Royal Collection Enterprises Limited

Directors' report and financial statements

31 March 2008

Registered number 2778486

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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 2008

Principal activities

The principal activities of the company are the management of public access to the Official Residences of The Queen and the Official Residence of The Prince of Wales 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 the company is to generate income for the Royal Collection Trust for the presentation, maintenance and conservation of the Royal Collection

Income is raised from fees for the management of public access and shop sales at the following locations

The Official Residences of The Queen

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

The Official Residence of The Prince of Wales

Clarence House (open for two months in the summer)

In addition to the above, income is raised through off-site retail activities, a catering operation at The Palace of Holyroodhouse and fees for reproducing images of items in the Royal Collection

The Royal Collection Trust has responsibility for admitting visitors to the Official Residences of The Queen and the Official Residence of The Prince of Wales The company acts as an agent of the Trust in managing the admission of visitors to the official residences

Management Fees

Management fees amounted to £16,152,000 an increase of £1,225,000 (8%) on the previous year, which is primarily due to increased operating costs

Retail

Given the 3 2% reduction in visitor numbers to Royal Collection sites, retail activities have performed well in 2007-8, achieving retail sales of £8,762,000, an increase in spend per visitor of 3 2% from £4 32 to £4.46

Directors' Report (continued)

Sales of commemorative merchandise celebrating the Diamond Wedding Anniversary of Her Majesty The Queen and the Duke of Edinburgh helped sustain the retail performance. The shops at The Queen's Gallery, Buckingham Palace, the Royal Mews and Buckingham Palace Road all produced an increase in retail sales. The Royal Mews shop was the strongest performing across all sites providing a 20% increase in spend per visitor following a small refurbishment early in the year. The shop at the Palace of Holyroodhouse also provided year on year growth in sales due to popular exhibitions in The Queen's Gallery (Amazing Rare Things and Bruegel to Rubens) and an increase in visitors to the Palace following the representation of Mary Queens of Scots' Apartments in the previous year.

Sales of commemorative china celebrating The Queen and the Duke of Edinburgh's Diamond Wedding anniversary helped sustain offsite sales at just under £300,000

Catering

In its fourth year of operation the café at the Palace of Holyroodhouse achieved a further increase in sales of £64,000 (14%) from £450,000 to £514,000

The number of customers returning to the café, particularly local residents and visitors to The Queen's Gallery exhibitions, is growing following the introduction of annual unlimited admission tickets to the gallery in 2007

Photographic Services

A large proportion of the income for the Picture Library comes from the supply of photographic material for inclusion in television programmes and printed publications. Higher levels of activity during the year saw reproduction fee income increase by £36,000 (15%) from £236,000 to £272,000

Further development of the on-line Picture Library has seen the number of images which can be viewed increase by 2,500 to 4,000 during the year Increased investment in digital scanning is expected to see the number of images grow by a further 6,000 in 2008-9. The conversion from conventional to digital photography commenced during the year and will also add to the stock of digitised images available to the Picture Library.

The three Royal Collection photographers had another busy year with major projects including photography for exhibition catalogues to accompany the exhibition programme, catalogues raisonnés, the Buckingham Palace Summer Opening display, the e-gallery and PR & Marketing

The Picture Library exhibited again at the Picture Buyers' Fair and the Frankfurt Book Fair

Directors' Report (continued)

Publishing

Royal Collection Publications produced a new exhibition catalogue in 2007-8, Bruegel to Rubens

A souvenir album to celebrate The Queen and the Duke of Edinburgh's Diamond Wedding anniversary was published in April 2007 at a retail sales price of £10. The publication proved to be extremely popular selling 20,000 copies, of which 13,000 were sold through the Royal Collection's shops and 7,000 were sold through book distributors

A new multi language guidebook to the Palace of Holyroodhouse was published in March 2008

Work continued on three catalogues raisonnés, French Porcelain, Antique and Renaissance Gems and Later Flemish Paintings, the latter of which was published in October 2007

Royal Collection Publications exhibited again at the Frankfurt Book Fair, and attended the London Book Fair

Payments under Deed of Covenant

During the year amounts payable to the Royal Collection Trust under deed of covenant were £2,971,000 (2006-7 £3,180,000)

After payments under deed of covenant, the profit retained for the year in the company is £147,000 (2006-7 loss of £41,000)

Directors and directors' interests

The directors who held office during the year were as follows

Sir Alan Reid, KCVO (Chairman)

