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Registration number OC333450

FBC Manby Bowdler LLP

REPORT AND FINANCIAL STATEMENTS

For the year ended 31st March 2013

Muras Baker Jones LLP Chartered Accountants Wolverhampton

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Designated Members and Advisors

Designated members

K K Carr

N A C Blackie

Registered number

OC333450

Registered office

George House St Johns Square Wolverhampton West Midlands WV2 4BZ

Auditors

Muras Baker Jones LLP

Regent House Bath Avenue Wolverhampton WV1 4EG

Business address

6-10 George Street

Snow Hıll

Wolverhampton WV2 4DN

Bankers

National Westminster Bank plc

Queen Square Wolverhampton

WV1 1TL

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Members' report for the year ended 31st March 2013

The members present their report and the financial statements for the year ended 31st March 2013.

Principal activity

The principal activity of FBC Manby Bowdler LLP is the provision of legal services

Trading review

FBC Manby Bowdler LLP is one of the leading law firms in the West Midlands and Shropshire, providing a comprehensive range of commercial and personal legal services to an expanding client base across both counties.

Strategic development over the last 12 months has seen growth and development in a number of service areas, most significantly the Agricultural & Rural sector, further consolidating the Firm's brand and presence in Shropshire

We remain committed to our Business Plan objectives and vision

Quality standards

The Firm has most recently launched a Client Charter, which focuses on the provision of a Quality Client Experience to all of our clients through a One Team approach, outlining the promises we make as a Firm to our clients about the quality of service and advice they can expect to receive

The Firm also reaffirmed its accreditations for the quality standards ISO9001 2008 (LQS) and Lexcel following external audits and in addition achieved the Law Society's Conveyancing Quality Standard in recognition of the high level of service offered The Firm continued to be recognised and ranked by leading legal directories Chambers UK and the Legal 500, evidencing the quality expertise and advice the Firm delivers

Our 2012 Legal 500 rankings reflect the expanse of dedicated, expert and commercial services we offer for both business and private clients. We were ranked in the first tier of law firms based in the West Midlands outside Birmingham for our advice relating to commercial litigation, corporate and family matters

Despite a climate of on-going economic difficulty and uncertainty generally in the legal sector, our focus has been on making a positive difference in the service we offer to our clients through the adoption of a different, more innovative approach. This is encapsulated in our Quality Client Experience ethos and emphasis on internal engagement through One Team. The success of this has been recognised for a second year in The Times Best Companies survey as we were accredited as 'One to Watch'

Looking forward

Continued evolution and increased competition in the legal sector presents new challenges and opportunities for FBC Manby Bowdler LLP. The Management Team have taken proactive steps to monitor these changes and position FBC Manby Bowdler's services to take advantage of the increased awareness of legal services in its core client markets.

The Firm is fully engaged in and committed to a comprehensive business development process, driven by the Firm's Business Plan in order to embrace these changes and achieve its strategic objectives

Members' report for the year ended 31st March 2013

FBC Manby Bowdler LLP is committed to improving the level of profit as a percentage of turnover as well as improving other KPIs.

Risk management

Risk management and the associated Professional Indemnity Insurance (PII) costs remain a particular concern

The firm continued to identify potential risks throughout its business and to put in place necessary procedures to deal with those risks. The commitment of the firm to a quality service and quality processes has ensured that the firm continues to carefully monitor and evaluate potential risk areas.

Designated members

The designated members during the period were

K K Carr

N A C Blackie

Transactions with members

The members participate fully in the firm's profit, share the risks and subscribe the firm's capital

New members are required to subscribe a minimum level of capital and may, in subsequent years, be asked to contribute further capital, the amount of which is determined by the management committee. On retirement, capital is repaid to members over an agreed period

Charitable and political contributions

During the year the LLP contributed £1,093 to charities

Members' responsibilities

The members are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations

Company law (as applied by The Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008) requires the members to prepare financial statements for each financial year Under that law the members 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 (as applied by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008) the members 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 limited liability partnership and of the profit or loss of the limited liability partnership for that period. In preparing these financial statements, the members are required to

- select suitable accounting policies and 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 LLP will continue in business

Members' report for the year ended 31st March 2013

The members are responsible for keeping accurate accounting records that are sufficient to show and explain the limited liability partnership's transactions and disclose with reasonable accuracy at any time the financial position of the LLP and to enable them to ensure that the financial statements comply with the Companies Act 2006 (as applied by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008) They are also responsible for safeguarding the assets of the LLP and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Auditors

All of the members have taken all the steps that they ought to have taken to make themselves aware of any information needed by the LLP's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The members are not aware of any relevant audit information of which the auditors are unaware.

