COMPANIES HOUSE COPY

Develop Training Limited

Report and Financial Statements
Year Ended
30 September 2010

Company Number 06115331



Report and financial statements for the year ended 30 September 2010

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Directors

R Tompsett

R Coleman

Secretary and registered office

A McKeown, 6 Craster Court, Manor Walks, Cramlington, Northumberland, NE23 6UT

Company number

06115331

Auditors

BDO LLP, 125 Colmore Row, Birmingham, B3 3SD

Report of the directors for the year ended 30 September 2010

The directors present their report together with the audited financial statements for the year ended 30 September 2010

Results and dividends

The profit and loss account is set out on page 6 and shows the loss for the year

The directors do not recommend payment of a dividend

Principal activities, review of business and future developments

Develop Training Limited (DTL) provides technical and technically-related behavioural training combined with training facilities to a wide range of customers but principally to the utility and facilities management sectors of the UK economy. The core business divisions of the group are as follows.

- Water and the Environment
- Gas
- Facilities Management Services
- Behavioural

The company operates from venues throughout the UK, including Derby, York, Swindon, Warrington and Linlithgow

Review of business

The 2009/10 financial year was an important one in the evolution of Develop Training Limited (DTL) in that it was the first full year of implementation for the revised strategy for the business that was approved in 2009

The last financial year was most notable for the level of change that was undertaken in DTL all of which was driven by the requirement to improve the underlying operational efficiency of the core training divisions

The scale of the underlying improvement in efficiency achieved over the 2009/10 financial year in comparison with 2008/9 on a 12 month basis can be confirmed in the table below which is prepared on a continuing operations basis

		Continuing operations	
	12 months ended	12 months ended	Percentage change
		(pro-rata)	
	30/09/2010	30/09/2009	+/- 1%
	£000's	£000's	
Sales	14,532	16,547	-12 2%
Gross Profit	4,986	4,809	+3 7%
Operating Profit	920	565	+62 8%
Gross Profit to Sales Ratio	34 3%	29 20%	-
Operating Profit to Sales	6 3%	3 4%	-
Ratio			

The business is now well positioned for the next phase in its development which will focus upon sales growth but with a continuing emphasis upon tight control of the cost base in order to optimise margins and operating profits

Develop Training Limited is also increasing its focus on understanding the business requirements of its customers from the training solutions that we provide and this will hopefully be underpinned further by the achievement of the Training Quality Standard (TQS) during the next 12 months

The improvements achieved over the last 12 months would not have been possible without the support and loyalty of Develop employees

Report of the directors for the year ended 30 September 2010 (continued)

The Board of Directors would like to take this opportunity to offer their sincere thanks and appreciation for the efforts of all Develop employees and contractors who have often gone "beyond the call of duty" over the last 12 months. It is this level of commitment that allowed Develop to retain its existing customers during a year of rapid change and which will also allow Develop to attract new customers, the Board believes, in the future

Financial Risk Management

The company has an established, structured approach to risk management. The company's activities expose it to a variety of financial risks, including the effects of market changes, credit, liquidity, cash flow and interest rate risks. The company is not exposed to foreign exchange risk. The company has adopted risk management policies that seek to mitigate these risks in a cost effective manner. Financial assets that expose the company to financial risk consist primarily of trade debtors and cash. Financial liabilities that expose the company to financial risk consist principally of trade creditors, loans and hire purchase agreements. The policies set by the board of directors are implemented by the company's finance department.

The company is exposed to market risk as a result of its operations, particularly relating to the demand for its services. However, the directors consider that they are close enough to the market to be able to react quickly to changes and hence the impact on the company's performance.

Credit risk is the risk of loss in the value of financial assets due to counterparties failing to meet all or part of their obligations. The company performs ongoing credit evaluation of its customers financial condition and has implemented policies which require appropriate credit checks on potential customers before sales are made and monitoring and prompt collection of outstanding balances.

Liquidity risk is the risk that the company does not have sufficient liquid assets to meet its obligations as they fall due. Liquidity is maintained at a prudent level and the company ensures there is an adequate liquidity buffer to cover contingencies. The company maintains sufficient cash and open committed credit lines from its bankers to meet its funding requirements and monitors cash flow as part of its day to day control procedures.