Sir Hugh Roberts, KCVO

Mr George Ruiz

Mr Michael Stevens, LVO

Mrs Nuala McGourty, LVO

Miss Frances Dunkels, LVO

The Hon Lady Roberts, CVO

Mr Jonathan Marsden, LVO

Mr Desmond Shawe-Taylor

Mr Edward Griffiths, LVO - Non Executive Director

Mrs Frances Mossman - Non Executive Director until 21 11 07

Mrs Joanna Oswin - Non Executive Director until 21 11 07

Mrs Fiona Sale - Non Executive Director from 25 02 08

Mr Thomas Jenkins - Non Executive Director from 25 02 08

None of the directors who held office at 31 March 2008 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

Directors' Report (continued)

Risk Management

During the year the Audit Committee conducted a review of the major risks to which the Company is exposed to ensure that risks arising from new activities or changes in external risk factors had been properly evaluated and the risk register updated

The internal audit plan for the year ended 31 March 2008 was designed to ensure that for most areas of significant risk, key controls are in place and operate effectively

Liability insurance

During the year the company purchased liability insurance for its officers

Employment policies

Royal Collection Enterprises Limited is an equal opportunities employer and every effort is made to give employment to disabled applicants. Royal Collection Enterprises Limited would endeavour to re-train any employee who developed a disability while in its employment. All staff receive an annual appraisal to assess performance and to identify career development opportunities and training requirements. Regular meetings with staff are held to keep employees informed of the activities and objectives of the company and to discuss other matters of interest or concern.

Disclosure of information to auditors

The directors who held office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware, and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information

Auditors

In accordance with Section 384 of the Companies Act 1985, a resolution for the re-appointment of KPMG LLP as auditors of the Company is to be proposed at the forthcoming meeting of the board

By order of the board

Sir Alan Reid

Chairman

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

9 June 2008

Statement of directors' responsibilities in respect of the Directors' Report and the Financial Statements

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

The financial statements are required by law to 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 directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- 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 keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that its 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.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Independent Auditors' report to the members of Royal Collection Enterprises Limited

We have audited the financial statements of Royal Collection Enterprises Limited for the year ended 31 March 2008 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. 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 directors and auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities on page 5

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland)

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed

We read the other information contained in the Directors' Report and consider whether it is consistent with the audited financial statements. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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 judgments 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.

Independent Auditors' report to the members of Royal Collection Enterprises Limited (continued)

Opinion

In our opinion

- the financial statements give a true and fair view, in accordance with UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 March 2008 and of its profit for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Directors' Report is consistent with the financial statements

KPMG LLP

Chartered Accountants Registered Auditor 8 Salisbury Square London EC4Y 8BB

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9 June 2008

Royal Collection Enterprises Limited Profit and Loss Account

for the year ended 31 March 2008

	Note	2008	2007
		£'000	£'000
Turnover	1,2	25,712	24,443
Direct costs, including cost of sales	2	(21,608)	(20,454)
Gross profit	2	4,104	3,989
Administrative expenses		(914)	(696)
Donation to Privy Purse Charitable Trust	18	(336)	(338)
Other operating income		261	182
Operating profit		3,115	3,137
Interest receivable and other similar income	6		2
Profit on ordinary activities before and after taxation	3	3,118	3,139
Deed of covenant		(2,971)	(3,180)
Retained profit/ (loss) for the financial year	12,13	147	(41)

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

The notes on pages 10 to 20 form part of these financial statements

Balance Sheet

at 31 March 2008

		2008		200)7
	Note	£'000	£'000	£'000	£'000
Fixed assets					
Tangible assets	7		857		341
Current assets					
Stock and work in progress	8	1,445		1,575	
Debtors	9	2,633		270	
Cash at bank and in hand		293		2,316	
		4,371		4,161	
Creditors: amounts falling due within one year	10	(4,659)		(4,080)	
Net current (liabilities)/ assets			(288)	- 	81
Total assets less current liabilities			569		422
		•		•	
Capital and reserves					
Called up share capital	11		-		-
Profit and loss account	13		569		422
Shareholder's funds			569		422

The notes on pages 10 to 20 form part of these financial statements

These financial statements were approved by the board of directors on 9 June 2008 and were signed on its behalf by

Sir Alan Reid

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 United Kingdom 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 details of related party transactions with its parent undertaking

Turnover

Turnover, which excludes Value Added Tax, includes management fees for managing the admission of visitors to the Official Residences of The Queen and the Official Residence of The Prince of Wales, the publication of books on the Royal Collection and the granting of rights for the use of images from the Royal Collection in books and other media, and sales of merchandise Management fees comprise both direct and indirect costs related to these activities and a contribution to central management and administrative costs

Fixed assets and depreciation

The buildings comprising Windsor Castle, Buckingham Palace (including The Queen's Gallery and the Royal Mews) and the Palace of Holyroodhouse (including The Queen's Gallery) are owned by The Queen as Sovereign and maintained by the Royal Household Property Section and Historic Scotland and are therefore not capitalised in these financial statements. However, where improvements are made to these buildings by the company, in order to increase revenues, the expenditure is capitalised and depreciation is charged over the estimated useful lives of the assets

Notes (continued)

1 Accounting policies (continued)

Fixed assets and depreciation (continued)

No depreciation is charged on assets in the course of construction until the assets have been successfully commissioned and are available for use. Finance costs incurred in connection with the construction of tangible assets are not capitalised and are charged to the profit and loss account as incurred.

