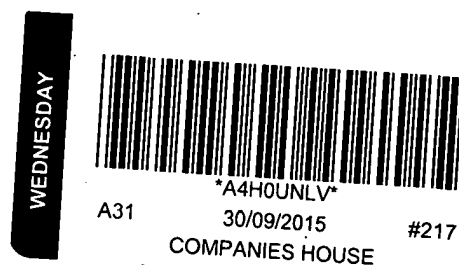


# Mears 24/7 LLP

Financial statements

For the year ended 31 December 2014



Partnership No OC367649

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## Partnership information

<b>Partnership registration number</b>	OC367649
<b>Designated Members</b>	Mears Limited Just Call 24/7 Limited
<b>Registered office</b>	Brunel Business Centre 11 Brunel Street Canning Town London E16 1EB
<b>Bankers</b>	Barclays Bank PLC Corporate Banking Centre 4th Floor Bridgewater House Counterslip Finzels Reach Bristol BS1 6BX
<b>Solicitors</b>	Trowers and Hamlins LLP 40 Tower Hill London EC3N 4DX
<b>Auditors</b>	Grant Thornton UK LLP Chartered Accountants and Registered Auditors Hartwell House 55 – 61 Victoria Street Bristol BS1 6FT

## Report of the Members

The Members have pleasure in presenting their annual report and the financial statements of Mears 24/7 LLP (the LLP) for the year ended 31 December 2014. The Members confirm that the annual report and financial statements of the LLP comply with current statutory requirements and the requirements of the LLP's governing document.

### Principal Activities and Business Review

The LLP was incorporated on 30 August 2011 and commenced trading on 1 October 2011.

The principal activity of the LLP during the year was as a specialist contact centre dedicated to serving the housing maintenance and care and support sectors, working with Local Authorities and Housing Associations across the UK, 24 hours a day, 7 days a week. Mears 24/7 take care of out of hours services, overspills or emergency work provisions, and provide a complete package to various clients from taking the initial call, diagnosing the issue, issuing the works, providing highly trained operatives who complete the work, providing after care and continuing maintenance services.

There were no significant changes in the LLP's activities during the year and none are anticipated.

The Members are satisfied with the trading performance.

### Results

The trading results for the year and the LLP's financial position at the end of the year are shown in the attached financial statements.

### Going concern

The partnership reported a profit for the year and the balance sheet shows net assets at the year end.

The members have received written confirmation from its parent company that it shall continue to fund the business and any losses that it incurs.

On the basis of their assessment of the partnership's financial position and of the enquiries made of the directors of Mears Limited, the partnership's members have a reasonable expectation that the partnership will be able to continue in operational existence for the foreseeable future. Accordingly, the members have prepared the financial statements on a going concern basis.

### The Designated Members

The Designated Members of the LLP during the year were:

Just Call 24/7 Limited  
Mears Limited

### Policy regarding Members' Drawings and Subscription and Repayment of amounts subscribed or otherwise contributed by Members

In accordance with the Partnership Agreement, each of the Members acquired an equal share in the LLP. Additional contributions may be made by agreement. No Member is entitled to receive interest on the amount of its proportion of the capital contributions to the LLP.

The Members shall be at liberty but shall not be obliged to offer loan finance on terms acceptable to the relevant Member and the LLP. Interest at a pre-determined arm's length rate accrues on the loans.

The Members share profits and losses of a capital nature, as certified by the auditors, in equal proportions at the discretion of the LLP Board. Any losses allocated to a Member may not, in aggregate, exceed an amount equal to its total capital contributions, and the Members shall have no obligation for the debts or liabilities of the LLP. Any distributions shall be distributed once the relevant amounts have been received by the LLP and following prior written consent of each Member which will not be unreasonably withheld or delayed and at all times subject to the working capital requirements of the LLP and only after all amounts which may have been loaned to the LLP by the Members have been repaid together with accrued interest.

An outgoing Member is entitled to be credited by the LLP the amount of any capital, any undrawn balance of its allocated profit share, any sums due on loans including loan interest, and any other amounts deemed due.

## Report of the Members - continued

### Responsibilities of the Members

The Members are responsible for preparing the report to the Members and the financial statements in accordance with applicable law and regulations.

The Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 (the 2008 Regulations) require the Members to prepare financial statements for each financial year. Under the law the Members have elected to prepare financial statements in accordance with United Kingdom Accounting Standards (United Kingdom 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 LLP and of the profit or loss of the LLP for that period.

