
OISE LIMITED

DIRECTOR'S REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2010

WEDNESDAY



ACI4QXC7

A18

07/09/2011

4

COMPANIES HOUSE

OISE LIMITED

CONTENTS

	Page
Company information	1
Director's report	2 - 3
Independent auditor's report	4 - 5
Profit and loss account	6
Balance sheet	7
Notes to the financial statements	8 - 20

OISE LIMITED

COMPANY INFORMATION

COMPANY NUMBER	01322002
REGISTERED OFFICE	38 Binsey Lane Oxford OX2 0EY
DIRECTOR	T Gins
COMPANY SECRETARY	Diamond College Limited
BANKERS	Fortis Bank Aquis House 49-51 Blagrove Street Reading Berkshire RG1 1PL
AUDITOR	Nexia Smith & Williamson Chartered Accountants & Statutory Auditors Portwall Place Portwall Lane Bristol BS1 6NA

OISE LIMITED

DIRECTOR'S REPORT FOR THE YEAR ENDED 31 DECEMBER 2010

The director presents his report and the financial statements for the year ended 31 December 2010

PRINCIPAL ACTIVITIES AND REVIEW OF BUSINESS

The principal activity of the company is the management of the OISE group

A more detailed review of the OISE group business activity in the period can be seen in the Directors' Report of the group's annual report, which does not form part of this report

RESULTS AND DIVIDENDS

The profit for the year, after taxation, amounted to £5,174,877 (2009 loss £79,070)

Dividends of £500,000 (2009 £nil) were paid in the year No dividends are proposed

DIRECTOR

The director who served during the year was

T Gins

PRINCIPAL RISKS, UNCERTAINTIES AND RISK MANAGEMENT

There are a number of risks and uncertainties which may affect the company's performance. The company ensures that its exposure to a downturn in a particular trading sector is managed by continuing to broaden its activities both by depth of product range and geographically. The company also has a wide range of customers which limits exposure to any material loss of revenue from any one specific source.

The international nature of the company's operations creates exposure to currency risks, which are managed by financing investment in local financial instruments as appropriate.

The financial risk management objectives of the company in relation to financial instruments are set by the director with a view to minimising the company's exposure to price, credit, liquidity and cashflow risks. The use of derivative instruments is made to mitigate risks or enhance returns, subject to strict control of exposures.

KEY PERFORMANCE INDICATORS

The directors of OISE Holdings Limited manage the group's operations on a divisional basis. For this reason, the company's director believes that analysis using key performance indicators for the company is not necessary or appropriate for an understanding of the development, performance and position of the business of OISE Limited. The key performance indicators of OISE Holdings Limited are discussed in the Directors' Report of the group's annual report, which does not form part of this report.

OISE LIMITED

DIRECTOR'S REPORT FOR THE YEAR ENDED 31 DECEMBER 2010

STATEMENT OF DIRECTOR'S RESPONSIBILITIES

The director is responsible for preparing the Director's Report and the financial statements in accordance with applicable law and regulations

Company law requires the director to prepare financial statements for each financial year. Under that law the director has 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 director must not approve the financial statements unless he is 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 director is required to

- select suitable accounting policies and then apply them consistently,
- make judgments 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 company will continue in business.

The director is 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 him to ensure that the financial statements comply with the Companies Act 2006. He is 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

In the case of each person who was a director at the time this report was approved

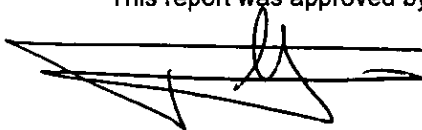
- So far as that director was aware, there was no relevant available information of which the company's auditor were unaware, and
- that director has taken all steps that the director ought to have taken as a director to make him or herself aware of any relevant audit information and to establish that the company's auditor were aware of that information.

This confirmation is given and should be interpreted in accordance with the provision of S418 of the Companies Act 2006.

