PROJECT FRAMING LTD REPORT AND ACCOUNTS 30 JUNE 2010

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Director R Bremner

Secretary L D Bremner

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Bankers HSBC Bank plc

133 Regent Street

London W1A 4BQ

Accountants Rawse, Varley & Co

Chartered Accountants Lloyds Bank Chambers

Hustlergate Bradford BD1 1UQ

Company No. 2730976

DIRECTOR'S REPORT

The director presents his report and the accounts for the year ended 30 June 2010.

Principal activity

The principal activity of the company is picture framing.

Result and dividend

The loss after taxation for the year amounted to £3,032.

The director does not recommend the payment of a dividend for the year.

Directors

Mr R Bremner is the current director and served throughout the year.

The director's report has been prepared taking advantage of the small companies exemption contained in section 415A of the Companies Act 2006.

R BREMNER Director

30 March 2011

CHARTERED ACCOUNTANTS' REPORT to the director on the unaudited accounts of Project Framing Ltd

In accordance with the engagement letter dated 17 March 2005 and in order to assist you to fulfil your duties under the Companies Act 2006, we have compiled the accounts of the company for the year ended 30 June 2010 which comprise the profit and loss account, the balance sheet and the related notes from the accounting records and information and explanations you have given to us.

This report is made to the company's director in accordance with the terms of our engagement. Our work has been undertaken so that we might compile the accounts that we have been engaged to compile, report to the company's director that we have done so, and state those matters that we have agreed to state to him in this 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 director for our work or for this report.

We have carried out this engagement in accordance with technical guidance issued by the Institute of Chartered Accountants in England and Wales and have complied with the ethical guidance laid down by the Institute relating to members undertaking the compilation of accounts.

You have acknowledged on the balance sheet as at 30 June 2010 your duty to ensure that the company has kept proper accounting records and to prepare accounts that give a true and fair view under the Companies Act 2006. You consider that the company is exempt from the statutory requirement for an audit for the year.

We have not been instructed to carry out an audit of the accounts. For this reason, we have not verified the accuracy or completeness of the accounting records or information and explanations you have given to us and we do not, therefore, express any opinion on the accounts.

RAWSE, VARLEY & CO Chartered Accountants Bradford

Rance Vorey Sto

30 March 2011

ACCOUNTING POLICIES

The company has adopted the following accounting policies which form an integral part of the accounts.

Accounting convention

The accounts are prepared under the historical cost convention.

Turnover

Turnover represents the invoice value of goods and services supplied, less returns, excluding value added tax.

Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation.

Depreciation is calculated to write off the assets to their estimated residual values by the end of their useful lives at the following annual rates:

Plant and machinery – 25% of book value

Furniture, fittings and equipment – 20% and 25% of book value

Motor vehicles -25% of book value

Stock and work in progress

Stock and work in progress are stated at the lower of cost and estimated net realisable value. In the case of work in progress cost includes an appropriate proportion of manufacturing overheads.

Deferred taxation

Provision is made at projected rates of corporation tax in respect of all timing differences between the recognition of gains and losses in the accounts and tax computations. Deferred taxation assets are recognised only to the extent that it is considered more likely than not that there will be suitable taxable profits in the future from which the underlying timing differences can be deducted.

PROFIT AND LOSS ACCOUNT Year ended 30 June 2010

	Note	£	2010 £	£	2009 £
Turnover			1,058,523		1,826,503
Cost of sales			614,222		947,508
Gross profit			444,301		878,995
Administrative expenses			443,747		661,705
Operating (loss)/profit			(554)		217,290
Net interest payable	1		584		213
(Loss)/profit on ordinary activities before ta	xation2		(1,138)		217,077
Taxation	4		1,894		54,599
(Loss)/profit on ordinary activities after taxa	ation		(3,032)		162,478
Retained profit brought forward			479,989		317,511
Retained profit carried forward			476,957		479,989

All the components of operating (loss)/profit relate to continuing operations.

There were no recognised gains or losses other than the (loss)/profit for the year.

BALANCE SHEET 30 June 2010

So June 2010	Note	£	2010 £	£	2009 £
Net assets		~	~	2	~
Fixed assets Tangible assets	5		75,356		71,203
Current assets Stock and work in progress Debtors Cash at bank and in hand	6 7	86,663 456,882 <u>87,063</u> 630,608		95,730 318,515 313,115 727,360	
Current liabilities Creditors falling due within one year	8	<u>194,610</u>		278,753	
Net current assets			435,998		448,607
Total assets less current liabilities			511,354		519,810
Creditors falling due after more than one year	9	11,519		16,839	
Provisions for liabilities Deferred taxation	10	2,878	14,397 496,957	2,982	19,821 499,989
Financed by					
Capital and reserves Called up share capital Profit and loss account	11		20,000 476,957 496,957		20,000 479,989 499,989

For the year ended 30 June 2010 the company was entitled to exemption from audit under Section 477 (2) of the Companies Act 2006.

