

amended

COMPANY REGISTRATION NUMBER 367875

BAXI PARTNERSHIP LIMITED
REVISED ABBREVIATED ACCOUNTS
31 DECEMBER 2010



ALEXANDER MARSHALL
Chartered Accountants & Statutory Auditor
84 Hamilton Road
Motherwell
ML1 3BY

BAXI PARTNERSHIP LIMITED
ABBREVIATED ACCOUNTS
YEAR ENDED 31 DECEMBER 2010

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BAXI PARTNERSHIP LIMITED
INDEPENDENT AUDITOR'S REPORT TO BAXI PARTNERSHIP
LIMITED
UNDER SECTION 449 OF THE COMPANIES ACT 2006

We have examined the abbreviated accounts, together with the financial statements of Baxi Partnership Limited for the year ended 31 December 2010 prepared under Section 396 of the Companies Act 2006

This report is made solely to the company, in accordance with Section 449 of the Companies Act 2006. Our work has been undertaken so that we might state to the company those matters we are required to state to it in a special 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 for our work, for this report, or for the opinions we have formed.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR

The directors are responsible for preparing the abbreviated accounts in accordance with Section 444 of the Companies Act 2006. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated accounts to the Registrar of Companies and whether the abbreviated accounts have been properly prepared in accordance with the regulations made under that section and to report our opinion to you.

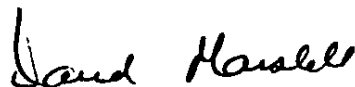
BASIS OF OPINION

We conducted our work in accordance with Bulletin 2008/4 issued by the Auditing Practices Board. In accordance with that Bulletin we have carried out the procedures we consider necessary to confirm, by reference to the financial statements, that the company is entitled to deliver abbreviated accounts and that the abbreviated accounts to be delivered are properly prepared.

We have undertaken the audit in accordance with the requirements of APB Ethical Standards including APB Ethical Standard - Provisions Available for Small Entities, in the circumstances set out in note 3 to the financial statements.

OPINION

In our opinion the company is entitled to deliver abbreviated accounts prepared in accordance with Section 444(3) of the Companies Act 2006, and the abbreviated accounts have been properly prepared in accordance with the regulations made under that section.



D MARSHALL (Senior Statutory Auditor)
For and on behalf of
ALEXANDER MARSHALL
Chartered Accountants
& Statutory Auditor

84 Hamilton Road
Motherwell
ML1 3BY

28 April 2011

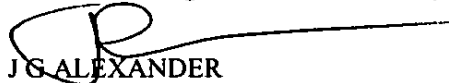
BAXI PARTNERSHIP LIMITED
ABBREVIATED BALANCE SHEET

31 DECEMBER 2010

	Note	2010	2009
	2	£	£
FIXED ASSETS			
Tangible assets		4,085	3,219
Investments		4,482,198	4,856,002
		<u>4,486,283</u>	<u>4,859,221</u>
CURRENT ASSETS			
Debtors		197,809	140,080
Investments		-	1,000,000
Cash at bank and in hand		10,710,099	9,324,366
		<u>10,907,908</u>	<u>10,464,446</u>
CREDITORS: Amounts falling due within one year		<u>112,352</u>	<u>152,455</u>
NET CURRENT ASSETS		<u>10,795,556</u>	<u>10,311,991</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>15,281,839</u>	<u>15,171,212</u>
PROVISIONS FOR LIABILITIES		<u>736</u>	<u>391</u>
		<u>15,281,103</u>	<u>15,170,821</u>
CAPITAL AND RESERVES			
Called-up equity share capital	5	914,870	914,870
Share premium account		3,566,094	3,566,094
Other reserves		116,122	116,122
Profit and loss account		10,684,017	10,573,735
SHAREHOLDERS' FUNDS		<u>15,281,103</u>	<u>15,170,821</u>

These abbreviated accounts have been prepared in accordance with the special provisions for small companies under Part 15 of the Companies Act 2006

These abbreviated accounts were approved by the directors and authorised for issue on 27 April 2011, and are signed on their behalf by