Members' Interests

Members are permitted to make drawings in anticipation of profits which will be allocated to them. The amount of such drawings is set at the beginning of each financial year, taking into account the cash needs of the LLP.

This report was approved by the members on 23rd September 2013 and signed on their behalf by

K K Carr

Designated member

Independent auditor's report to the members of FBC Manby Bowdler LLP

We have audited the financial statements of FBC Manby Bowdler LLP for the year ended 31st March 2013 which comprise pages 6 to 19 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 limited liability partnership's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006 as applied to limited liability partnerships by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008. Our audit work has been undertaken so that we might state to the limited liability partnership'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 limited liability partnership and the limited liability partnership's members as a body, for our audit work, for this report, or for the opinions we have formed

Respective responsibilities of members and auditor

As explained more fully in the Members' Responsibilities Statement set out on page 2, the members 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 (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 limited liability partnership's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the designated members; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Annual Report 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 the financial statements

In our opinion the financial statements

- give a true and fair view of the state of the limited liability partnership's affairs as at 31st March 2013, 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 as applied to limited liability partnerships by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008

Independent auditor's report to the members of FBC Manby Bowdler LLP 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 as applied to limited liability partnerships 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 recived from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- we have not received all the information and explanations we require for our audit

Christopher Morris BSc FCA (Senior Statutory Auditor)

for and on belhalf of Muras Baker Jones LLP Chartered Accountants and Statutory auditors 23rd September 2013

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Regent House Bath Avenue Wolverhampton WV1 4EG

Profit and loss account for the year ended 31st March 2013

		Continuing operations	
		2013	2012
	Notes	£	£
Turnover	2	11,706,084	12,204,330
Other operating income		15,489	16,407
Staff costs	6	(4,303,437)	(4,583,646)
Depreciation on fixed assets	3	(200,208)	(228,167)
Other operating charges		(4,151,994)	(3,954,028)
Operating profit	3	3,065,934	3,454,896
Other interest receivable and			
sımılar ıncome	4	102,390	125,851
Interest payable and similar cha	rges 5	(15,308)	(12,048)
Profit for the financial year be	efore members' remuneration		
and profit shares	TOTAL MEMORIE TOMANOMICA	3,153,016	3,568,699
Salaried remuneration of members	ers 7	(256,691)	(268,826)
Profit for the financial year a	vailable for discretionary		 _
division among members	16	2,896,325	3,299,873

There are no recognised gains or losses other than the profit or loss for the above two financial years.

Balance sheet as at 31st March 2013

		20	13	20	12
	Notes	£	£	£	£
Fixed assets					
Tangible assets	9		255,069		368,968
Investments	10		8,410		8,410
			263,479		377,378
Current assets					
Stocks	11	122,118		130,134	
Debtors	12	4,562,710		4,764,022	
Cash at bank and in hand		2,089		2,406	
		4,686,917		4,896,562	
Creditors: amounts falling					
due within one year	13	(2,226,118)		(2,230,622)	
Net current assets			2,460,799		2,665,940
Total assets less current					
liabilities			2,724,278		3,043,318
Creditors: amounts falling due					
after more than one year	14		(8,192)		(47,347)
Net assets attributable to members	16		2,716,086		2,995,971
Loans and other debts due to member	ers				
Members' capital classified as a liabilit Equity	y 15		1,582,836		1,825,221
Members' other interests classified as e	quity un	der FRS 25	1,133,250		1,170,750
			2,716,086		2,995,971
Total members' interests					(a. a. a
Amounts due from members	16		. 500.006		(2,867)
Loans and other debts due to members			1,582,836		1,828,088
Members' other interests	16		1,133,250		1,170,750
			2,716,086		2,995,971

The financial statements were approved by the members on 23rd September 2013 and signed on their behalf

K K Carr

Designated member

Registration number OC333450

The notes on pages 9 to 19 form an integral part of these financial statements.