The members have not required the company to obtain an audit in accordance with Section 476 of the Companies Act 2006.

The director acknowledges his responsibility for:

- (i) ensuring the company keeps accounting records which comply with Section 386;
- (ii) preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial year, and of its profit or loss for the financial year, in accordance with the requirements of Section 393, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as is applicable to the company.

Approved on 30 March 2011

scheme.

NOTES TO THE ACCOUNTS 30 June 2010

			2010 £	2009 £
1.	Net in	terest payable		
		interest receivable on scheme loan payable	(140) 724	(1,175) 1,388
			584	_213
2.	Profit	on ordinary activities before taxation		
	This is	s stated after charging:		
	Depre	costs (note 3) ciation ting lease charges – property lease – equipment hire	205,254 19,678 50,000 <u>2,444</u>	412,505 23,187 50,000 2,444
3.	Staff c	eosts		
	(a)	Staff costs comprise: Wages and salaries Social security costs Other pension costs	187,137 17,577 540	374,036 37,926 543
			<u>205,254</u>	<u>412,505</u>
		The average number of persons employed during the year was $10 (2009 - 11)$.		
	(b)	Directors' emoluments: Aggregate remuneration, including benefits in kind	<u>25,461</u>	<u>134,120</u>

Retirement benefits are accruing in respect of one director under a money purchase pension

NOTES TO THE ACCOUNTS 30 June 2010

			2010 £	2009 £
4.	Ta	xation		
	a)	Analysis of charge for the year		
		Current tax: UK corporation tax on the (loss)/profit for the year	1,998	54,713
		Deferred tax: Origination and reversal of timing differences	(104)	(114)
		Tax charge on (loss)/profit on ordinary activities	<u>1,894</u>	<u>54,599</u>
	b)	Factors affecting the current tax charge for the year		
		The tax assessed for the year differs from the small companies rate of corporation tax of 21% as explained below.		
		(Loss)/profit on ordinary activities before taxation	(<u>1,138</u>)	<u>217,077</u>
		(Loss)/profit on ordinary activities at 21% (2009 – 21%)	(239)	45,586
		Effects of: Expenses not deductible for tax purposes Capital allowances less than depreciation Tax at higher rate	2,133 104	2,186 114 6,827
		Current tax charge	1,998	54,713
		Current tax charge	<u>1,220</u>	<u>77,71</u>

NOTES TO THE ACCOUNTS 30 June 2010

5. Tangible fixed assets

		Plant and machinery £	Furniture, fittings, and equipment	Motor vehicles £	Total £
	Cost: 1 July 2009 Additions Disposals	126,557 3,475		59,497 18,000 (17,497)	291,703 27,378 (17,497)
	30 June 2010	130,032	111,552	60,000	301,584
	Depreciation: 1 July 2009 Charge for the year Disposals 30 June 2010	108,583 5,362 - - 113,945	5,751	25,237 8,565 (13,950) ————————————————————————————————————	220,500 19,678 (13,950) ————————————————————————————————————
	Net book amounts: 30 June 2010	16,087	<u>19,121</u>	40,148	75,356
	30 June 2009	<u>17,974</u>	<u>18,969</u>	34,260	<u>71,203</u>
	There were no contracted commitments to	future capital expen	diture (2009 -	- none).	
	•			2010 £	2009 £
6.	Stock and work in progress				
	Materials and consumables			<u>86,663</u>	<u>95,730</u>
7.	Debtors				
	Trade debtors Other debtors Prepayments and accrued income			405,076 35,276 16,530	288,354 11,361 18,800
				<u>456,882</u>	<u>318,515</u>

NOTES TO THE ACCOUNTS 30 June 2010

		2010 £	2009 £
8.	Creditors falling due within one year		
	Trade creditors Corporation tax Other taxation and social security Pension scheme loan (note 9) Director's current account Accruals	144,464 1,998 28,216 5,490 1,303 13,139	111,857 50,233 24,900 5,479 1,303 84,981
		<u>194,610</u>	<u>278,753</u>
9.	Creditors falling due after more than one year		
	Pension scheme loan repayable within five years Less: falling due within one year	17,009 5,490	22,318 5,479
		<u>11,519</u>	<u>16,839</u>
10.	Deferred taxation		
	Opening balance (Credit)/charge to profit and loss account	2,982 (104)	3,096 (114)
	Closing balance	<u> 2,878</u>	<u>2,982</u>
	Comprising:		
	Capital allowances in excess of depreciation	<u>2,878</u>	<u>2,982</u>
11.	Share capital		
	Authorised: 50,000 shares of £1 each	50,000	50,000
	Allotted, called up and fully paid: 20,000 ordinary shares of £1 each	20,000	20,000