J G ALEXANDER

Company Registration Number 367875

the notes on pages 3 to 8 form part of these abbreviated accounts

BAXI PARTNERSHIP LIMITED
NOTES TO THE ABBREVIATED ACCOUNTS
YEAR ENDED 31 DECEMBER 2010

1. ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared under the historical cost convention, and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008)

The main purpose of investment by Baxi Partnership Limited is to help the employees in each company achieve commercial success within an enduring employee ownership structure in partnership with, and for the benefit of, all employees of that company

The investment by Baxi Partnership Limited in the investee company's equity share is not held with a view to directing the operating and financial policies of these investments. Accordingly the directors consider that treating these as subsidiaries or associates for accounting purposes would not give a true and fair view

Consolidation

In the opinion of the directors, the company and its subsidiary undertakings comprise a small group. The company has therefore taken advantage of the exemption provided by Section 398 of the Companies Act 2006 not to prepare group accounts

Turnover

The turnover shown in the profit and loss account represents amounts invoiced for services during the year, exclusive of Value Added Tax

In respect of long-term contracts and contracts for on-going services, turnover represents the value of work done in the year, including estimates of amounts not invoiced. Turnover in respect of long-term contracts and contracts for on-going services is recognised by reference to the stage of completion

Fixed assets

All fixed assets are initially recorded at cost

Depreciation

Depreciation 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

Office furniture	- 25%pa straight line
Office equipment	- 25%/33 3%pa straight line

The carrying values of tangible fixed assets are reviewed for impairment in periods if events or changes in circumstances indicate the carrying value may not be recoverable

Operating lease agreements

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease

BAXI PARTNERSHIP LIMITED
NOTES TO THE ABBREVIATED ACCOUNTS
YEAR ENDED 31 DECEMBER 2010

1. ACCOUNTING POLICIES *(continued)*

Pension costs

The company operates a defined contribution pension scheme for employees. The assets of the scheme are held separately from those of the company. The annual contributions payable are charged to the profit and loss account.

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax, with the following exceptions:

Provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold.

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Investments

Investments are stated at cost less provision for diminution in value. Investment and interest income receivable on or before the year end are treated as revenue. Unfranked investment income is stated on the basis of gross receipts before deduction of income tax.

BAXI PARTNERSHIP LIMITED
NOTES TO THE ABBREVIATED ACCOUNTS
YEAR ENDED 31 DECEMBER 2010

2. FIXED ASSETS

	Tangible Assets £	Loans & Investments £	Total £
COST			
At 1 January 2010	13,990	5,856,002	5,869,992
Additions	3,583	677,354	680,937
Disposals/repayments	(560)	(732,409)	(732,969)
At 31 December 2010	<u>17,013</u>	<u>5,800,947</u>	<u>5,817,960</u>
DEPRECIATION AND AMOUNTS WRITTEN OFF			
At 1 January 2010	10,771	1,000,000	1,010,771
Charge for year	2,530	318,749	321,279
On disposals	(373)	—	(373)
At 31 December 2010	<u>12,928</u>	<u>1,318,749</u>	<u>1,331,677</u>
NET BOOK VALUE			
At 31 December 2010	<u>4,085</u>	<u>4,482,198</u>	<u>4,486,283</u>
At 31 December 2009	<u>3,219</u>	<u>4,856,002</u>	<u>4,859,221</u>

BAXI PARTNERSHIP LIMITED
NOTES TO THE ABBREVIATED ACCOUNTS
YEAR ENDED 31 DECEMBER 2010

2. FIXED ASSETS *(continued)*

Material holdings in unlisted investments:

	Country of incorporation	Principal activity	Class and percentage of shares held
Woollard and Henry Holdings Ltd	Scotland	Manufacturing	50% ord £1 shares
UBH International Limited	England	Manufacturing	56 6% ord £1 shares

Shares in group undertakings:

	Country of incorporation	Principal activity	Class and percentage of shares held
Baxi Partnership Corporate Trustee Ltd	England	Dormant	100% ordinary £1 shares
Partnership Directors Ltd	Scotland	Dormant	100% ordinary £1 shares
Baxi Partnership (Number One) Ltd	Scotland	Dormant	100% ordinary £1 shares
Baxi Partnership Directors (Number Two) Ltd	Scotland	Dormant	100% ordinary £1 shares
Baxi Partnership Directors (Number Three) Ltd	Scotland	Dormant	100% ordinary £1 shares
Baxi Partnership Directors (Number Four) Ltd	Scotland	Dormant	100% ordinary £1 shares
Baxi Partnership Directors (Number Five) Ltd	Scotland	Dormant	100% ordinary £1 shares
Baxi Partnership Directors (Number Six) Ltd	Scotland	Dormant	100% ordinary £1 shares
Baxi Partnership Directors (Number Seven) Ltd	Scotland	Dormant	100% ordinary £1 shares
Baxi Partnership Directors (Number Eight) Ltd	Scotland	Dormant	100% ordinary £1 shares

The above companies did not trade in the year to 31 December 2010 and are unlikely to do so in the foreseeable future

Baxendale Partnership Ltd	Scotland	Trading	100% ordinary £1 shares
Ownership Capital Ltd	Scotland	Trading	100% ordinary £1 shares
Godrevy Limited	England	Trading	100% ordinary £1 shares

The above companies traded during the year but trading activities ceased prior to 31 December 2010

3. APB ETHICAL STANDARDS

In common with many other businesses of our size and nature we use our auditors to provide payroll services, prepare and submit returns to the tax authorities and assist with the preparation of the statutory financial statements

BAXI PARTNERSHIP LIMITED
NOTES TO THE ABBREVIATED ACCOUNTS
YEAR ENDED 31 DECEMBER 2010

4. RELATED PARTY TRANSACTIONS

The directors control the day-to-day operations of the company. The directors have interests in the share capital of the company as detailed in the Directors' Report.

The Trustees are the ultimate controlling party of the company.

Mr J Alexander, a director of Baxi Partnership Limited is also a board member of the Employee Ownership Association. Baxi Partnership Limited are members of the Employee Ownership Association.

During the year, the company provided Godrevy Limited with a loan totalling £35,000 (2009 £nil). The balance of £34,998 was due to the company at the year end. There are no fixed repayment terms and interest is not charged.

During the year, the company provided Baxendale Partnership Limited with a loan totalling £318,750 (2009 £nil) which was outstanding at the year end. There are no fixed repayment terms and no interest is charged. Due to the company ceasing to trade, the loan balance has been provided for in full at the year end. The company provided services to Baxendale Partnership Limited totalling £14,102 (2009 £nil). Baxendale Partnership Limited provided services during the year totalling £14,138 (2009 £nil). There were no balances outstanding at the year end.

During the year, the company provided Ownership Capital Limited with a loan totalling £300,000 (2009 £nil). The balance of £247,194 was due to the company at the year end. There are no fixed repayment terms and no interest is charged. The company provided services to Ownership Capital Limited totalling £3,821 (2009 £nil). There was no balance outstanding at the year end.

No other transactions with related parties were undertaken such as are required to be disclosed under Financial Reporting Standards for Smaller Entities (effective April 2008).

5. SHARE CAPITAL

Authorised share capital:

	2010 £	2009 £
7,500,000 Ordinary shares of £0.10 each	750,000	750,000
450,000 Preference shares of £1 each	450,000	450,000
	<u>1,200,000</u>	<u>1,200,000</u>

Allotted and called up:

	2010 No	£	2009 No	£
4,648,703 Ordinary shares fully paid of £0.10 each	4,648,703	464,870	4,648,703	464,870
450,000 Preference shares fully paid of £1 each	450,000	450,000	450,000	450,000
	<u>5,098,703</u>	<u>914,870</u>	<u>5,098,703</u>	<u>914,870</u>

BAXI PARTNERSHIP LIMITED
NOTES TO THE ABBREVIATED ACCOUNTS
YEAR ENDED 31 DECEMBER 2010

5. SHARE CAPITAL *(continued)*

The preference shares are irredeemable, carry no rights to a dividend, to vote or to participate in any surplus on winding up