Directors' report and financial statements

31 March 1999.

Registered number 2778486



Directors' report and financial statements

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Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 March 1999.

Principal activities

The principal activities of the company are the management of public access to occupied Royal Palaces and the sale of merchandise in shops at each location. Taxable profits are donated in full under deed of covenant to the holding company, The Royal Collection Trust, a company limited by guarantee and registered as a charity.

Business review

The purpose of Royal Collection Enterprises Limited is to generate income for The Royal Collection Trust for:

- the presentation, maintenance and conservation of the Royal Collection; and
- the restoration of the fire-damaged areas of Windsor Castle.

Income is raised from admission charges and shop sales at the following locations:

Windsor Castle
The Education Centre, Windsor Castle
Buckingham Palace State Rooms (open for two months in the summer)
The Queen's Gallery, Buckingham Palace
The Royal Mews, Buckingham Palace
The Palace of Holyroodhouse
Frogmore House, Windsor Castle Home Park

In addition to the above, income is raised through fees for reproducing images of items in the Royal Collection.

As the funding of the Windsor Castle fire restoration is substantially complete at 31 March 1999, the surplus arising from the Buckingham Palace Summer Opening will be used to fund the presentation, maintenance and conservation of the Royal Collection. The surplus arising from the Windsor Castle Precincts admission charge will be used for maintenance and conservation at Windsor Castle.

Directors' report (continued)

Business review (continued)

During the year visitor numbers increased by 215,000 (10.8%) from 1,997,000 to 2,212,000 and turnover increased by £1,741,000 (10.5%) from £16,517,000 to £18,258,000. Whilst most of the increase in visitor numbers arose at Windsor Castle, the Buckingham Palace Summer Opening, the Royal Mews and the Palace of Holyroodhouse also experienced growth in visitor numbers. Improved margins on retail sales and increased visitor numbers ensured that gross profit increased by £656,000 (8.8%) from £7,478,000 to £8,134,000. This resulted in £7,892,000 being contributed to the Trust, an increase of £557,000 (7.6%) on the previous year.

Windsor Castle

The opening of the restored State Apartments at Windsor Castle in December 1997 was followed by a busy year during which 1,439,000 people (1997-98:1,253,000) toured the Castle. The opening of additional restored rooms in the winter months has proved popular and resulted in an overall increase in visitors over that period. This has been accompanied by a welcome reduction in the number of very busy days during the summer when the facilities and fabric of the Castle have often been put under pressure.

In order to enhance the level of security checking and provide a more fitting entrance to the Castle for paying visitors, a new Admissions Centre is being constructed by the Royal Household Property Section within a redundant store adjacent to Castle Hill. This will provide increased covered waiting areas, additional lavatories and guidebook and acoustic tour sales points. It will open in July 1999.

Buckingham Palace

At Buckingham Palace, improved marketing and an additional 4 days open helped increase visitor numbers to the Summer Opening by 16,000 (5.1%) from 313,000 to 329,000 during the 60 days the Palace was open. Increased sales from the ticket office in Green Park were attributed to a successful publicity campaign on London Underground, which used a painting of the Throne Room at Buckingham Palace commissioned by the Royal Collection from Alison Pullen.

The State Rooms at Buckingham Palace will be open again from 6 August to 3 October 1999.

Directors' report (continued)

Business review (continued)

As well as the State Rooms at Buckingham Palace, which are open during the summer, The Queen's Gallery and the Royal Mews are open throughout the year. Together they had 144,000 visitors compared with 148,000 in 1997-98.

Four exhibitions were held at The Queen's Gallery during the year. These were *Michelangelo* (18 days: 8,700 visitors) *The Quest for Albion. Monarchy and the Patronage of British Painting*, (150 days: 30,100 visitors) *Mark Catesby's Natural History of America* (72 days: 5,600 visitors) *and Charles I: King and Martyr* (62 days: 14,200 visitors). While good media coverage was obtained for all exhibitions, attendance figures were below expectations. The final exhibition at The Queen's Gallery prior to its closure for re-development is *Raphael* (21 May 1999 – 10 October 1999).

The Royal Mews was open on Tuesdays and Thursdays during the winter (an additional 45 days) which helped increase visitor numbers by 14,000 (19%) from 72,000 to 86,000. In 1999-00 the Royal Mews is also expected to be open on Mondays throughout the year resulting in an additional 40 days open. Increased access to the Royal Mews will be accompanied by various improvements for visitors which include the display of one of the State Rolls-Royces and an exhibition to help explain the importance and working nature of the Royal Mews.