In preparing these financial statements, the Members are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the LLP will continue in business.

The Members are responsible for keeping adequate accounting records that disclose with reasonable accuracy at any time the financial position of the LLP and enable them to ensure that the financial statements comply with the 2008 Regulations. They are also responsible for safeguarding the assets of the LLP and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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

### Relevant Audit Information

The Members who held office at the date of approval of this Members' Report confirm that, so far as they are individually aware, there is no relevant audit information of which the LLP's auditors are unaware; and each Member has taken all the steps that they ought to have taken as a Member to make themselves aware of that information.

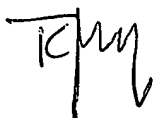
### Small LLP provisions

The Report of the Members has been prepared in accordance with the special provisions of the Companies Act 2006 (as applied by the Limited Liability Partnership (Accounts and Audit) (Application of the Companies Act 2006) Regulations 2008) applicable to LLPs subject to the small LLPs regime.

### Auditors

A resolution to re-appoint Grant Thornton UK LLP as auditor for the ensuing year will be proposed at the annual general meeting in accordance with s489 of the Companies Act 2006.

On behalf of the Members



Just Call 24/7 Limited



Mears Limited

## Report of the independent auditor to the Members of Mears 24/7 LLP

We have audited the financial statements of Mears 24/7 LLP for the year ended 31 December 2014 which comprise the principal accounting policies, the profit and loss account, the balance sheet, the reconciliation of Members' interests 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 Members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006, as applied to limited liability partnerships by the Limited Liability Partnership (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008. Our audit work has been undertaken so that we might state to the 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 partnership and the Members as a body, for our audit work, for this report, or for the opinions we have formed.

### Respective responsibilities of Members and auditors

As explained more fully in the Responsibilities of the Members statement set out on page 4, the Members 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 and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors

### Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at [www.frc.org.uk/auditscopeukprivate](http://www.frc.org.uk/auditscopeukprivate).

### Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the limited liability partnership's affairs as at 31 December 2014 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the Companies Act 2006 as applied by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008.

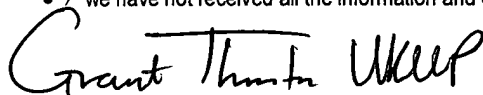
### Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and Members' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

### 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 as applied to limited liability partnerships 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;
- 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.



Mark Bishop

Senior Statutory Auditor

for and on behalf of Grant Thornton UK LLP

Statutory Auditor, Chartered Accountants

Bristol

29 September 2015

## Profit and loss account

	Note	2014 £	2013 £
Turnover	1	2,449,702	2,078,171
Cost of sales		(1,618,669)	(1,366,180)
<b>Gross profit</b>		<b>831,033</b>	<b>711,991</b>
Administrative expenses		(794,028)	(697,928)
<b>Operating profit</b>	2	<b>37,005</b>	<b>14,063</b>
Interest payable and similar charges		(4,245)	(651)
<b>Profit for the year available for discretionary division among Members</b>		<b>32,760</b>	<b>13,412</b>

The LLP has no recognised gains or losses other than the results for the year as set out above.

There were no acquisitions or discontinued operations in the year.

All the activities of the LLP are classed as continuing.

The accompanying accounting policies and notes form part of these financial statements.

## Balance Sheet

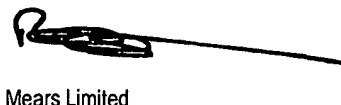
	Note	31 December 2014		31 December 2013	
		£	£	£	£
<b>Fixed assets</b>					
Tangible assets	6		32,941		30,536
<b>Current assets</b>					
Stock	7	87,612		-	
Debtors	8	295,953		323,661	
Cash at bank and in hand		3,449		21,229	
		<u>387,014</u>		<u>344,890</u>	
<b>Creditors: amounts falling due within one year</b>	9	<u>(373,781)</u>		<u>(362,012)</u>	
<b>Net current (liabilities) / assets</b>			13,233		(17,122)
<b>Net assets attributable to Members</b>			<u>46,174</u>		<u>13,414</u>
<b>Represented by:</b>					
<b>Loans and other debts due to Members</b>					
Members' capital classified as a liability			2		2
Loans and other debts due to Members			-		-
<b>Equity interests:</b>					
Members' other interests			46,172		13,412
			<u>46,174</u>		<u>13,414</u>
<b>TOTAL MEMBERS' INTERESTS:</b>					
Amounts due from Members		(182,026)		(198,288)	
Amounts due to Members		133,944		159,552	
Members' capital classified as a liability		2		2	
Members' other interests		46,172		13,412	
		<u>(1,908)</u>		<u>(25,322)</u>	

These accounts have been delivered in accordance with the special provisions of the Companies Act 2006 (as applied by the Limited Liability Partnership (Accounts and Audit) (Application of the Companies Act 2006) Regulations 2008) applicable to LLPs subject to the small LLPs regime.

