

# F O Architects Limited

## UNAUDITED FINANCIAL STATEMENTS

for the year ended

31 March 2012

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COMPANIES HOUSE

Company Registration No 03024318

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# F O Architects Limited

## COMPANY INFORMATION

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DIRECTORS	F Moussavi A Zaera-Polo
SECRETARY	F Moussavi
COMPANY NUMBER	03024318
REGISTERED OFFICE	55 Curtain Road London EC2A 3PT

# F O Architects Limited

## DIRECTORS' REPORT

For the year ended 31 March 2012

The directors present their report and financial statements for the year ended 31 March 2012

### PRINCIPAL ACTIVITIES

The principal activity of the company during the year was to tender for, obtain and carry out architectural commissions

As noted in the accounts for the year ended 31 March 2011, the directors demerged the company's activities on 3 June 2011. The Balance Sheet at 31 March 2012 represents the position post the distribution of the company's assets and liabilities

As a consequence of this decision the financial statements have been prepared on a basis other than that of a going concern as detailed in the Accounting Policies on Page 4

One of the Company's directors, Mr Zaera-Polo, considers that the Company has potential claims against one of its directors, Ms Moussavi. Ms Moussavi does not consider that the Company has potential claims against her. Both the Company's directors agree that it is not at present possible to reach agreement on whether such claims exist or their value if they do and accordingly they have not been included within the Company's assets in these accounts

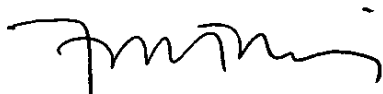
### DIRECTORS

The following directors have held office since 1 April 2011


F Moussavi  
A Zaera-Polo

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption

On behalf of the board



F Moussavi  
DIRECTOR  
05/06/13



A Zaera-Polo  
DIRECTOR  
03/06/13

# F O Architects Limited

## UNAUDITED PROFIT AND LOSS ACCOUNT

For the year ended 31 March 2012

	Notes	2012 £	2011 £
TURNOVER	1	439,016	1,506,544
Cost of sales		(414,113)	(858,085)
GROSS PROFIT		24,903	648,459
Other operating expenses (see note 4 re bad debt exceptional item)	2	(240,704)	(480,209)
OPERATING (LOSS)/PROFIT		(215,801)	168,250
Investment income	3	2,192	9,573
(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	4	(213,609)	177,823
Taxation	5	28,665	(32,329)
(LOSS)/PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION	14	(184,944)	145,494

As more fully explained in the Basis of Preparation paragraph within Accounting Policies on Page 4, all of the company's activities relate to discontinued operations

No separate Statement of Total Recognised Gains and Losses has been presented as all such gains and losses have been dealt with in the Profit and Loss Account

**F O Architects Limited**  
**UNAUDITED BALANCE SHEET**  
**As at 31 March 2012**

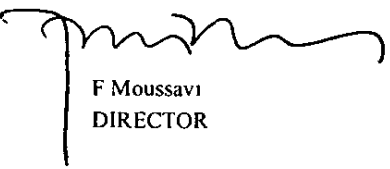
	Notes	2012 £	2011 £
<b>FIXED ASSETS</b>			
Tangible assets	8	-	106,468
<b>CURRENT ASSETS</b>			
Debtors	9	100	990,943
Cash at bank and in hand		-	3,836,511
		100	4,827,454
<b>CREDITORS AMOUNTS FALLING DUE WITHIN ONE YEAR</b>	10	-	(273,063)
<b>NET CURRENT ASSETS</b>		100	4,554,391
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		100	4,660,859
<b>PROVISIONS FOR LIABILITIES</b>	11	-	(7,506)
<b>NET ASSETS</b>		100	4,653,353
<b>CAPITAL AND RESERVES</b>			
Called up share capital	13	100	100
Profit and loss account	14	-	4,653,253
<b>SHAREHOLDERS' FUNDS</b>	15	100	4,653,353

For the year ended 31 March 2012 the company was entitled to exemption from audit under Section 477 of the Companies Act 2006 relating to small companies and its members have not required the company to obtain an audit of its financial statements for the year in question in accordance with Section 476

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime

The financial statements on pages 2 to 10 were approved by the board of directors and authorised for issue on 5/6/13 and are signed on its behalf by

  
F Moussavi  
DIRECTOR

  
A Zaera-Polo  
DIRECTOR

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# F O Architects Limited

## ACCOUNTING POLICIES

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### BASIS OF ACCOUNTING

The financial statements are prepared under the historical cost convention

### BASIS OF PREPARATION

During the year to 31 March 2010 the company initiated its plans to transfer the business of F O Architects to two separate companies owned by the directors individually. The demerger process commenced on 28 April 2011 and concluded on 3 June 2011 when the company became dormant. As a consequence the financial statements have been prepared on a basis other than that of a going concern which includes, where appropriate, writing down assets to their net realisable values. The financial statements do not include any provision for the future termination of the business of the company as there were no such commitments at the balance sheet date. Costs incurred during the year of £37,500 (2011 £20,350) which relate to this decision have been expensed in the year.