NOTES TO THE ACCOUNTS 30 June 2010

				2010 £	2009 £
12.	Reconciliation of movements in shareholders' f	unds			
	(Loss)/profit for the year Opening shareholders' funds			(3,032) 499,989	162,478 337,511
	Closing shareholders' funds			<u>496,957</u>	<u>499,989</u>
13.	Operating lease commitments				
		Land and 2010 £	buildings 2009 £	2010 £	quipment 2009 £
	Amounts payable in the next financial year in respect of operating leases expiring				
	Between one and two years Between two and five years After five years	50,000	- 50,000	2,444 - -	2,444 -
		50 000	50.000	2 444	2 444
		<u>50,000</u>	50,000	<u>2,444</u>	<u>2,444</u>

14. Pension commitments

The company operates money purchase pension schemes for directors and staff. The schemes' funds are administered by trustees and are independent of the company's finances.

15. Bank security

Bank borrowing is secured by a debenture over the company's assets. There was no bank borrowing at 30 June 2010 (2009 - none).

NOTES TO THE ACCOUNTS 30 June 2010

16. Related party transactions

- (a) The director's current account of Mr R Bremner was in credit at 30 June 2010 by £1,303 (2009 £1,303). The account is interest free and repayable on demand.
- (b) The company made the following transactions with Osborne & Allen Limited on normal commercial terms:

	2010	2009
	£	£
Sales	158,717	85,258
Purchases	21,752	4,443
Purchase of fixed asset	<u>18,000</u>	

There was an amount owing by Osborne & Allen Limited at 30 June 2010 of £154,003 (2009 - £78,433).

Mr R Bremner has an interest in these transactions by virtue of his shareholding in Osborne & Allen Limited.

c) The company obtained a loan from the Project Framing Limited SSAS Fund as disclosed in note 9. The loan has been made on normal commercial terms, interest being payable at bank base rate plus 3% over the five year term of the loan.

17. Controlling party

The company's ultimate controlling party is Mr R Bremner.

TRADING ACCOUNT Year ended 30 June 2010

	£	2010 £	£	2009 £
Sales		1,058,523		1,826,503
Cost of sales				
Purchases Mouldings Mountboard Glass and hardboard Packaging Other materials Printing, scanning, pictures and other goods Freight and carriage	216,243 33,915 59,162 67,669 22,820 167,471 29,198		252,241 67,235 96,782 76,616 32,662 347,933 34,194	
Decrease in stock and work in progress	596,478	614,222	907,663	947,508
Gross profit 42.0% of sales (2009 – 48.1%)		444,301		878,995
Overheads				
Schedule				
Staff costs1Establishment costs2General costs3Financial costs4Depreciation5	205,254 106,645 113,231 584 19,725	445,439	412,505 110,361 115,652 213 23,187	661,918
(Loss)/profit on ordinary activities before taxation		(1,138)		217,077

SCHEDULES TO TRADING ACCOUNT Year ended 30 June 2010

		2010 £	2009 £
1.	Staff costs		
	Salaries and wages	187,137	374,036
	National insurance contributions	17,577	37,926
	Pension contributions	540	543
		<u>205,254</u>	<u>412,505</u>
2.	Establishment costs		
	Rent	50,000	50,000
	Rates and water	19,892	19,377
	Maintenance, repairs and waste removal	18,836	25,768
	Light and heat	15,473	12,772
	Hire of forklift	2,444	2,444
		<u>106,645</u>	<u>110,361</u>
3.	General costs		
	Advertising and promotion	-	171
	Artists' commissions	52,515	54,149
	Travel and entertaining	14,313	13,852
	Motor expenses	9,203	10,925
	Printing, postage and stationery	2,246	6,176
	Telephone	5,663	5,010
	Insurance	17,589	19,425
	Legal and professional	1,290	960
	Accountancy	3,000	3,900
	Bank charges	910	846
	Exchange rate differences	(4,219)	(9,182)
	Miscellaneous expenses	10,721	9,420
		<u>113,231</u>	115,652
4.	Financial costs		
	Pension scheme loan interest	724	1,388
	Bank and other interest receivable	(140)	(1,175)
		584	<u>213</u>

SCHEDULES TO TRADING ACCOUNT Year ended 30 June 2010

		2010 £	2009 £
5.	Depreciation		
	Plant and machinery	5,362	5,992
	Furniture, fittings and equipment	5,751	5,775
	Motor vehicles	8,565	11,420
		19,678	23,187
	Loss on disposal of motor vehicle	47	-
		<u> 19,725</u>	23,187