Interest rate risk i.e. unfavourable movements in interest rates arising as a result of the company's long-term borrowings. It is, where appropriate, addressed by the use of derivative instruments provided by the company's bankers, whereby interest rate exposure is capped at a level which would limit potential interest costs to a level considered by the directors to be affordable by the business should there be significant interest rate rises during the life of the borrowings.

Indemnity Cover

Third party indemnity cover for the directors was in force during the period

Director

The directors of the company during the year was

R Tompsett

R Coleman was appointed a director on 22 March 2011

Report of the directors for the year ended 30 September 2010 (continued)

Directors' responsibilities

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 the directors have 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 directors must not approve the financial statements unless they are 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 directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements 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 directors are 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 them to ensure that the financial statements comply with the Companies Act 2006. They are 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.

Auditors

All of the current directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the auditors are unaware.

BDO LLP have expressed their willingness to continue in office and a resolution to re-appoint them will be proposed at the annual general meeting

On behalf of the board

R Tompsett Director

Date Men April 2011.

Independent auditor's report

TO THE MEMBER OF DEVELOP TRAINING LIMITED

We have audited the financial statements of Develop Training Limited for the year ended 30 September 2010 which comprise the profit and loss account, the balance sheet and the related notes. 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 member 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 member 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 member, for our audit work, for this report, or for the opinions we have formed

Respective responsibilities of directors and auditors

As explained more fully in the statement of directors' responsibilities, the directors are 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 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 (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements.

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 30 September 2010 and of its loss 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 matters prescribed by the Companies Act 2006

In our opinion the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements

Independent auditor's report (continued)

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

BDO CC

Graham Whittaker (senior statutory auditor)
For and on behalf of BDO LLP, statutory auditor
Birmingham
United Kingdom

Date 15 April 2011

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127)

Profit and loss account for the year ended 30 September 2010

	Note	Continuing operations Year ended 30 September 2010 £	Discontinued operations Year ended 30 September 2010 £	Total Year ended 30 September 2010 £	Total 18 months ended 30 September 2009 £
Turnover	3	14,532,783	522,592	15,055,375	26,108,062
Cost of sales		9,546,535	460,794	10,007,329	18,441,267
Gross profit		4,986,248	61,798	5,048,046	7,666,795
Administrative expenses		4,066,027	744,651	4,810,678	7,084,154
Operating profit/(loss)	4	920,221	(682,853)	237,368	582,641
Interest payable and similar charges	8			(819,214)	(1,196,719)
Loss on ordinary activities before taxation				(581,846	(614,078)
Taxation on loss on ordinary activities	9			37,225	18,359
Loss on ordinary activities after taxation				(544,621	(595,719)

All recognised gains and losses in the current year and prior period are included in the profit and loss account

Balance sheet at 30 September 2010

Company number 06115331	Note	30 September 2010 £	30 September 3 2010 £	0 September 2009 £	30 September 2009 £
Fixed assets	40		7 427 400		7 994 906
Intangible assets Tangible assets	10 11		7,437,489 1,267,717		7,884,896 1,501,690
			8,705,206		9,386,586
Current assets Stocks Debtors Cash at bank and in hand	13	5,797 4,356,191 3,908,131		5,536 3,186,562 3,139,490	
		8,270,119		6,331,588	
Creditors: amounts falling due within one year	14	6,159,341		4,700,563	
Net current assets			2,110,778		1,631,025
Total assets less current liabilities			10,815,984		11,017,611
Creditors: amounts falling due after more than one year	15	8,574,395		8,574,395	
Provisions for liabilities	16	380,219		37,225	
			8,954,614		8,611,620
			1,861,370		2,405,991
Capital and reserves Called up share capital	18	i	1,026,655		1,026,655
Share premium account Profit and loss account	19 19	1	1,932,098 (1,097,383)		1,932,098 (552,762)
Shareholder's funds	20)	1,861,370		2,405,991

The notes on pages 9 to 19 form part of these financial statements

Balance sheet at 30 September 2010 (continued)

The financial statements were approved by the board of directors and authorised for issue on Ithin April 2011.