The company has taken advantage of the exemption in Financial Reporting Standard No 1 from the requirement to produce a cash flow statement on the grounds that it is a small company.

### TANGIBLE FIXED ASSETS

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Improvements to short leasehold buildings	10% on a straight line basis
Plant and machinery	20% on a straight line basis
Fixtures and fittings	15% on a straight line basis

### 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 that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements. Deferred tax is measured at the average tax rates that are expected to apply in the periods in which timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

### LEASED ASSETS

The annual rentals on 'operating leases' are charged to the profit and loss account on a straight line basis over the lease term.

### PENSIONS CONTRIBUTIONS

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

### FOREIGN CURRENCY TRANSLATION

Assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to the profit and loss account.

### TURNOVER

Turnover is recognised as contract activity progresses. Where the substance of a contract is that a right to consideration does not arise until the occurrence of a critical event, revenue is not recognised until that event occurs. Amounts recognised in turnover in excess of billings are recorded on the balance sheet as amounts recoverable on contracts. To the extent that payments on account exceed relevant turnover, the excess is included as a creditor.

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# F O Architects Limited

## UNAUDITED NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2012

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### 1 TURNOVER

In the year to 31 March 2012 15% (2011 - 47%) of the company's turnover was to markets outside the United Kingdom

### 2 OTHER OPERATING EXPENSES

	2012 £	2011 £
Administrative expenses	<u>240,704</u>	<u>480,209</u>

### 3 INVESTMENT INCOME

	2012 £	2011 £
Bank interest	1,376	9,547
Other interest	<u>816</u>	<u>26</u>
	<u>2,192</u>	<u>9,573</u>

### 4 (LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

	2012 £	2011 £
(Loss)/profit is stated after charging/(crediting)		
Depreciation of tangible assets		
- Owned assets	43,467	64,881
Loss on foreign exchange transactions	5,861	19,719
Bad and doubtful debts - exceptional item	-	(130,058)
Directors' emoluments	<u>31,667</u>	<u>190,000</u>

The number of directors for whom retirement benefits are accruing under money purchase pension schemes amounted to 2 (2011 - 2)

# F O Architects Limited

## UNAUDITED NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 March 2012

5	TAXATION	2012 £	2011 £
	UK Corporation tax		
	Current tax on (loss)/profit of the period	(26,118)	30,467
	Adjustment for prior years	-	(15)
		<u>(26,118)</u>	<u>30,452</u>
	FOREIGN CORPORATION TAX		
	Foreign corporation tax	4,959	(9,773)
		<u>4,959</u>	<u>(9,773)</u>
	CURRENT TAX CHARGE	<u>(21,159)</u>	<u>20,679</u>
	DEFERRED TAX		
	Origination and reversal of timing differences	(7,506)	11,650
		<u>(7,506)</u>	<u>11,650</u>
	Tax on (loss)/profit on ordinary activities	<u>(28,665)</u>	<u>32,329</u>
	FACTORS AFFECTING THE TAX CHARGE FOR THE YEAR		
	The tax assessed for the year is higher than the standard rate of corporation tax for small companies (20%) as explained below		
	(Loss)/profit on ordinary activities before taxation	(213,609)	177,823
		<u>(213,609)</u>	<u>177,823</u>
	(Loss)/profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 20.00% (2011 - 21.00%)	(42,722)	37,343
		<u>(42,722)</u>	<u>37,343</u>
	Effects of		
	Non deductible expenses	10,338	5,421
	Depreciation in excess of capital allowances	7,510	(10,993)
	Foreign tax adjustments	4,959	(11,077)
	Adjustments to previous periods	-	(15)
	Effect of losses carried back to previous period	(1,244)	-
		<u>21,563</u>	<u>(16,664)</u>
	CURRENT TAX CHARGE	<u>(21,159)</u>	<u>20,679</u>
6	DIVIDENDS	2012 £	2011 £
	Ordinary		
	Interim paid - £32,493.67 (2011 - Nil) per share	3,249,367	-
	Dividends paid in specie - £12,189.42 (2011 - £Nil) per share	1,218,942	-
		<u>4,468,309</u>	<u>-</u>



# F O Architects Limited

## UNAUDITED NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 March 2012

### 7 INTANGIBLE FIXED ASSETS

	Other intangible assets
	£
<b>COST</b>	
At 1 April 2011	17,909
Disposals	(17,909)
	<hr/>
At 31 March 2012	-
	<hr/>
<b>AMORTISATION</b>	
At 1 April 2011	17,909
Amortisation on disposals	(17,909)
	<hr/>
At 31 March 2012	-
	<hr/>
<b>NET BOOK VALUE</b>	
At 31 March 2012	-
	<hr/>
At 31 March 2011	-
	<hr/>