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 which are determined on an individual asset basis as follows

Property improvements - 10 to 20 years
Plant and machinery - 3 to 10 years
Furniture, fittings and equipment - 2 to 10 years

Individual assets costing less than £2,000 are not capitalised

Publishing

The cost of producing each Royal Collection book is carried forward in work in progress until publication. Where, however, it is envisaged that a book will make a loss, the loss is recognised immediately. Published books are included in stock at the lower of cost and net realisable value. Publishing royalties are recognised when earned.

Stock and work in progress

Stock is stated at the lower of cost and net realisable value. Work in progress relates to the component cost of publishing stock and china products. In determining the cost of goods purchased for resale, the weighted average purchase price is used.

Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the contracted rate of exchange ruling at the balance sheet date and the gains and losses on translation are included in the profit and loss account.

Notes (continued)

1 Accounting policies (continued)

Pensions

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.

The company also operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The amount charged to the profit and loss account represents the contributions payable to the scheme in respect of the accounting period.

The schemes which provide benefits based on final pensionable salary are part of group schemes, the contributions to which are determined by a qualified actuary based on the triennial valuations. The company is unable to identify its share of the assets and liabilities of these pension schemes. Accordingly the funding deficit in respect of these pension schemes is disclosed in the financial statements of the parent undertaking.

Taxation

The company fully provides for both current and deferred tax to the extent that it has any liability to tax. However, it is bound by a deed of covenant to transfer all of its taxable profit to the Royal Collection Trust and consequently has no liability to tax.

Operating leases

Operating lease rentals are charged to the profit and loss account on a straight line basis over the period of the lease

Liabilities

Liabilities are recognised when a constructive obligation arises

Notes (continued)

2 Turnover and gross profit

Turnover and gross profit from each of the company's main activities may be analysed as set out below

Ma	nagement	Retail and		2008	2007
	Fees publishing		Other	Total	Total
	£'000	£'000	£'000	£'000	£'000
Turnover	16,152	9,289	271	25,712	24,443
Direct costs, including cost of sales_	(12,746)	(8,472)	(390)	(21,608)	(20,454)
Gross profit/(loss)	3,406	817	(119)	4,104	3,989

Admission numbers at each location were as follows

	2008	2007
	'000	'000
Windsor Castle	976	994
Windsor Castle Education Centre	17	16
Frogmore House	10	15
Buckingham Palace State Rooms	360	400
Clarence House	25	29
The Queen's Gallery, Buckingham Palace	158	163
The Royal Mews, Buckingham Palace	155	171
The Palace of Holyroodhouse	223	210
The Queen's Gallery, Palace of Holyroodhouse	59	52
The Palace of Holyroodhouse Education Centre	3	4
	1,986	2,054

Notes (continued)

3 Profit on ordinary activities before and after taxation

		2008	2007
		£,000	£'000
	Profit on ordinary activities before and after taxation is stated after charging		
	Auditors' remuneration		
	Audit	8	8
	Other Services - taxation	3	3
	- advice on retail system	-	35
	Depreciation and other amounts written off owned tangible fixed assets	172	223
	Operating lease charges	77	65
4	Remuneration of directors		
		2008	2007
		£'000	£'000
	Directors' emoluments including pension contributions	343	369
	·		

The Chairman received no emoluments during the year in connection with services to the company, other than £165 (2006-7 £165) in respect of the cost of directors' liability insurance. The emoluments, excluding pension contributions, of the highest paid director were £88,145 (2006-7 £103,299)

Contributions to provide defined pension benefits were made for three directors (2006-7 three) The accrued benefits due to the highest paid director at 31 March 2008 amounted to an annual pension of £nil and a lump sum of £nil (2006-7 £29,955 and £66,498)

Notes (continued)

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5 Staff numbers and costs

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

	Number of employ	
	2008	2007
Windsor Castle	132	125
Buckingham Palace	141	139
Palace of Holyroodhouse	54	50
Central Retail & Warehousing	16	15
Public Relations & Marketing	7	6
Publishing	2	3
Education	7	6
Photographic Services	8	9
Finance & Administration (including directors)	13	11
	380	364
The aggregate payroll costs of these persons were as follow	₩S	
	2008	2007
	£'000	£'000
Wages and salaries	7,698	7,190
Social security costs	590	532
Other pension costs (see note 15)	1,066	917
	9,354	8,639
Interest receivable and other similar income		
	2008	2007
	£'000	£'000
Bank interest	3	2