R Tompsett **Director**

The notes on pages 9 to 19 form part of these financial statements

Notes forming part of the financial statements for the year ended 30 September 2010

1 Accounting policies

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

The following principal accounting policies have been applied

Consolidated financial statements

The financial statements contain information about Develop Training Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company has taken advantage of the exemption conferred by section 400 of the Companies Act 2006 not to produce consolidated financial statements as it is included in EEA group accounts of a larger group.

Going concern

The company's business activities, together with the factors likely to affect its future development, performance and position are set out in the Directors' report on page 1

The company's forecasts and projections, taking account of reasonably possible changes in trading performance, show that the company should be able to operate within the level of its current facilities

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Cash flow statement

The company has taken advantage of the exemption conferred by Financial Reporting Standard 1 'Cash Flow Statements (Revised 1996)' not to prepare a cash flow statement on the grounds that all of the voting rights in the company are controlled within the group headed by Develop Training Group Limited and the company is included in consolidated financial statements

Goodwill

Goodwill arising on an acquisition is the difference between the fair value of the consideration paid and the fair value of the assets and liabilities acquired. Positive goodwill is capitalised and amortised through the profit and loss account over the directors' estimate of its useful economic life of 20 years. Impairment tests on the carrying value of goodwill are undertaken.

- at the end of the first full financial year following acquisition,
- in other periods if events or changes in circumstances indicate that the carrying value may not be recoverable

Turnover

Turnover represents sales to external customers at invoiced amounts less value added tax. Turnover is recognised when the risks and rewards of the services has passed to the customer which is generally on delivery of courses.

Notes forming part of the financial statements for the year ended 30 September 2010 (continued)

1 Accounting policies (continued)

Depreciation

Depreciation is provided to write off the cost of all tangible fixed assets, evenly over their useful economic lives. It is calculated at the following rates

Leasehold property

- over the period of the lease

Plant, machinery and equipment

over 4 yearsover 5-10 years

Fixtures and fittings
Office equipment

- over 5-10 years

Computer equipment

- over 4 years

Deferred taxation

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that

 the recognition of deferred tax assets is limited to the extent that the company anticipates making sufficient taxable profits in the future to absorb the reversal of the underlying timing differences

Deferred tax balances are not discounted

Leased assets

All leases are treated as operating leases Their annual rentals are charged to the profit and loss account on a straight-line basis over the term of the lease

Pension costs

Contributions to the company's defined contribution pension scheme are charged to the profit and loss account in the year in which they become payable

Related party disclosures

The company has taken advantage of the exemption conferred by Financial Reporting Standard 8, 'Related party disclosures', not to disclose transactions with members or investees of the group headed by Develop Training Group Limited on the grounds that at least 100% of the voting rights in the company are controlled within that group and the company is included in consolidated financial statements

Group Relief

Trading losses of group companies available for group relief are relieved against the company's trading profits where applicable. No payment is made to group companies for such trading losses available for relief

Notes forming part of the financial statements for the year ended 30 September 2010 (continued)

2 Corresponding figures

The analysis between continuing and discontinued operations for the period ended 30 September 2009 is shown below. Acquisitions made in the period ended 30 September 2009 are shown as part of continuing activities.

Further details on discontinued operations are given in note 16

	Continuing £	Discontinued £	Total £
Turnover Cost of sales	24,821,059 17,606,062	1,287,003 835,205	26,108,062 18,441,267
Gross profit	7,214,997	451,798	7,666,795
Administrative expenses	6,366,694	717,460	7,084,154
Operating profit/(loss)	848,303	(265,662)	582,641

3 Turnover

Turnover is wholly attributable to the principal activity of the company and arises solely within the United Kingdom