AUDITOR

The auditor, Nexia Smith & Williamson, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on 30 June 2011 and signed on its behalf



T Gins
Director

OISE LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF OISE LIMITED

We have audited the financial statements of OISE Limited for the year ended 31 December 2010, which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 26. 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 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 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 DIRECTOR AND AUDITOR

As explained more fully in the Director's Responsibilities Statement set out on page 3, the director is 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 Ethical Standards for Auditors.

SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

A description of the scope of an audit of financial statements is provided on the Auditing Practices Board's website at www.frc.org.uk/apb/scope/private.cfm.

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 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 Director's Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

OISE LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF OISE LIMITED

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 remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit



Jonathan Talbot (Senior Statutory Auditor)

for and on behalf of
Nexia Smith & Williamson

Chartered Accountants
Statutory Auditors

Portwall Place
Portwall Lane
Bristol
BS1 6NA

30 June 2011

OISE LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2010**

	Note	2010 £	2009 £
TURNOVER	1	2,733,039	2,714,983
Administrative expenses		(2,705,709)	(2,515,551)
Onerous lease costs		(128,559)	-
Total administrative expenses		(2,834,268)	(2,515,551)
OPERATING (LOSS)/PROFIT	2	(101,229)	199,432
Dividends received		5,500,000	-
Interest receivable and similar income		6,945	25,756
Interest payable and similar charges	3	(222,032)	(230,663)
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION		5,183,684	(5,475)
Tax on profit/(loss) on ordinary activities	7	(8,807)	(73,595)
RETAINED PROFIT/(LOSS) FOR THE FINANCIAL YEAR	18	5,174,877	(79,070)

All amounts relate to continuing operations

There were no recognised gains and losses for 2010 or 2009 other than those included in the Profit and Loss Account

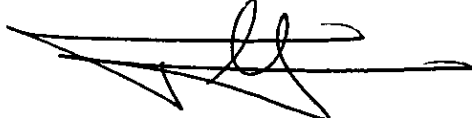
The notes on pages 8 to 20 form part of these financial statements

OISE LIMITED
REGISTERED NUMBER 01322002

BALANCE SHEET
AS AT 31 DECEMBER 2010

	Note	£	2010 £	£	2009 £
FIXED ASSETS					
Tangible assets	9		2,416,725		2,467,008
Investments	10		7,867,233		7,867,133
			<u>10,283,958</u>		<u>10,334,141</u>
CURRENT ASSETS					
Debtors	11	3,967,493		3,442,250	
Cash at bank and in hand		3,033,828		507	
		<u>7,001,321</u>		<u>3,442,757</u>	
CREDITORS: amounts falling due within one year	12	<u>(5,864,502)</u>		<u>(7,032,340)</u>	
NET CURRENT ASSETS/(LIABILITIES)			<u>1,136,819</u>		<u>(3,589,583)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>11,420,777</u>		<u>6,744,558</u>
CREDITORS: amounts falling due after more than one year	13		<u>(1,426,000)</u>		<u>(1,543,000)</u>
PROVISIONS FOR LIABILITIES					
Deferred tax	14	(453)		-	
Other provisions	15	<u>(128,559)</u>		<u>(10,670)</u>	
			<u>(129,012)</u>		<u>(10,670)</u>
NET ASSETS			<u>9,865,765</u>		<u>5,190,888</u>
CAPITAL AND RESERVES					
Called up share capital	16		950,000		950,000
Profit and loss account	18		<u>8,915,765</u>		<u>4,240,888</u>
SHAREHOLDER'S FUNDS	19		<u>9,865,765</u>		<u>5,190,888</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 30 June 2011



T Gins
Director

The notes on pages 8 to 20 form part of these financial statements

OISE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010

1. ACCOUNTING POLICIES

1.1 Basis of accounting

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards

1.2 Consolidation

The director has taken advantage of the exemption not to prepare group financial statements as the company is a wholly owned subsidiary and the results of the company are included in the consolidated financial statements of its parent company. These accounts therefore present the results of the company as an individual entity.