Cash flow statement for the year ended 31st March 2013

	Notes	2013 £	2012 £
	1,000	_	_
Reconciliation of operating profit to net			
cash inflow from operating activities		3,065,934	2 454 906
Operating profit		200,208	3,454,896 228,167
Depreciation Decrease / (increase) in stocks		8,016	22,495
Decrease in debtors		178,773	(260,256)
(Decrease) in creditors		(129,720)	153,604
(Decrease) in creditors			
Net cash inflow from operating activities		3,323,211	3,598,906
Cash flow statement			
Net cash inflow from operating activities		3,323,211	3,598,906
Returns on investments and servicing of finance	21	106,916	96,291
Capital expenditure	21	(86,309)	(92,488)
		3,343,818	3,602,709
Transactions with members and former members	21	(3,432,900)	(3,510,422)
		(89,082)	92,287
Financing	21	(48,609)	(48,609)
Increase / (decrease) in cash in the year		(137,691)	43,678
Reconciliation of net cash flow to movement in net of	lebt (Note 22)		
Increase / (decrease) in cash in the year		(137,691)	43,678
Cash outflow from decrease in debts and lease financing	g	48,609	48,609
Change in net debt resulting from cash flows		(89,082)	92,287
Net debt at 1st April 2012		(832,474)	(924,761)
Net debt at 31st March 2013		(921,556)	(832,474)

Notes to the financial statements for the year ended 31st March 2013

1. Accounting policies

1.1. Accounting convention

The financial statements have been prepared under the historical cost convention and in accordance with the requirements of the Statement of Recommended Practice: Accounting by Limited Liability Partnerships

1.2. Turnover

Turnover represents services performed for external customers and is recognised as activity progresses to reflect the firm's partial performance of its contractual obligations

Activity performance in excess of invoices raised is included within amounts recoverable on contracts. Where amounts have been invoiced in excess of work performed, the excess is included within payments in advance.

If the right to consideration is conditional or contingent on a specified future event or outcome, the occurrence of which is outside the control of the firm, revenue is not recognised until that critical event occurs

1.3. Tangible fixed assets and depreciation

Depreciation is provided at rates calculated to write off the cost less residual value of each asset over its expected useful life, as follows

Leasehold improvements

Straight line over the life of the lease

Computer equipment

- 20% straight line

Fixtures, fittings

and equipment

20%/ 7 years straight line

Website

- 25% straight line

1.4. Leasing

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible assets and depreciated over the shorter of the lease term and their useful lives. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account so as to produce constant periodic rates of charge on the net obligations outstanding in each period.

Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

1.5. Investments

Fixed asset investments are stated at cost less provision for diminution in value.

1.6. Stock and work in progress

Work in progress is valued at the lower of cost and net realisable value.

Notes to the financial statements for the year ended 31st March 2013

... continued

1.7. Amounts recoverable under contracts

Amounts recoverable under contracts, which are included in debtors are stated at the net sales value of the work done after provisions for contingencies and anticipated future losses, less amounts received as progress payments on account Excess progress payments are included in creditors as payments received on account

1.8. Pensions

The pension costs charged in the financial statements represent the contribution payable by the company during the year

1.9. Members' remuneration

Remuneration is paid to certain members under a contract of employment and is included as an expense in the profit and loss account within "salaried remuneration of members"

A member's share in the profit or loss for the year is accounted for as an allocation of profits Unallocated profits or losses are included within "other reserves"

1.10. Taxation

Taxation is the liability of each individual member personally

2. Turnover

Turnover is wholly attributable to the principal activity of the LLP

Operating profit	2013 £	2012 £
Operating profit is stated after charging		
Depreciation and other amounts written off tangible assets	200,208	229,164
Operating lease rentals		
- Land and buildings	402,717	361,065
- Office equipment	341,881	341,187
Auditors' remuneration	9,000	8,750
Other fees to the auditors of the LLP	32,523	33,549
and after crediting.		
Profit on disposal of tangible fixed assets		997
	Operating profit is stated after charging Depreciation and other amounts written off tangible assets Operating lease rentals - Land and buildings - Office equipment Auditors' remuneration Other fees to the auditors of the LLP and after crediting.	Operating profit is stated after charging Depreciation and other amounts written off tangible assets Operating lease rentals - Land and buildings - Office equipment Auditors' remuneration Other fees to the auditors of the LLP and after crediting.