4 Operating profit/(loss)

	Year ended	18 months ended
		30 September
	2010	2009
This is arrived at after charging	£	£
Depreciation of tangible fixed assets	249,857	375,899
Amortisation of positive goodwill	447,407	671,110
Hire of plant and machinery - operating leases	266,313	439,142
Hire of other assets - operating leases	637,225	908,756
Auditors' remuneration - fees payable to the company's auditor for	49 075	10.075
the audit of the company's annual accounts	18,075	18,075

5 Exceptional item

Incurred in the year were £44k in respect of legal costs in relation to dealings with former directors and £108,970 in respect of provision for payment to be made to a customer

Notes forming part of the financial statements for the year ended 30 September 2010 *(continued)*

6	Employees		
	Staff costs (including directors) consist of		
		Year ended 30 September 2010 £	18 months ended 30 September 2009 £
	Wages and salaries Social security costs Other pension costs	4,748,351 504,609 88,733	8,685,520 884,426 174,270
		5,341,693 ————	9,744,216
	The average number of employees (including directors) during the year	r/period was as follov	vs
		Year ended 30 September 2010 Number	ended 30 September 2009
	Sales Training staff Catering, housekeeping and maintenance Administration and management	9 74 21 74	10 103 25
		178	215
7	Directors' remuneration		
		Year ended 30 September 2010 £	ended 30 September 2009
	Directors' emoluments	175,000) 353,227 - 7.163

The total amount payable to the highest paid director in respect of emoluments was £175,000 (2009 - £138,680)

Company contributions to money purchase pension schemes

7,162

Notes forming part of the financial statements for the year ended 30 September 2010 *(continued)*

8	Interest payable and similar charges		
	30	Year ended September 2010 £	18 months ended 30 September 2009 £
	Bank loans Loans from group companies	90,390 728,824	103,484 1,093,235
		819,214	1,196,719
9	Taxation on loss on ordinary activities		
	30	Year ended September 2010 £	18 months ended 30 September 2009 £
	UK Corporation tax Adjustment in respect of previous periods	ended September 2010	ended 30 September 2009
	UK Corporation tax	ended September 2010	ended 30 September 2009 £ (1,027)
	UK Corporation tax Adjustment in respect of previous periods Deferred tax Origination and reversal of timing differences	ended September 2010 £	ended 30 September 2009 £ (1,027) (15,224) (2,108)

Notes forming part of the financial statements for the year ended 30 September 2010 *(continued)*

9 Taxation on loss on ordinary activities (continued)

10

The tax assessed for the year/period is higher than the standard rate of corporation tax in the UK applied to loss before tax. The differences are explained below

	Year ended 30 September 2010 £	18 months ended 30 September 2009 £
Loss on ordinary activities before tax	(581,846) ———	(614,078)
Loss on ordinary activities at the standard rate of corporation tax in the UK of 28% (2009 - 28%) Effect of	(162,917)	(171,942)
Expenses not deductible for tax purposes Depreciation for period in excess of capital allowances Adjustment to tax charge in respect of previous periods	177,035 46,417 -	229,827 15,030 (1,027)
Other timing differences Group relief claimed	(1,007) (59,528) ————	
Current tax credit for the year/period	-	(1,027)
Intangible fixed assets	,f,	Purchased goodwill £
Cost At 1 October 2009 and 30 September 2010		8,948,139
Amortisation At 1 October 2009 Provided for the year		1,063,243 447,407
At 30 September 2010		1,510,650
Net book value At 30 September 2010		7,437,489
At 30 September 2009		7,884,896

Notes forming part of the financial statements for the year ended 30 September 2010 *(continued)*

11 Tangible fixed assets

	Leasehold land and buildings £	Plant and machinery £	Fixtures and fittings	Computer equipment £	Total £
Cost At 1 October 2009 Additions Disposals	296,238 6,374 -	1,434,649 10,903 (2,200)	241,541	150,402 - -	2,122,830 17,277 (2,200)
At 30 September 2010	302,612	1,443,352	241,541	150,402	2,137,907
Depreciation At 1 October 2009 Provided for the year Disposals	69,005 29,274	372,268 154,637 (807)	103,121 42,144 -	76,746 23,802	621,140 249,857 (807)
At 30 September 2010	98,279	526,098	145,265	100,548	870,190
Net book value At 30 September 2010	204,333	917,254	96,276	49,854	1,267,717
At 30 September 2009	227,233	1,062,381	138,420	73,656	1,501,690

