Report of the Directors and Financial Statements

Year ended 30 June 2010

Jolliffe Cork LLP
Chartered Accountants & Statutory Auditor
33 George Street
Wakefield
West Yorkshire
WF1 1LX

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Company Information for the year ended 30 June 2010

DIRECTORS.

Mr R A Fleming Mrs S A MacArthur

SECRETARY:

Mr R A Fleming

REGISTERED OFFICE.

33 George Street Wakefield West Yorkshire WF1 1LX

REGISTERED NUMBER:

04340639 (England and Wales)

AUDITORS:

Jolliffe Cork LLP

Chartered Accountants & Statutory Auditor

33 George Street Wakefield West Yorkshire WF1 1LX

BANKERS:

Bank of Ireland Level 10 Marsden Street

Manchester Lancashire M2 1HW

Report of the Directors for the year ended 30 June 2010

The directors present their report with the financial statements of the company for the year ended 30 June 2010

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of care homes

REVIEW OF BUSINESS

The directors are pleased to report an operating profit of £225,904 during the year (2009 £248,954)

The Care Home sector is once again under the registration of a new organisation, CSCI being replaced by CQC, a new, as yet undetermined means of identifying quality to potential users and changes to the funding mechanism for social care. Significant investment in our buildings and services were made during the year, these along with further investment in enhancing the social and cultural environment in our homes are intended to ensure both compliance and customer satisfaction. The directors believe the company provides a care environment, services and processes well capable of meeting whatever the new organisation might eventually determine.

Despite the economic pressure of rising costs and challenging fee rates in part of the client group, all homes continue to produce a return and we expect a profitable year in 2010/2011

The directors consider that the key financial performance indicators are those that communicate the financial performance of the company as a whole, these being turnover, gross profit and return on capital employed

The directors have considered the principal risks which may affect the business. Occupancy rates are very important to the business and we are constantly reviewing our rates and policies and marketing efforts in order that these can be kept as high as possible. Our business is susceptible to changes in interest rates due to the very substantial capital investment in purchasing the homes and maintaining them to a very high standard.

We have interest cover of over four times based on the results for 2009/2010 and have further borrowing capacity if required

DIVIDENDS

No dividends will be distributed for the year ended 30 June 2010

DIRECTORS

The directors shown below have held office during the whole of the period from 1 July 2009 to the date of this report

Mr R A Fleming Mrs S A MacArthur

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information

Report of the Directors for the year ended 30 June 2010

AUDITORS

The auditors, Joiliffe Cork LLP, will be proposed for re-appointment at the forthcoming Annual General Meeting

ON BEHALF OF THE BOARD:

Mr R A Fleming - Secretary

Date 22 November 2010

Report of the Independent Auditors to the Shareholders of The Franklyn Group Limited

We have audited the financial statements of The Franklyn Group Limited for the year ended 30 June 2010 on pages five to eighteen. 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 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 directors and auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page two, 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 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 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 30 June 2010 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

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Report of the Directors 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, 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

Adam Perkin (Senior Statutory Auditor) for and on behalf of Jolliffe Cork LLP Chartered Accountants & Statutory Auditor 33 George Street Wakefield West Yorkshire WF1 1LX

Date 22 November 2010

Profit and Loss Account for the year ended 30 June 2010

			
	Notes	2010 £	2009 £
TURNOVER		1,923,784	1,916,670
Cost of sales		147,803	139,839
GROSS PROFIT		1,775,981	1,776,831
Administrative expenses		1,551,196	1,535,758
		224,785	241,073
Other operating income		1,119	7,881
OPERATING PROFIT	3	225,904	248,954
Exceptional items	4	- _	850,000
		225,904	(601,046)
Interest receivable and similar income		518	5,005
		226,422	(596,041)
Interest payable and similar charges	5	67,090	128,404
PROFIT/(LOSS) ON ORDINARY ACTIVE BEFORE TAXATION	VITIES	159,332	(724,445)
Tax on profit/(loss) on ordinary activities	6	24,827	20,587
PROFIT/(LOSS) FOR THE FINANCIAL AFTER TAXATION	YEAR	134,505	(745,032)

CONTINUING OPERATIONS

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

Statement of Total Recognised Gains and Losses for the year ended 30 June 2010

	2010 £	2009 £
PROFIT/(LOSS) FOR THE FINANCIAL YEAR Revaluation of tangible fixed assets	134,505 (311,894)	(745,032) (2,995,753)
TOTAL RECOGNISED GAINS AND LOSSES RELATING TO THE YEAR	(177,389)	(3,740,785)

