31 December 2011	<u>(76,595)</u>	<u>(577,831)</u>

BUYING FORCE LIMITED

Notes to the financial statements for the year ended 31 December 2011 (continued)

13 RELATED PARTIES

During the year, the company has held loans from its shareholders, DTZ Debenham Tie Leung Ltd and Prudential Property Investment Managers Ltd. Interest is charged on the loans at a rate of 3% above the UK base rate. The loan from Prudential Property Investment Managers Ltd has been repaid in the year and the interest balance has been written off as consideration for the deferred shares issued in the year.

DTZ Management Services Ltd provide monthly payroll services for Buying Force Ltd.

During the year sales to the shareholder, DTZ Debenham Tie Leung Ltd, were made of £14,148 (2010 £17,266). During the year purchases from the shareholder DTZ Debenham Tie Leung Ltd were made of £62,643 (2010 £61,300).

At 31 December 2011, the company owed the shareholders DTZ Debenham Tie Leung Ltd £480,890 (2010 £678,048) and Prudential Property Investment Managers Ltd £nil (2010 £674,576) which comprise of loans, accumulated interest and other trading balances.

14 CONTROLLING PARTY

At the start of the year, the company was jointly controlled by DTZ Debenham Tie Leung Ltd and Prudential Property Investment Managers Ltd with neither shareholder having overall control. With effect from 22 November 2011 the company was controlled by DTZ Debenham Tie Leung.

The ultimate controlling party of the company is UGL Ltd (registered in Australia).

BUYING FORCE LIMITED

Profit and loss account for the year ended 31 December 2011

	<u>2011</u>	<u>2010</u>
	£	£
SALES		
Commissions	779,881	938,435
Supplier vetting	76,350	1,250
	<u>856,231</u>	<u>939,685</u>
DEDUCT: EXPENSES		
Rent	80,265	78,283
Insurance	11,443	11,896
Audit fees	4,400	4,200
Accountancy fees	6,375	6,000
Professional fees	4,445	2,920
Legal fees	8,718	7,422
Emoluments for services as directors	60,000	60,000
Salaries	282,896	287,420
Telephone	3,225	2,340
Postage	243	78
Stationery	472	390
Subscriptions	1,037	951
Computer consumables	47,668	44,062
Sundry expenses	421	171
Travelling	1,561	3,339
Entertaining	563	98
Advertising	31,648	9,714
Loan interest	33,748	53,113
Bank charges and interest	501	389
Bad debts	-	2,901
Depreciation	32,867	32,600
Profit on sale of computer equipment	(6,284)	-
	<u>606,212</u>	<u>608,287</u>
	250,019	331,398
OTHER INCOME		
Interest receivable	1,085	513
NET PROFIT BEFORE TAXATION	<u>251,104</u>	<u>331,911</u>