Notes to the financial statements for the year ended 31st March 2013

..... .. continued

4.	Interest receivable and similar income	2013 £	2012 £
	Bank interest	97,155	115,391
	Other interest	5,235	10,460
		102,390	125,851
5.	Interest payable and similar charges	2013	2012
		£	£
	Bank loans and overdrafts	11,362 3,946	6,035
	Other interest		6,013
		15,308	12,048
6.	Employees		
	Number of employees	2013	2012
	The average monthly numbers of employees (including members with contracts of employment) during the year were	Number	Number
	Fee earners and admin staff	179	194
	Members	35	32
		214	226
	Employment costs	2013	2012
		£	£
	Wages and salaries	4,039,114	4,345,496
	Social security costs	374,795	397,546
	Other pension costs	146,219	109,430
		4,560,128	4,852,472
	Members 'employment costs	(256,691)	(268,826)
		4,303,437	4,583,646

Notes to the financial statements for the year ended 31st March 2013

..... continued

7.	Members' share of profits	2013	2012
	Profits are shared by the members in accordance with agreed profit sharing arrangements. Members are required to make their own		
	provision for pensions and tax from their profit shares	Number	Number
	The average number of members during the year was	35	32
	Salaried remuneration of members	£	£
	Paid under employment contract	248,155	263,190
	Pension contributions	8,536	5,636
		256,691	268,826

The member with the largest entitlement to profit in 2013 received £106,719 (2012 - £134,957)

8. Pension costs

The LLP operates a defined contribution pension scheme in respect of the employees. The scheme and its assets are held by independent managers. The pension charge represents contributions due from the company and amounted to £146,219 (2012 - £109,430)

Notes to the financial statements for the year ended 31st March 2013

. continued

				Fixtures,		
9.	Tangible fixed assets	Leasehold	Computer	fittings and		
		improvements	equipment	equipment	Website	Total
		£	£	£	£	£
	Cost					
	At 1st April 2012	383,581	1,259,662	389,913	24,750	2,057,906
	Additions	24,777	29,216	32,316	-	86,309
	At 31st March 2013	408,358	1,288,878	422,229	24,750	2,144,215
	Depreciation		-			
	At 1st April 2012	314,955	1,021,716	341,215	11,052	1,688,938
	Charge for the year	42,518	122,806	28,697	6,187	200,208
	At 31st March 2013	357,473	1,144,522	369,912	17,239	1,889,146
	Net book values					
	At 31st March 2013	50,885	144,356	52,317	7,511	255,069
	At 31st March 2012	68,626	237,946	48,698	13,698	368,968

Included above are assets held under finance leases or hire purchase contracts as follows

	2013		2012	
Asset description	Net book value £	Depreciation charge	Net book value £	Depreciation charge £
Computer equipment		- - —	54,549	48,626

10.	Fixed asset investments	Unlisted
		investments
		£
	Cost	
	At 1st April 2012	
	and at 31st March 2013	8,410

Notes to the financial statements for the year ended 31st March 2013

•••	continued		
11.	Stocks	2013 £	2012 £
	Work in progress	122,118	130,134
12.	Debtors	2013 £	2012 £
	Trade debtors Amounts recoverable under contracts Other debtors Prepayments and accrued income	2,675,955 1,088,389 69,750 728,616 4,562,710	2,910,753 1,089,838 45,982 717,449 4,764,022
13.	Creditors: amounts falling due within one year	2013 £	2012 £
	Bank overdraft	923,645	786,271
	Net obligations under finance leases and hire purchase contracts	_	48,609
	Trade creditors	509,252	440,427
	Other taxes and social security costs	541,840	618,775
	Other creditors	69,584	112,706
	Accruals and deferred income	181,797	223,834
		2,226,118	2,230,622
	Obligations under finance leases and hire purchase contracts are s	secured by related assets	
	Bank borrowings are secured by a fixed and floating charge over	the assets of the LLP.	
14.	Creditors: amounts falling due	2013	2012
	after more than one year	£	£
	Other creditors	8,192	47,347
		8,192	47,347

Notes to the financial statements for the year ended 31st March 2013

.... continued

Obligations under finance leases and hire purchase contracts are secured by related assets.