The Franklyn Group Limited (Registered Number: 04340639)

Balance Sheet 30 June 2010

	2010			2009	
	Notes	£	£	£	£
FIXED ASSETS	7		25 417		35,417
Intangible assets Tangible assets	7 8		25,417 5,979,433		5,900,967
<u> </u>			- 		5.03.6.204
			6,004,850		5,936,384
CURRENT ASSETS					
Stocks	9	4,350		4,350	
Debtors	10	1,030,887		944,525	
Cash at bank and in hand		18,815		205,907	
		1,054,052		1,154,782	
CREDITORS					
Amounts falling due within one year	11	325,777		197,784	
NET CURRENT ASSETS			728,275		956,998
					
TOTAL ASSETS LESS CURRENT			6 722 125		6,893,382
LIABILITIES			6,733,125		0,893,382
CREDITORS					
Amounts falling due after more than one year	12		3,200,212		3,183,080
NET ASSETS			3,532,913		3,710,302
- :					

The Franklyn Group Limited (Registered Number: 04340639)

Balance Sheet - continued 30 June 2010

	2010		2009		
	Notes	£	£	£	£
CAPITAL AND RESERVES					
Called up share capital ,	15		1,000		1,000
Revaluation reserve	16		1,830,768		2,142,662
Profit and loss account	16		1,701,145		1,566,640
SHAREHOLDERS' FUNDS	19		3,532,913		3,710,302

The financial statements were approved by the Board of Directors on 22 November 2010 and were signed on its behalf by

Mr R A Flenning - Director

Mrs S A Mac Arthur - Director

Cash Flow Statement for the year ended 30 June 2010

	Notes	2010 £	£	2009 £	9 £
Net cash inflow/(outflow) from operating activities	1	*	438,473	~	(950,439)
Returns on investments and servicing of finance	2		(66,572)		(123,399)
Taxation			(24,362)		(35,649)
Capital expenditure	2		(447,847)		(60,945)
			(100,308)		(1,170,432)
Financing	2		(82,629)		1,100,772
Decrease in cash in the period			(182,937)		(69,660)
Reconciliation of net cash flow to movement in net debt	3				
Decrease in cash in the period Cash outflow/(inflow)		(182,937)		(69,660)	
from decrease/(increase) in debt		82,629		(1,100,772)	
Change in net debt resulting from cash flows			(100,308)		(1,170,432)
Movement in net debt in the period Net debt at 1 July			(100,308) (3,064,248)		(1,170,432) (1,893,816)
Net debt at 30 June			(3,164,556)		(3,064,248)

Notes to the Cash Flow Statement for the year ended 30 June 2010

l	RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW/(OUTFLOW) FROM
	OPERATING ACTIVITIES

	2010	2009
	£	£
Operating profit	225,904	248,954
Depreciation charges	64,709	61,527
Loss on disposal of fixed assets	2,778	8
Write down of investment	-	(850,000)
(Increase)/Decrease in debtors	(86,362)	435,353
Increase/(Decrease) in creditors	231,444	<u>(846,281</u>)
Net cash inflow/(outflow) from operating activities	438,473	<u>(950,439</u>)

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

	2010 £	200 9 £
Returns on investments and servicing of finance Interest received Interest paid	518 (67,090)	5,005 (128,404)
Net cash outflow for returns on investments and servicing of finance	(66,572)	(123,399)
Capital expenditure		
Purchase of tangible fixed assets Sale of tangible fixed assets	(460,507) 12,660	(61,445) 500
Net cash outflow for capital expenditure	<u>(447,847)</u>	(60,945)
Financing		
New loans in year	-	2,758,027
Loan repayments in year	(82,629)	(1,657,255)
Net cash (outflow)/inflow from financing	(82,629)	1,100,772

Notes to the Cash Flow Statement for the year ended 30 June 2010

3	ANALYSIS OF CHANGES IN NET DEBT			At
		At 1.7.09	Cash flow £	30.6 10 £
	Net cash Cash at bank and in hand Bank overdraft	205,907 (4,155)	(187,092) 4,155	18,815
		201,752	(182,937)	18,815
	Debt Deba Sell and a			
	Debts falling due within one year	(82,920)	(61,491)	(144,411)
	Debts falling due after one year	(3,183,080)	144,120	(3,038,960)
		(3,266,000)	82,629	(3,183,371)
	Total	(3,064,248)	(100,308)	(3,164,556)

Notes to the Financial Statements for the year ended 30 June 2010

1 ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention as modified by the revaluation of certain assets