The Palace of Holyroodhouse

Visitor numbers to the Palace of Holyroodhouse increased by 21,000 (6.9%) from 270,000 to 291,000, an encouraging result when compared with many other leading visitor attractions in Scotland. The opening of the nearby attraction 'Our Dynamic Earth' in July 1999 and the new Scottish Parliament in 2001 will transform the area surrounding the Palace where a number of initiatives are being considered. These include the construction of a new gallery, improved facilities for visitors and an Education Centre.

Retailing

Shop sales increased by £59,000 (1.1%) from £5,560,000 to £5,619,000 but improvements in gross profit margins and lower direct costs helped produce an increase in gross profit of £271,000 (19.9%) from £1,364,000 to £1,635,000. The merchandise developed to commemorate the restoration of Windsor Castle proved to be particularly popular at Windsor and continues to sell well. Further new product developments are underway.

Directors' report (continued)

Business review (continued)

Picture Library

Fees for the right to use images from the Royal Collection in books, magazines, films and television programmes increased by £33,000 (20%) from £165,000 to £198,000 in 1998-99. The main projects included television series on Hampton Court Palace and the Padshahnama. A new picture library management system was implemented in June 1999 which, combined with improved marketing and the introduction of credit facilities, is expected to make the picture library more accessible to publishers and other picture researchers and provide further opportunities for growth in fee income. Future developments being actively considered include the use of digital technology for new photography as well as the digitisation of existing images.

Year 2000

Following a review of the company's operating systems in the previous year, management developed a plan to ensure that potential year 2000 problems were addressed well before 31 December 1999. The upgrade of the Buckingham Palace Summer Opening ticketing system and retail systems at all trading locations during the year and the upgrade of the Windsor Castle ticketing system in June 1999, should ensure that the company's principal operating systems are millennium compliant. As some of the systems were due for renewal or enhancement, the cost of addressing year 2000 problems are estimated at £186,000.

Distributions

During the year, distributions were made in the form of payments under deed of covenant amounting to £7,892,000 (1997-98: £7,335,000).

The directors do not recommend any further distribution.

After distributions, the loss for the year retained in the company is £68,000 (1997-98:£99,000).

Directors' report (continued)

Directors and directors' interests

The directors who held office during the year were as follows:

Sir Michael Peat (Chairman)

Hugh Roberts

Oliver Everett

Christopher Lloyd

Jonathan Marsden

Edward Hewlett

Michael Stevens

Richard Arbiter

Nuala McGourty (appointed 1 December 1998)

Gail Johnson

None of the directors who held office at 31 March 1999 had any disclosable interest in the shares of the company.

According to the register of directors' interests, no rights to subscribe for shares in or debentures of the company or any other group company were granted to any of the directors or their immediate families, or exercised by them, during the year.

Liability insurance

During the year the company purchased liability insurance for its officers.

By order of the board

Sir Michael Peat

Chairman

Stable Yard House St James's Palace London SW1A 1JR

7 June 1999

Statement of directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year which 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 those financial statements, the directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for maintaining proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and which enable them to ensure that the financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Auditors' report to the members of Royal Collection Enterprises Limited

We have audited the financial statements on pages 8 to 20.

Respective responsibilities of directors and auditors

As described on page 6 the company's directors are responsible for the preparation of the financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

Basis of opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31 March 1999 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KING.

KPMG
Chartered Accountants
Registered Auditors

7 June 1999 London

Profit and loss account

for the year ended 31 March 1999

	Note	1999 £000	1998 £000
Turnover	1,2	18,258	16,517
Direct costs, including cost of sales	2	(10,124)	(9,039)
Gross profit	2	8,134	7,478
Administrative expenses	_	(554)	(576)
Other operating income		76	196
Operating profit		7,656	7,098
Interest receivable and other similar income	7	175	154
Interest payable and other similar charges	8	(7)	(16)
			
Profit on ordinary activities before and after taxation	4	7,824	7,236
Distributions by deed of covenant		(7,892)	(7,335)
Retained loss for the financial year	15	(68)	(99)
iceanica 1055 tot the imancial year	13	(00)	(33)
		====	=====

The results shown above relate to continuing activities.

There are no recognised gains or losses other than those included above.

The profit on ordinary activities before and after taxation is measured under the historical cost convention.