Notes (continued)

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7 Tangible fixed assets

	Property improvements		Furniture, fittings and equipment	Assets in course of construction	Total
	£,000	£'000	£'000	£,000	£,000
Cost					
At 1 April 2007	23	278	2,517	2	2,820
Additions	32	-	652	20	704
Disposals /write-o	ffs (9)	(7)	(815)	(2)	(833)
At 31 March 200	8 46	271	2,354	20	2,691
Depreciation					
At 1 April 2007	14	182	2,283	-	2,479
Charge for the year	ir 2	25	146	-	173
Disposals /write-o	ffs (9)	(7)	(802)	-	(818)
At 31 March 200	8 7	200	1,627	-	1,834
Net book value					
At 31 March 2008	39	71	727	20	857
At 31 March 2007	9	96	234	2	341
Stock and work i	n progress				
				2008	2007
				£'000	£'000
Finished goods				1,278	1,405
Work in progress			_	167	170
				1,445	1,575

Notes (continued)

,	Debiors		
		2008	2007
		£'000	£,000
	Trade debtors	173	139
	Other debtors	84	23
	Amounts due from parent undertaking	2,171	21
	Prepayments and accrued income	205	87
		2,633	270
10	Creditors: amounts falling due within one year		
		2008	2007
		£,000	£,000
	Bank overdraft	767	-
	Trade creditors	501	1,101
	Other creditors including taxation	13	31
	Accruals and deferred income	3,378	2,948
		4,659	4,080
11	Called up share capital		
		2008	2007
		£	£
	Authorised		
	Ordinary shares of £1 each	100	100
	Allotted, called up and fully paid		
	Ordinary shares of £1 each		2
12	Reserves		
			Profit and s account
	At beginning of year		422
	Retained profit for the year		147
	At end of year	_	569
	in the di juli	55	307

Notes (continued)

13	Movement on shareholder's funds		
		2008	2007
		£'000	£'000
	Retained profit /(loss) for the year	147	(41)
	Opening shareholder's funds	422	463
	Closing shareholder's funds	569	422
14	Commitments		
	Capital commitments at 31 March 2008 for which no provise as follows	ion has been ma	ide were
		2008	2007
		£'000	£'000
	Contracted	51	-
	Authorised but not contracted	326	1,019
	Operating lease commitments		
		2008	2007
		£'000	£,000
	Amounts payable within one year of the balance sheet date in respect of operating leases expiring		
	- within one year	5	65
	- between two and five years	9	5
	- more than five years	64	-

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Notes (continued)

15 Pension scheme

As explained in the accounting policies set out on page 12 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

16 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 Director of the Royal Collection, The Royal Collection Trust, Stable Yard House, St James's Palace, London, SW1A 1JR

17 Guarantee

On 12 February 1997 the company provided a guarantee to Coutts & Co in consideration for the granting of an overdraft and loan facility in favour of its parent company, The Royal Collection Trust At 31 March 2008, the group's overdraft and loan balances amounted to £6,019,000 (2006-7 £6,874,000)

Notes (continued)

18. 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 figure in italics represent the amounts due (to) or from related parties at the balance sheet date.

Related Party	2008 £000	2007 £000	Type of Transaction	Details of Transaction
Property Services Grant-in-aid	3,020 (2,507)	2,500 (2,276)	Maintenance services	Costs of property refurbishments, maintenance services, utilities and staff costs, included in cost of sales and administrative expenses
Civil List	122 (37)	98 (15)	Reimbursement of staff costs	Reimbursement of staff costs for internal audit, records management and carriage conservation
Civil List	835 (17)	723 <i>(</i> 3 <i>)</i>	Management charge	Various services including personnel, payroll and pensions administration and other staff related expenses, included in payroll costs
Cıvıl Lıst	84 -	53 (6)	IT services	Costs of IT infrastructure and network services
Privy Purse Charitable Trust	353 (16)	338 (13)	Donation	Donation to the Privy Purse Charitable Trust in lieu of its right to charge for admission to Queen Mary's Dolls' House, Windsor Castle
Privy Purse & Private Estates	39 23	46	Other income	Sales of Royal Collection retail stock
St George's Chapel	1,208 -	1,171 (24)	Admissions income collected as agent	Income in respect of admissions to St George's Chapel, Windsor Castle collected by Royal Collection Enterprises as agent and therefore excluded from Admissions income
St George's Chapel	17 -	16 (16)	Commission on sales	Compensation for loss of retail income included in Retail and Publishing costs
Historic Royal Palaces	6 1	14 2	Turnover	Charges made to Historic Royal Palaces for the right to reproduce images in the Royal Collection and goods for re-sale

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