Turnover

The turnover shown in the profit and loss account represents amounts invoiced during the year

Condwill

Amortisation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows

Goodwill

- 10% straight line

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life

Freehold property

1% on cost

Fixtures and fittings

15% on cost

Motor vehicles

25% on reducing balance

Computer equipment

15% on cost

Fixed assets are initially recorded at cost

No depreciation is provided on freehold land

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items

Deferred tax

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

Pensions

The company operates a defined contribution pension scheme Contributions payable for the year are charged in the profit and loss account

2 STAFF COSTS

	2010 £	2009 £
Wages and salaries	1,054,138	1,052,682
Social security costs	7,819	7,297
Other pension costs	4,004	3,711
	1,065,961	1,063,690

Notes to the Financial Statements - continued for the year ended 30 June 2010

3	STAFF COSTS - continued The average monthly number of employees during the year was as follows Management Care home staff	2010 4 74 78	2009 4 74
3	Management	4 	4
3		74	•
		78	
			78
	OPERATING PROFIT		
	The operating profit is stated after charging		
	Deprectation - owned assets Loss on disposal of fixed assets Goodwill amortisation Auditors' remuneration	2010 £ 54,709 2,778 10,000 10,500	2009 £ 51,527 8 10,000 10,575
	Auditor's remuneration - tax compliance	<u>600</u>	600
	Directors' remuneration Directors' pension contributions to money purchase schemes	66,800 4,004	75,164 3,711
,	The number of directors to whom retirement benefits were accruing was as follows		
ì	Money purchase schemes	1	1
4	EXCEPTIONAL ITEMS		
]	On 31 July 2007 the company agreed to sell the shares of its wholly owned subsidiary Limited to The Franklyn (Long Term Care) Limited in the sum of £1,500,000. This upon completion and £1,250,000 as deferred consideration.	y The Franklyn (amount was pa	Developments yable £250,000
,	Subsequent to this agreement, the business of The Franklyn (Developments) Limited current recession and consequently the directors of The Franklyn Group Limited ha value of the deferred consideration in the sum of £850,000 and this was reflected statements	ve agreed to a r	eduction in the
5	INTEREST PAYABLE AND SIMILAR CHARGES	2010	2009
]	Bank interest Interest on other loans Interest on corporation tax	£ 65,749 1,227 114	£ 104,071 24,333
		67,090	128,404

Notes to the Financial Statements - continued for the year ended 30 June 2010

6 TAXATION

Analysis of the tax charge The tax charge on the profit on ordinary activities for the year was as follows		
	2010 £	2009 £
Current tax UK corporation tax	24,827	24,362
Over/(under) provision in prior year	-	992
Total current tax	24,827	25,354
Deferred tax		(4,767)
Tax on profit/(loss) on ordinary activities	24,827	20,587

UK corporation tax was charged at 21% in 2009

Factors affecting the tax charge

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below

	2010 £	2009 £
Profit/(loss) on ordinary activities before tax	159,332	<u>(724,445</u>)
Profit/(loss) on ordinary activities		
multiplied by the standard rate of corporation tax in the UK of 28% (2009 - 21%)	44,613	(152,133)
Effects of		
Depreciation in excess of capital allowances	(13,798)	(1,097)
Disallowable items	787	177,592
Over/(under) provision in prior year	-	992
Marginal relief	<u>(6,775)</u>	<u> </u>
Current tax charge	24,827	25,354

Notes to the Financial Statements - continued for the year ended 30 June 2010

7	INTANGIBLE FIXED ASSET	s				Goodwill £
	COST At 1 July 2009 and 30 June 2010					100,000
	AMORTISATION At 1 July 2009					64,583
	Amortisation for year					10,000
	At 30 June 2010					74,583
	NET BOOK VALUE					
	At 30 June 2010					25,417
	At 30 June 2009					35,417
8	TANGIBLE FIXED ASSETS					
		Freehold property	Fixtures and fittings £	Motor vehicles £	Computer equipment	Totals £
	COST OR VALUATION	£	I.	I	£	T.
	At 1 July 2009	5,858,075	-	69,718	1,594	5,929,387
	Additions	356,517	35,706	68,284	•	460,507
	Disposals	-	-	(41,918)	-	(41,918)
	Revaluations	(311,894)		-	=	(311,894)
	At 30 June 2010	5,902,698	35,706	96,084	1,594	6,036,082
	DEPRECIATION					
	At 1 July 2009	-	-	27,801	619	28,420
	Charge for year	37,646	1,833	14,991	239	54,709
	Eliminated on disposal			(26,480)		(26,480)
	At 30 June 2010	37,646	1,833	16,312	858	56,649
	NET BOOK VALUE					
	At 30 June 2010	5,865,052	33,873	79,772	736	5,979,433
	At 30 June 2009	5,858,075	-	41,917	975	5,900,967