1.3 Cash flow statement

The director has taken advantage of the exemption in FRS 1 from including a cash flow statement in the financial statements on the grounds that the company is wholly owned and its parent publishes a consolidated cash flow statement.

1.4 Turnover

Turnover represents rental income from subsidiary companies and income in respect of management charges made by the company to subsidiary companies to cover group running and management costs. Turnover represents income excluding Value Added Tax.

1.5 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:

Freehold property	-	2% straight line
Leasehold improvements	-	Over the period of the lease
Fixtures and equipment	-	10% - 25% straight line
Motor vehicles	-	25% straight line

Freehold land is not depreciated.

1.6 Investments

Investments are included at cost less any impairment in value. Profits or losses arising from disposals of fixed asset investments are treated as part of the profit/loss on ordinary activities.

1.7 Deferred taxation

Deferred tax is recognised on all timing differences where the transactions or events that give the company an obligation to pay more tax in the future, or a right to pay less tax in the future, have occurred by the balance sheet date. Deferred tax assets are recognised when it is more likely than not that they will be recovered. Deferred tax is measured using rates of tax that have been enacted or substantively enacted by the balance sheet date and is not discounted.

OISE LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2010**

1. ACCOUNTING POLICIES (continued)

1.8 Operating lease

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

1.9 Foreign currency

Transactions in foreign currencies are translated at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities in foreign currencies are translated at the rates of exchange ruling at the balance sheet date. Any gain or loss arising from a change in exchange rates subsequent to the date of the transaction is included as an exchange gain or loss in the profit and loss account.

1.10 Pension costs

The company operates a defined contribution pension scheme and the pension charge represents the amounts payable by the company to the fund in respect of the year.

2. OPERATING (LOSS)/PROFIT

The operating (loss)/profit is stated after charging

	2010 £	2009 £
Depreciation		
- Tangible fixed assets, owned	82,861	84,419
Auditors' remuneration	69,913	69,913
Auditors' remuneration - non-audit services	51,348	63,140
Exceptional administrative expenses	128,559	-
Operating lease rentals - land and buildings	111,807	100,464
	<u> </u>	<u> </u>

The audit fee is in respect of the audit of the group accounts and each of the trading UK subsidiaries.

3. INTEREST PAYABLE

	2010 £	2009 £
On bank loans and overdrafts	222,032	230,663
	<u> </u>	<u> </u>

OISE LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2010**

4 STAFF COSTS

Staff costs, including director's remuneration, were as follows

	2010 £	2009 £
Wages and salaries	958,201	1,134,234
Social security costs	125,020	115,139
Other pension costs	48,038	42,036
	<u>1,131,259</u>	<u>1,291,409</u>

The average monthly number of employees, including the director, during the year was as follows

	2010 No.	2009 No
Administration	<u>24</u>	<u>25</u>

5. DIRECTOR'S REMUNERATION

	2010 £	2009 £
Emoluments	<u>109,600</u>	<u>309,600</u>
Company pension contributions to defined contribution pension schemes	<u>17,000</u>	<u>-</u>

During the year retirement benefits were accruing to 1 director (2009 1) in respect of defined contribution pension schemes

The highest paid director received remuneration of £109,600 (2009 £309,600)

During the year the non-executive directors of OISE Holdings Limited invoiced the company £15,510 (2009 £15,180) in respect of services provided during the year

6. ONEROUS LEASE COSTS

In 2010 a provision was made for costs of £128,559 (2009 £nil) which provided for an onerous lease held by The Gins Language Centre Inc, for which OISE Limited acted as guarantor

OISE LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2010**

7. TAXATION

	2010 £	2009 £
Analysis of tax charge in the year		
Current tax (see note below)		
UK corporation tax charge on profit/loss for the year	3,150	3,150
Adjustments in respect of prior periods	-	5,906
Total current tax	<u>3,150</u>	<u>9,056</u>
Deferred tax		
Current year charge	5,472	64,539
Effect of decreased tax rate on opening asset	186	-
Adjustments in respect of prior periods	(1)	-
Total deferred tax (see note 14)	<u>5,657</u>	<u>64,539</u>
Tax on profit/loss on ordinary activities	<u><u>8,807</u></u>	<u><u>73,595</u></u>