Loans and other debts due to members	2013 £	2012 £
Amounts due to members in respect of profits	1,582,836	1,825,221
	1,582,836	1,825,221
		Amounts due to members in respect of profits 1,582,836

Loans and other debts due to members rank equally with debts due to ordinary creditors in a winding up

Notes to the financial statements for the year ended 31st March 2013

.. . . . continued

16.	Members' Interests	Members Capital	Other Reserves	Total	Loans and Other due to Members (note 15)	Total
		£	£	£	£	£
	Amounts due to members Amounts due from members				1,828,088 (2,867)	
	Members' interests at 1st April 2012	1,170,750		1,170,750	1,825,221	2,995,971
	Profit for the financial year available for division among members		2,896,325	2,896,325	-	2,896,325
	Remuneration of salaried members, including employment and retirement benefit costs				256,691	256,691
		1,170,750	2,896,325	4,067,075	2,081,912	6,148,987
	Allocation of profits	-	(2,896,325)	(2,896,325)	2,896,325	-
	Introduced by members	7,500	-	7,500	-	7,500
	Repayment of capital	(45,000)	-	(45,000)	-	(45,000)
	Members drawings	-	-	-	(3,395,401)	(3,395,401)
	Amounts due to members				1,582,836	
	Members' interests at 31st March 2013	1,133,250	-	1,133,250	1,582,836	2,716,086

Members' capital and other reserves rank after unsecured creditors, and loans and other debts rank pari passu with unsecured creditors in the event of a winding up. The amount of capital each member is required to subscribe is determined by the LLP's members and a member can only withdraw capital by unanimous agreement of all members or when he or she ceases to be a member

For non equity members, remuneration may be paid as a fixed share or as a salary and will be charged as an expense against profits rather than as an allocation of profits. The balance of unallocated profits is then available for discretionary distribution between the equity members

Notes to the financial statements for the year ended 31st March 2013

. ... continued

17. Financial commitments

At 31st March 2013 the company had annual commitments under non-cancellable operating leases as follows

		Land and buildings		Other	
		2013	2012	2013	2012
		£	£	£	£
	Expiry date:				
	Within one year	95,650	42,000	-	12,855
	Between one and five years	123,700	315,000	75,260	71,636
	In over five years	93,848	10,400	-	-
		313,198	367,400	75,260	84,491
18.	Capital commitments			2013 £	2012 £
	Details of capital commitments at the accounting date are as follows:				
	Contracted for but not provided in the financial statements			47,051	<u> </u>

Notes to the financial statements for the year ended 31st March 2013

... .. continued

19. Related party transactions

During the year the LLP leased four freehold properties from partnerships made up of persons who are also members of FBC Manby Bowdler LLP The rent charged on these properties during the year were.

	2013	2012
	£	£
George Street Properties	83,500	64,231
MSB Property Partnership	107,800	107,800
	191,300	172,031

During the year, the LLP leased a property from 2007 Telford Hall Court Syndicate a trustee of whom is the husband of a member in FBC Manby Bowdler LLP Rent charged on the property during the year was £104,654 (2012 - £102,240), with insurance recharges of £1,433 (2012 - £1,400) during the year There were also service charges on this property during the year of £5,192 (2012 - £6,490) from Andrew Dixon & Co Limited, a company in which the husband of a member in FBC Manby Bowdler is a director

Insurance costs also include recharges from George Street Properties of £2,682 (2012 - £2,432)

20. Controlling Party and Ultimate Controlling Party

The LLP is controlled by its members and no member has overall control

Notes to the financial statements for the year ended 31st March 2013

continued

21. Gross cash flows

22.

		2013 £	2012 £
Returns on investments and servicing of finance			
Interest received		124,929	107,505
Interest paid		(18,013)	(11,214)
		106,916	96,291
Capital expenditure			
Payments to acquire tangible assets		(86,309)	(93,488)
Receipts from sales of tangible assets			1,000
		(86,309)	(92,488)
Transactions with members and former members			
Payments to members		(3,183,709)	(3,301,596)
Contributions by members		7,500	60,000
Members salaries		(256,691)	(268,826)
		(3,432,900)	(3,510,422)
		=====	(3,510,422)
Financing			
Capital element of finance leases and hire purchase contracts		(48,609) =====	(48,609)
Analysis of changes in net debt			
Analysis of changes in net debt	Opening	Cash	Closing
	balance	flows	balance
	£	£	£
Cash at bank and in hand	2,406	(317)	2,089
Overdrafts	(786,271)	(137,374)	(923,645)
	(783,865)	(137,691)	(921,556)
Finance leases and hire purchase contracts	(48,609)	48,609	-
Net debt	(832,474)	(89,082)	(921,556)