The freehold properties were revalued during the year ended 30th June 2009 by the directors after taking advice from an independent, professional third party

The historical cost of the revalued assets is £4,290,483

Notes to the Financial Statements - continued for the year ended 30 June 2010

9	STOCKS		
-		2010	2009
		£	£
	Stocks	4,350	<u>4,350</u>
10	DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		2010	2009
		£	£
	Trade debtors	92,811	108,521
	Amounts owed by related undertakings	903,599	798,445
	Other debtors	-	3,392
	Prepayments and accrued income	34,477	34,167
		1,030,887	944,525
11	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		2010	2009
		£	£
	Bank loans and overdrafts (see note 13)	144,411	87,075
	Trade creditors	100,723	41,235
	Tax	24,827	24,362
	Social security and other taxes	21,571	19,366
	Other creditors Accruals and deferred income	12,037	9,052
	Accruais and deferred income	22,208	16,694
		325,777	197,784
12	CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR		
		2010	2009
		£	£
	Bank loans (see note 13) Directors loan account	3,038,960 161,252	3,183,080
		3,200,212	3,183,080
13	LOANS		
	An analysis of the matumity of leans in arisin helesy		
	An analysis of the maturity of loans is given below		
		2010	2009
		£	£
	Amounts falling due within one year or on demand		A 155
	Bank overdrafts Bank loans	144,411	4,155 82,920
	Dalik Iudiis	144,411	82,920
		144,411	87,075

Notes to the Financial Statements - continued for the year ended 30 June 2010

13	LOANS - continued	2010	2009
	Amounts falling due between one and two years Bank loans	£ 	£
	Amounts falling due between two and five years Bank loans	460,062	450,978
	Amounts falling due in more than five years Repayable by instalments Bank loans	2,431,572	2,587,685
14	SECURED DEBTS		
	The following secured debts are included within creditors		
	Bank overdraft Bank loans	2010 £ 3,183,371 3,183,371	2009 £ 4,155 3,266,000 3,270,155

Security is held by way of a cross guarantee from each of The Franklyn (Developments) Limited and The Franklyn (Long Term Care) Limited and a floating debenture dated 28 June 2002, in conjunction with a first legal charge over the the companys freehold property Stobars Hall, Kirkby Stephen, Cumbria, Kirkwood, 35 Moorfield Road, Ben Rhydding, The Gatehouse, 9 Manor Road, Harrogate

15 CALLED UP SHARE CAPITAL

Allotted, issue	d and fully paid	_		
Number	Class	Nominal	2010	2009
		value	£	£
1,000	Ordinary	£1	1,000	1,000

Notes to the Financial Statements - continued for the year ended 30 June 2010

16	RESERVES	Profit and loss account £	Revaluation reserve £	Totals £
	At 1 July 2009	1,566,640	2,142,662	3,709,302
	Profit for the year	134,505		134,505
	Revaluation of fixed assets		(311,894)	(311,894)
	At 30 June 2010	1,701,145	1,830,768	3,531,913

17 CONTINGENT LIABILITIES

The company has given an unlimited guarantee date 16th November 2005 in respect of the borrowings of The Franklyn (Developments) Limited, a company related by common control

18 RELATED PARTY DISCLOSURES

The company was under the control of the directors throughout the current and previous year

During the year the company paid accounting and administration fees in the sum of £33,090 to The Franklyn (Developments) Limited, a company related by common control

As at the Balance Sheet date, The Franklyn Group Limited was owed £400,050, £454,993 and £48,556 from Franklyn (Long Term Care) Limited, The Franklyn (Developments) Limited and Sirtin Limited respectively, companies related by common control

During the year the company has received loans from Mr R A Fleming in the sum of £160,000, a director and shareholder of the company As at the Balance Sheet date the director was due £161,252

19 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2010 £	2009 £
Profit/(Loss) for the financial year	134,505	(745,032)
Other recognised gains and losses relating to the year (net)	(311,894)	(2,995,753)
Net reduction of shareholders' funds	(177,389)	(3,740,785)
Opening shareholders' funds	3,710,302	7,451,087
Closing shareholders' funds	3,532,913	3,710,302