Balance sheet at 31 March 1999

	Note	1999		1998	
		£000	£000	£000	£000
Fixed assets Tangible assets	9		1,401		1,416
Current assets Stocks Debtors Cash at bank and in hand	10	582 905 1,980		683 631 2,464	
Creditors: amounts falling due within one year	11	3,467 (3,648)		3,778 (3,914)	
Net current liabilities	·		(181)		(136)
Total assets less current liabilities			1,220		1,280
Creditors: amounts falling due after more than one year	12		(10)		(2)
Net assets			1,210		1,278
Capital and reserves Called up share capital Capital reserve	14 15		- 367		- 447
Profit and loss account	15		843		831
Equity shareholders' funds			1,210		1,278

These financial statements were approved by the board of directors on 7 June 1999 and were signed on its behalf by:

Sir Michael Peat

Chairman

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

Basis of preparation

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

The company is exempt from the requirement of Financial Reporting Standard 1 to prepare a cash flow statement as it is a wholly owned subsidiary undertaking of The Royal Collection Trust (limited by guarantee) and its cash flows are included within the consolidated cash flow statement of that company.

Under Financial Reporting Standard 8, the company is exempt from the requirement to disclose the detail of related party transactions with its parent undertaking.

Turnover

Turnover represents the amounts (excluding value added tax) derived from the collection of admission charges to occupied Royal Palaces and the sale of goods and reproduction rights.

Fixed assets and depreciation

Depreciation is provided by the company to write off the cost less the estimated residual value of tangible fixed assets by equal instalments over their estimated useful economic lives as follows:

Property improvements - 10 or 20 years
Shop fittings - 5 to 10 years
Plant and machinery - 10 years
Furniture and equipment - 3 to 10 years

Goodwill

Goodwill, relating to a business acquired by the company, is written off immediately to reserves. Where the fair value of the assets acquired is greater than the cost of the acquisition the difference is credited to the capital reserve. A transfer from the capital reserve to the profit and loss account is made as the amounts are realised by depreciation or disposal of the assets acquired.

Leases

Where the company enters into a lease which entails taking substantially all the risks and rewards of ownership of an asset, the lease is treated as a 'finance lease'. The asset is recorded in the balance sheet as a tangible fixed asset and is depreciated over its estimated useful life or the term of the lease, whichever is shorter. Future instalments under such leases, net of finance charges, are included in creditors. Rentals payable are apportioned between the finance element, which is charged to the profit and loss account, and the capital element which reduces the outstanding obligation for future instalments.

Notes (continued)

1 Accounting policies (continued)

Leases (continued)

Where the company enters into a sale and leaseback agreement of existing assets any profit or loss is spread over the life of the relevant assets.

Pensions and other post-retirement benefits

The company participates in pension schemes providing benefits based on final pensionable pay. The assets of the schemes are held separately from those of the company. Contributions to the schemes are charged to the profit and loss account so as to spread the cost of pensions over employees' working lives with the company.

Stocks

Stocks are stated at the lower of cost and net realisable value. In determining the cost of goods purchased for resale, the weighted average purchase price is used.

Deferred taxation

Deferred tax is the tax attributable to timing differences between the treatment of certain items for taxation and accounting purposes. Provision is made for deferred tax only to the extent that it is considered probable that an actual liability will crystallise in the foreseeable future.

2 Turnover and gross profit

Turnover and gross profit from each of the company's main activities may be analysed as follows:

	Admissions £000	Shops £000	Other £000	Total £000
Turnover	12,307	5,619	332	18,258
Direct costs, including cost of sales	(5,912)	(3,984)	(228)	(10,124)
Gross profit	6,395	1,635	104	8,134
		=====	===	====
Admission numbers at each location we	re as follows:			
			1999	1998
Windsor Castle		1,4	27,145	1,237,662
Buckingham Palace State Rooms		3	28,686	313,590
The Queen's Gallery, Buckingham Pala	ice		58,568	76,256
The Royal Mews, Buckingham Palace		,	85,670	71,872
The Palace of Holyroodhouse		2	91,404	269,811
Windsor Castle Education Centre			12,260	15,561
Frogmore House			8,849	12,540
		2,2	12,582	1,997,292

Notes (continued)

3. Related Party Transactions

Material transactions during the year with other entities controlled by officials, Trustees or other appointees on behalf of The Queen are set out below. The figures in brackets represent the amounts due to related parties at the balance sheet date.