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2009 *higher than*) the standard rate of corporation tax in the UK of 28% (2009 28%). The differences are explained below

	2010 £	2009 £
Profit/(loss) on ordinary activities before tax	<u>5,183,684</u>	<u>(5,475)</u>
Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 28% (2009 28%)	1,451,432	(1,533)
Effects of:		
Expenses not deductible for tax purposes	61,665	26,602
Capital allowances for year in excess of depreciation	(5,676)	(1,099)
Adjustments to tax charge in respect of prior periods	-	5,906
Short term timing difference leading to an increase/(decrease) in taxation	-	(64,490)
Impact of small companies tax rate	(1,050)	-
Non-taxable income less expenses not deductible for tax purposes	-	(44,419)
Dividends from UK companies	(1,540,000)	-
Group relief	36,779	88,089
Current tax charge for the year (see note above)	<u><u>3,150</u></u>	<u><u>9,056</u></u>

OISE LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2010

7. TAXATION (continued)

Factors that may affect future tax charges

Finance (No 2) Act 2010 included legislation to reduce the main rate of corporation tax from 28 percent to 27 percent from 1 April 2011, and its impact is reflected above. On 23 March 2011 the Government announced its intention to further reduce the main rate of corporation tax from 1 April 2011 to 26 percent with further annual reductions of 1% each year culminating in a rate of 23 percent on 1 April 2014.

It has not yet been possible to quantify the full anticipated effect of these proposed changes combined with other announced reductions to rates of capital allowances, although this will further reduce the company's future current tax charge and reduce the company's deferred tax balances accordingly.

8. DIVIDENDS

	2010 £	2009 £
Dividends payable	<u>500,000</u>	<u>-</u>

OISE LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2010**

9. TANGIBLE FIXED ASSETS

	Freehold property £	Leasehold improve- ments £	Motor vehicles £	Fixtures and equipment £	Total £
Cost					
At 1 January 2010	3,059,957	1,433	12,090	230,196	3,303,676
Additions	9,678	-	-	22,900	32,578
Disposals	-	-	(12,090)	(108,795)	(120,885)
At 31 December 2010	3,069,635	1,433	-	144,301	3,215,369
Depreciation					
At 1 January 2010	663,338	1,360	12,090	159,880	836,668
Charge for the year	63,579	73	-	19,209	82,861
On disposals	-	-	(12,090)	(108,795)	(120,885)
At 31 December 2010	726,917	1,433	-	70,294	798,644
Net book value					
At 31 December 2010	2,342,718	-	-	74,007	2,416,725
At 31 December 2009	2,396,619	73	-	70,316	2,467,008

10. INVESTMENTS

	Shares in unlisted group undertakings £
Cost or valuation	
At 1 January 2010	7,867,133
Additions	100
At 31 December 2010	7,867,233
Net book value	
At 31 December 2010	7,867,233
At 31 December 2009	7,867,133

OISE LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2010**

10. INVESTMENTS (continued)

At 31 December 2010 the company held 20% or more of the issued share capital of the following trading companies