Notes forming part of the financial statements for the year ended 30 September 2010 (continued)

12 Fixed asset investments

Subsidiary undertakings, associated undertakings and other investments

The principal undertakings in which the company's interest at the year end is 20% or more are as follows

Proportion of voting rights and ordinary share capital held Nature of business

Subsidiary undertakings **Develop Solutions Limited**

100%

Dormant

Debtors

	30 September 2010 £	30 September 2009 £
Trade debtors Prepayments and accrued income	1,482,895 2,873,296	
	4,356,191	3,186,562
		-

All amounts shown under debtors fall due for payment within one year

14 Creditors: amounts falling due within one year

	30 September 2010 £	30 September 2009 £
Trade creditors	1,774,058	676,035
Amounts owed to group undertakings	2,823,381	2,052,895
Other taxation and social security	344,878	347,755
Obligations under finance lease and hire purchase contracts	-	4,910
Accruals and deferred income	1,217,024	1,618,968
	6,159,341	4,700,563

Notes forming part of the financial statements for the year ended 30 September 2010 *(continued)*

15	Creditors: amounts falling due after more than one year			
			30 September 2010 £	30 September 2009 £
	Amounts owed to group undertakings		8,574,395	8,574,395
16	Provisions for liabilities			
		Deferred taxation £	Discontinued operations £	Total £
	At 1 October 2009 Credited to profit and loss account Undertaking disposed	37,225 (37,225)	380,219	37,225 (37,225) 380,219
	At 30 September 2010		380,219	380,219
	Deferred taxation			
			30 September 2010 £	30 September 2009 £
	Accelerated capital allowances Sundry timing differences		-	46,499 (9,274)
				37,225

Deferred Taxation

A deferred taxation asset in respect of accelerated capital allowances and losses of £48,201 has not been recognised in the year

Discontinued operations

On 30 October 2010, Develop Training Limited decided to close its Whitwell division as part of a group reorganisation. The provision will be utilised in the next twelve months

Notes forming part of the financial statements for the year ended 30 September 2010 (continued)

17 Pensions

The company 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 pension charge amounted to £88,733 (2009 - £174,270). There were £28,498 (2009 - £33,123) of outstanding contributions at the end of the financial period.

18 Share capital

		30 September 2010 £	30 September 2009 £
	Allotted, called up and fully paid		
	Ordinary shares of 10p each	1,026,655	1,026,655
19	Reserves		
		Share premium account £	Profit and loss account
	At 1 October 2009 Loss for the year	1,932,098 -	(552,762) (544,621)
			
	At 30 September 2010	1,932,098	(1,097,383)

Notes forming part of the financial statements for the year ended 30 September 2010 (continued)

20 Reconciliation of movements in shareholder's funds

	30 September 2010 £	30 September 2009 £
Loss for the year/period Preference shares converted to Ordinary shares	(544,621) 	(595,719) 943,753
Net (deductions from)/additions to shareholder's funds	(544,621)	348,034
Opening shareholder's funds	2,405,991 ———	2,057,957
Closing shareholder's funds	1,861,370	2,405,991

21 Commitments under operating leases

The company had annual commitments under non-cancellable operating leases as set out below

Operating leases which expire	Land and buildings 30 September 2010 £	Other 30 September 2010 £	Land and buildings 30 September 2009 £	Other 30 September 2009 £
Within one year In two to five years After five years	68,875 109,360 243,426	127,455	520,136 86,000	48,449 236,690
	421,661	185,396	606,136	285,139

22 Ultimate parent company and parent undertaking of larger group

The company is a subsidiary of Develop Training Group Limited which is the ultimate parent company incorporated in England and Wales

The largest and smallest group in which the results of the company are consolidated is that headed by Develop Training Group Limited, incorporated in England and Wales. The consolidated accounts of this company are available to the public and may be obtained from Companies House, Crown way, Maindy, Cardiff, CF14 3UZ. No other group accounts include the results of the company.