Related Party	1999 £'000	1998 £'000	Type of Transaction	Details of Transaction
Property Services Grant-in-aid	850 (nil)	-	Contribution to maintenance and general upkeep	Contribution to the maintenance and general upkeep of Windsor Castle, included in cost of sales.
Property Services Grant-in-aid	189 (50)	190 (32)	Maintenance services	Costs of property refurbishment, maintenance services and utilities, included in cost of sales.
Property Services Grant-in-aid	8 (3)	13 (3)	Accommodation costs	Accommodation charges in respect of Royal Collection employees included in payroll costs.
Property Services Grant-in-aid	6 (6)	3 (3)	Reimbursement of staff costs	Reimbursement of costs of internal auditors, included in administrative expenses.
Civil List	208 (2)	201 (2)	Management charge	Various services including personnel, payroll and pensions administration and other staff related expenses included in payroll costs.
Privy Purse Charitable Trust	281 (80)	263 (66)	Cost of sales	Payment by Royal Collection Enterprises Limited ('RCEL') to the Privy Purse Charitable Trust in respect of the right to charge for admission to Queen Mary's Dolls' House, Windsor Castle included in cost of sales.
St George's Chapel	897 (71)	843 (46)	Cost of sales	Payment by RCEL in respect of the right to charge for admission to St. George's Chapel, Windsor Castle included in cost of sales.
Historic Royal Palaces	7 (nil)	-	Charges for Photographic Reproduction	Charges made to Historic Royal Palaces for the right to reproduce images in the Royal Collection, included in turnover.

None of the directors or other related parties except as referred to above or as otherwise disclosed in the financial statements has undertaken any material transactions with Royal Collection Enterprises Limited during the year.

Notes (continued)

4 Profit on ordinary activities before taxation

	1999 £000	1998 £000
Profit on ordinary activities before taxation is stated after charging		
Auditors' remuneration:		
Audit	17	16
Other services	4	3
Depreciation and other amounts written		
off tangible fixed assets:		
Owned	273	274
Leased	58	76
Finance charges in respect of finance leases	7	14
	===	=====

Profit on ordinary activities includes £4,447,000 (1998: £4,312,000) arising from the Summer Opening of the Buckingham Palace State Rooms and from charges for entry to the Precincts of Windsor Castle. The Royal Collection Trust has donated £235,000 (1998: £4,070,000) towards the cost of restoring Windsor Castle. The balance has been retained by the Royal Collection Trust within its Unrestricted Fund to eliminate the deficit on reserves caused by advance payments made in previous years towards the cost of restoration and to fund capital commitments.

Notes (continued)

5 Remuneration of directors

	1999 £000	1998 £000
Directors' emoluments including pension contributions	241	243
	===	==

The emoluments, excluding pension contributions, of each director who held the office of Chairman during the year were £218 (including £218 (1998: £327) in respect of the cost of directors' liability insurance) and those of the highest paid director were £68,500.

Contributions to provide defined pension benefits were made for five directors (1998: four). The accrued benefits due to the highest paid director at 31 March 1999 amounted to an annual pension of £19,900 and a lump sum of £39,300.

The emoluments, excluding pension contributions, of the directors (including the Chairman and highest paid director) were within the following ranges:

			Number of directors	
			1999	1998
£0	-	£ 5,000	5	5
£15,001	-	£20,000	1	0
£20,001	-	£25,000	0	0
£25,001	-	£30,000	1	0
£30,001	-	£35,000	0	1
£35,001	-	£40,000	1	0
£40,001	-	£45,000	0	0
£45,001	-	£50,000	0	2
£50,001	_	£55,000	1	0
£55,001	-	£60,000	0	0
£60,001	-	£65,000	0	0
£65,001	-	£70,000	1	1

6 Staff numbers and costs

The average number of persons employed by the company or on permanent secondment from the Royal Household (including directors) analysed by category, was as follows:

	Number of employe	
	1999	1998
Buckingham Palace	51	51
Windsor Castle	73	67
Palace of Holyroodhouse	21	20
Central retail and warehousing	7	9
Central marketing	2	1
Photographic Services	8	7
Administration (including directors)	12	12
	174	167

Staff numbers and costs (continued)

Notes (continued)

6

The aggregate payroll costs of these persons were as follows:		
	1999	1998
	£000	£000
Wages and salaries	3,133	2,877
Social security costs	199	174
Other pension costs (see note 19)	239	225
	3,571	3,276
	====	
7 Interest receivable and other similar income		
	1999	1998
	£000	£000

8	Interest payable and other similar charges
---	--

Bank interest

	1999 £000	1998 £000
Finance charges in respect of finance leases Interest payable on loans	7 -	14 2
	7	16

175

154

Notes (continued)