Name of undertaking	Country of incorporation	Class of share	Held by parent	Held by group	Nature of business
The Language School Company Limited	UK	Ordinary	100%	-	Language tuition
S E S Tutors Limited	UK	Ordinary	100%	-	Language tuition
The Education and Training Company Limited	UK	Limited by Guarantee	100%	-	Language tuition
Eckersley Oxford Limited	UK	Ordinary	100%	-	Language tuition
L'Europeenne de Sejours Linguistique SA	Switzerland	Ordinary	100%	-	Language tuition
Swissoise SA	Switzerland	Ordinary	-	100%	Language tuition
OISE Etudes Linguistiques SAS	France	Ordinary	-	100%	Language tuition
OISE Formation SARL	France	Ordinary	-	99.8%	Language tuition
OISE Sprachtraining (Deutschland) GmbH	Germany	Ordinary	-	100%	Language tuition
OISE Italy SRL	Italy	Ordinary	-	100%	Language tuition
OISE Australia Pty Limited	Australia	Ordinary	-	100%	Language tuition
OISE Boston Inc	USA	Ordinary	-	100%	Language tuition
ACE Consultores de Idiomas SA	Spain	Ordinary	-	100%	Language tuition
Nido Viajes de Idiomas SA	Spain	Ordinary	-	26%	Language tuition
Canadoise Inc	Canada	Common	-	100%	Language tuition
The Gins Language Centre Inc	Canada	Common	-	100%	Language tuition
Converse International School of Languages San Francisco LLC	USA	Ordinary	-	58.88%	Language tuition
OISE USA Inc	USA	Ordinary	-	100%	Holding Company

The financial positions and results of the above subsidiaries are included in the consolidated financial statements of the parent company, OISE Holdings Limited

OISE LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2010

11. DEBTORS

	2010 £	2009 £
Amounts owed by group undertakings	3,739,311	3,204,678
Other debtors	52,802	-
Prepayments	175,380	232,368
Deferred tax asset (see note 14)	-	5,204
	<u>3,967,493</u>	<u>3,442,250</u>

12. CREDITORS

Amounts falling due within one year

	2010 £	2009 £
Bank loans and overdrafts	117,000	5,226,961
Trade creditors	130,013	197,259
Amounts owed to group undertakings	4,922,934	889,492
Other creditors	257,517	120,561
Corporation tax	3,150	3,150
Other taxation and social security	180,161	182,144
Accruals	253,727	412,773
	<u>5,864,502</u>	<u>7,032,340</u>

Bank loans and overdrafts are secured by fixed charges over the property of group companies in the United Kingdom

OISE LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2010**

13 CREDITORS

Amounts falling due after more than one year

	2010	2009
	£	£
Bank loans	1,426,000	1,543,000

Included within the above are amounts falling due as follows

	2010	2009
	£	£
Between one and two years		
Bank loans	117,000	117,000
Between two and five years		
Bank loans	351,000	351,000
After five years		
Bank loans	958,000	1,075,000

Creditors include amounts not wholly repayable within 5 years as follows

	2010	2009
	£	£
Repayable by instalments	958,000	1,075,000

The Fortis loan of £403,000 (2009 £444,000) is repayable in annual instalment and will be fully repaid in July 2020. The loan bears interest at a floating rate of 1% above the Fortis Bank base rate.

The Dunfermline loan of £1,140,000 (2009 £1,216,000) is repayable in annual instalments and will be fully repaid in June 2025. The loan bears interest at a variable rate of 1% above LIBOR.

Bank loans are secured by fixed charges over the property of group companies in the United Kingdom.

OISE LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2010**

14. DEFERRED TAXATION

	2010 £	2009 £
Deferred tax asset at beginning of year	5,204	69,743
Charged for year	(5,657)	(64,539)
	<u>(453)</u>	<u>5,204</u>
Deferred tax (liability)/asset at end of year	<u>(453)</u>	<u>5,204</u>

The deferred taxation balance is made up as follows

	2010 £	2009 £
Accelerated capital allowances	<u>453</u>	<u>(5,204)</u>

15. PROVISIONS FOR LIABILITIES AND CHARGES

	Onerous Lease £
At 1 January 2010	10,670
Additions	128,559
Utilised in the year	(10,670)
At 31 December 2010	<u>128,559</u>

Onerous Lease

In 2010 a provision was made for costs of £128,559 (2009 £nil) which provided for an onerous lease held by The Gins Language Centre Inc, for which OISE Limited acted as guarantor