### 8 TANGIBLE FIXED ASSETS

	Improvements to short leasehold buildings	Plant and machinery etc	Total
	£	£	£
<b>COST</b>			
At 1 April 2011	203,053	541,033	744,086
Additions	-	39,499	39,499
Disposals	(203,053)	(580,532)	(783,585)
	<hr/>	<hr/>	<hr/>
At 31 March 2012	-	-	-
	<hr/>	<hr/>	<hr/>
<b>DEPRECIATION</b>			
At 1 April 2011	203,053	434,565	637,618
On disposals	(203,053)	(478,032)	(681,085)
Charge for the year	-	43,467	43,467
	<hr/>	<hr/>	<hr/>
At 31 March 2012	-	-	-
	<hr/>	<hr/>	<hr/>
<b>NET BOOK VALUE</b>			
At 31 March 2012	-	-	-
	<hr/>	<hr/>	<hr/>
At 31 March 2011	-	106,468	106,468
	<hr/>	<hr/>	<hr/>

# F O Architects Limited

## UNAUDITED NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 March 2012

9 DEBTORS	2012	2011
	£	£
Trade debtors	-	373,838
Amounts recoverable on long term contracts	-	502,107
Other debtors	100	114,998
	<u>100</u>	<u>990,943</u>

10 CREDITORS AMOUNTS FALLING DUE WITHIN ONE YEAR	2012	2011
	£	£
Bank loans and overdrafts	-	74,293
Trade creditors	-	58,118
Taxation and social security	-	51,838
Other creditors	-	88,814
	<u>-</u>	<u>273,063</u>

Bank loans and overdrafts are secured by a charge dated 7 September 2007

11 PROVISIONS FOR LIABILITIES	Deferred tax liability
	£
Balance at 1 April 2011	7,506
Profit and loss account	(7,506)
	<u>-</u>
Balance at 31 March 2012	<u>-</u>

THE DEFERRED TAX LIABILITY IS MADE UP AS FOLLOWS

	2012	2011
	£	£
Accelerated capital allowances	<u>-</u>	<u>7,506</u>

## 12 PENSION AND OTHER POST-RETIREMENT BENEFIT COMMITMENTS DEFINED CONTRIBUTION

	2012	2011
	£	£
Contributions payable by the company for the year	<u>447</u>	<u>3,209</u>

# F O Architects Limited

## UNAUDITED NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 March 2012

13	SHARE CAPITAL	2012	2011
		£	£
	ALLOTTED, CALLED UP AND FULLY PAID		
	100 ordinary shares of £1 each	100	100
		<u>100</u>	<u>100</u>
14	RESERVES		
			Profit and loss account
			£
	Balance at 1 April 2011		4,653,253
	Loss for the year		(184,944)
	Dividends paid		(4,468,309)
			<u>-</u>
	Balance at 31 March 2012		<u>-</u>
15	RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS	2012	2011
		£	£
	(Loss)/Profit for the financial year	(184,944)	145,494
	Dividends	(4,468,309)	-
		<u>(4,653,253)</u>	<u>145,494</u>
	Net (depletion in)/addition to shareholders' funds	(4,653,253)	145,494
	Opening shareholders' funds	4,653,353	4,507,859
		<u>100</u>	<u>4,653,353</u>
	Closing shareholders' funds	<u>100</u>	<u>4,653,353</u>

# F O Architects Limited

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 March 2012

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### 16 TRANSACTIONS WITH THE DIRECTORS

During the period companies controlled and owned by F Moussavi and A Zaera-Polo, directors and shareholders, each received cash dividends of £1,624,684. Also during the period the assets and liabilities of the company were transferred to individual companies controlled and owned by F Moussavi and A Zaera-Polo, via a dividend in specie which totalled £609,471 each. These cash dividends and net assets were transferred to AZPA Limited and Farshid Moussavi Architects Limited as part of the demerger agreement. AZPA Limited and Farshid Moussavi Architects Limited are registered in England and Wales.

One of the Company's directors, Mr Zaera-Polo, considers that the Company has potential claims against one of its directors, Ms Moussavi. Ms Moussavi does not consider that the Company has potential claims against her. Both the Company's directors agree that it is not at present possible to reach agreement on whether such claims exist or their value if they do and accordingly they have not been included within the Company's assets in these accounts.

At the balance sheet date the company owed F Moussavi, a director and shareholder of the company, £nil (2011 £1,965) by way of a loan. At the balance sheet date the company owed A Zaera-Polo, a director and shareholder of the company, £nil (2010 £1,965) by way of a loan.

At 3 June 2011 the company was owed £11,907 by AZPA Limited, a company controlled by director A Zaera-Polo. This amount has been settled as part of the distribution in specie on 3 June 2011.

During the period the company used, as its head office, premises owned by F Moussavi and A Zaera-Polo. Rent of £12,275 was charged (2011 £70,000).

### 17 CONTROL

The ultimate controlling parties are F Moussavi and A Zaera-Polo, who own 100% of the share capital of the company.