9 Tangible fixed assets

	Property improvements and shop fittings	Plant and machinery	Fixtures fittings and equipment	Assets in the course of construction	Totał
	£000	£000	£000	£000	£000
Cost					
At 1 April 1998	1,488	123	1,657	-	3,268
Additions	-	-	276	40	316
Disposals	-	(2)	(70)	-	(72)
At 31 March 1999	1,488	121	1,863	40	3,512
		.			
Depreciation					
At 1 April 1998	630	112	1,110	-	1,852
Charge for year	111	5	215	-	331
Disposals	-	(2)	(70)	-	(72)
					
At 31 March 1999	741	115	1,255	-	2,111
Net book value					
At 31 March 1999	747	6	608	40	1,401
	===		====	===	
At 31 March 1998	858	11	547	-	1,416
	===	===	===	==	====

Included in tangible fixed assets at 31 March 1999 are the following amounts in respect of assets held under finance leases:

	1999	1998
	Net	Net
	book	book
	value	value
	£000	£000
Fixtures and fittings	97	143

Notes (continued)

10	Debtors:	due	within	one	year
----	----------	-----	--------	-----	------

	y		
		1999	1998
		£000	£000
	mo. I. d Lee	107	100
	Trade debtors Other debtors	185 383	190
	Prepayments and accrued income	337	83 323
	Income tax recoverable on overpayment of deed of	337	323
	covenant	-	35
		905	631
			
		 _	
11	Creditors: amounts falling due within one year		
		1999	1998
		£000	£000
	Obligations under finance lesses (note 12)	<i>e</i>	127
	Obligations under finance leases (note 12) Trade creditors	5 284	137 313
	Other creditors including taxation and social security	204	213
	Income tax on deed of covenant	1,404	_
	Other creditors	190	201
	Accruals and deferred income	433	381
	Amount due to parent undertaking	1,332	2,882
		3,648	3,914
		= ===	
12	Creditors: amounts falling due after more than one year		
		1999	1998
		£000	£000
	Obligations under finance leases	10	_
	Accruals and deferred income	-	2
		10	2
			===

Notes (continued)

12 Creditors: amounts falling due after more than one year (continued)

The maturity of obligations under finance leases is as follows:

	1999	1998
	£000	£000
Within one year	5	140
In the second to fifth years	10	-
	15	140
Less future finance charges	(-)	(3)
		
•	15	137
		

13 Provisions for liabilities and charges

The amounts provided for deferred taxation and the amounts not provided are set out below:

	19	999	19	98
	Provided £000	Unprovided £000	Provided £000	Unprovided £000
Difference between accumulated depreciation				
and capital allowances	_	14	-	9
Other timing differences	-	2	-	8
•				
	-	16	-	17
	===	===	===	===
14 Called up share capital				
			1999	1998
			£	£
Authorised				
Ordinary shares of £1 each			100	100
			-=-	
Allotted, called up and fully paid Ordinary shares of £1 each	d		2	2
				====

Notes (continued)

15 Reserves

ACSCI VES	Capital reserve £000	Profit and loss account £000
At beginning of year Transfer to profit and loss account Retained loss for the year	447 (80)	831 80 (68)
		
At end of year	367	843

The transfer from capital reserve to profit and loss account represents that element of the assets acquired from the Royal Collection on 31 March 1993 for no consideration realised during the year.

16 Movement on shareholders' funds

	1999	19 9 8
	£000	£000
Retained loss for the year	(68)	(99)
Opening shareholders' funds	1,278	1,377
		
Closing shareholders' funds	1,210	1,278
		====

17 Commitments

Capital commitments at 31 March 1999 for which no provision has been made were as follows:

	1999 £000	1998 £000
Contracted Authorised but not contracted	168 2,209	38 352
	===	===

18 Guarantee

On 12 February 1996 the company provided a guarantee to Coutts & Co. in consideration for the granting of an overdraft facility in favour of its parent company, The Royal Collection Trust. At 31 March 1999, the group's net overdraft balance amounted to £nil (1998:£1,338,000).

Notes (continued)

19 Pension scheme

As explained in the accounting policies set out on page 10 the company participates in pension schemes providing benefits based on final pensionable pay. Details of the most recent valuations of the schemes, together with the assumptions which have the most significant effect on the results of the valuations, are given in the financial statements of the parent company, The Royal Collection Trust.

20 Ultimate parent company and parent undertaking of larger group of which the company is a member

The company is a subsidiary undertaking of The Royal Collection Trust, a company limited by guarantee registered in England and Wales.

The largest and smallest group in which the results of the company are consolidated is that headed by its ultimate parent company, The Royal Collection Trust, registered in England and Wales. The consolidated accounts of this company are available to the public and may be obtained from the Secretary, St James's Palace, London, SW1A 1JR.