16. SHARE CAPITAL

	2010 £	2009 £
Authorised share capital		
50,000,000 Ordinary shares of 5p each	<u>2,500,000</u>	<u>2,500,000</u>
Allotted, called up and fully paid		
19,000,000 Ordinary shares of 5p each	<u>950,000</u>	<u>950,000</u>

OISE LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2010**

17. SHARE OPTIONS

On 21 June 2005 C W Smith was granted share options on 1,000,000 shares at a price of 75p per share. The exercise period runs from 21 June 2005 until 31 August 2011. None of these options have been exercised. These options are felt to be of minimal value at 31 December 2010 and 2009 and, as such, no cost has been recognised in the profit and loss account and no liability is included in the balance sheet at the year end.

18. PROFIT AND LOSS ACCOUNT

	Profit and loss account £
At 1 January 2010	4,240,888
Profit for the year	5,174,877
Dividends: Equity capital	(500,000)
	<hr/>
At 31 December 2010	8,915,765
	<hr/>

19. RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S FUNDS

	2010 £	2009 £
Opening shareholder's funds	5,190,888	5,269,958
Profit/(loss) for the year	5,174,877	(79,070)
Dividends (Note 8)	(500,000)	-
	<hr/>	<hr/>
Closing shareholder's funds	9,865,765	5,190,888
	<hr/>	<hr/>

20. COMMITMENTS UNDER OPERATING LEASES

At 31 December 2010 the company had annual commitments under non-cancellable operating leases as follows:

	Land and buildings 2010 £	2009 £
Expiry date.		
Within 1 year	-	10,670
Between 2 and 5 years	213,950	256,888
After more than 5 years	545,389	606,319
	<hr/>	<hr/>
Total	759,339	873,877
	<hr/>	<hr/>

OISE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010

21. CONTINGENT LIABILITIES

In the normal course of business, the company has provided an unlimited guarantee as valuable security in connection with the banking facilities of various subsidiary undertakings. At 31 December 2010 the amount outstanding was £nil (2009 £nil).

22. RELATED PARTY TRANSACTIONS

As a subsidiary of OISE Holdings Limited the company is exempt from the requirements of FRS 8 to disclose transactions with other members of the group headed by OISE Holdings Limited on the grounds that consolidated financial statements are publicly available from Companies House.

At 31 December 2010 the company owed £257,181 (2009 £119,545) to Till Gins, a director of OISE Limited.

During the year the company paid rent of £80,000 (2009 £80,000) to Till Gins and James Hay Pension Trustees Limited (Company Number 1435887), who are the trustees of the pension fund of Till Gins, a director of OISE Limited.

During the year the company was charged £13,500 (2009 £20,464) by Lanleya Limited, a company owned by the shareholders of OISE Holdings Limited. This charge related to the lease of a property from Lanleya Limited.

During the year the company paid emoluments of £18,000 (2009 £18,000) to directors of OISE Holdings Limited. The company was also invoiced £15,510 (2009 15,180) for the services of Non-Executive directors.

23. FINANCIAL INSTRUMENTS

The company's financial instruments, other than derivatives, comprise borrowings, cash at bank and various items including trade debtors and trade creditors that arise directly from its operations. The main purpose of these financial instruments is to fund the company's operations.

The company also enters into derivative transactions. These are forward foreign currency contracts, the purpose of which is to manage the currency risks arising from the company's operations. It is, and has been throughout the period under review, the company's policy that no trading in financial instruments shall be undertaken.

24. INTEREST RATE RISK

Due to the seasonal nature of its business the company's exposure to interest rate risk is limited. At different times in the year the company finances its operations through a mixture of retained profits and bank borrowings or surplus cash.

For the financing of freehold property the company borrows at floating rates of interest.

OISE LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2010**

25. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The director considers the ultimate controlling party to be Mr T Gins by virtue of his shareholding in OISE Holdings Limited, the company's ultimate holding company

The largest and smallest group of companies for which group financial statements are drawn up is that headed by OISE Holdings Limited Consolidated accounts of OISE Holdings Limited are available from Companies House