The financial statements were approved and authorised for issue by the Members and were signed on their behalf on 29 September 2015.

Designated Members:

  
Just Call 24/7 Limited

  
Mears Limited

Partnership number: OC367649

The accompanying accounting policies and notes form part of these financial statements.



## Reconciliation of Members' Interests

	Members' other interests	Loans and other debts due to Members			
	Other reserves	Members' capital	Loans and other debts	Total 2014	Total 2013
	£	£	£	£	£
<b>Members' Interests</b>					
Amounts due to Members			159,552		
Amounts due from Members			(198,288)		
<b>Balance at 1 January</b>	<b>13,412</b>	<b>2</b>	<b>(38,736)</b>	<b>(25,322)</b>	<b>81,162</b>
Allocated profit from prior year distributed amongst Members	—	—	—	—	(152,606)
Profit for the year available for discretionary division amongst members	32,760	—	—	32,760	13,412
<b>Members interest after profit for the year</b>	<b>46,172</b>	<b>2</b>	<b>(38,736)</b>	<b>7,438</b>	<b>(58,032)</b>
Introduced by members as loans	—	—	620,000	620,000	90,000
Repayments of loans	—	—	(570,000)	(570,000)	(50,000)
Amounts invoiced (to) / from members	—	—	(1,187,686)	(1,187,686)	(1,038,598)
Repayment of debt	—	—	1,128,340	1,128,340	1,031,308
<b>Balance at 31 December 2014</b>	<b>46,172</b>	<b>2</b>	<b>(48,082)</b>	<b>(1,908)</b>	<b>(25,322)</b>
Amounts due to Members			133,944		
Amounts due from Members			(182,026)		
<b>Balance at 31 December 2014</b>			<b>(48,082)</b>		

The accompanying accounting policies and notes form part of these financial statements.

## Accounting Policies

The following accounting policies have been used consistently in dealing with items which are considered material in relation to the LLP's Financial Statements.

### Basis of Accounting

The Financial Statements have been prepared under the historical cost convention and in accordance with applicable accounting standards and the requirements of the Statement of Recommended Practice 'Accounting by Limited Liability Partnerships'. A summary of the more important accounting policies are described below.

### Turnover

Turnover comprises the value of services supplied by the LLP during the period, exclusive of Value Added Tax. Turnover is recognised when the individual item of service has been completed. Turnover relating to completed items of service uninvoiced at the period end is accrued and disclosed under prepayments and accrued income.

### Fixed Assets

Tangible fixed assets are stated at historical cost less depreciation. Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset. The rates generally applicable are as follows:

Fixtures and office equipment	–	25% reducing balance
Software additions	–	25% reducing balance

### Stock and work in progress

Stocks and work in progress are stated at the lower of cost and net realisable value. Cost includes materials and direct labour. Provision is made for any impairment when appropriate.

### Cash flow statement

The Members have taken advantage of the exemption in Financial Reporting Standard No.1 (revised) from including a cash flow statement in the financial statements on the grounds that the LLP is small.

### Pension costs

The Company participates in a defined contribution pension scheme for employees. The annual contributions payable are charged to the profit and loss account. The assets of the scheme are held separately from those of the Company.

### Taxation

In accordance with the Statement of Recommended Practice 'Accounting by Limited Liability Partnerships' no taxation is required to be disclosed.

### Operating lease agreements

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

### Members' interests

Loans and other debts due to Members and Members' capital are classified according to the substance of the contractual arrangements entered into. An equity interest is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities.

Where the contractual obligations of financial instruments (including Members' capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the balance sheet.

## Accounting Policies - continued

### **Members' interests - continued**

Where the contractual terms of Members' capital do not have any terms meeting the definition of a financial liability then this is classed as an equity interest.

All remuneration paid to the Members, including salaries, recharges and interest are disclosed separately in the profit and loss account as Members' remuneration.

The Members share profits and losses of a capital nature, as certified by the auditors, in equal proportions at the discretion of the LLP Board and is accordingly classified as equity.

Any losses allocated to a Member may not, in aggregate, exceed an amount equal to its total capital contributions, and the Members shall have no obligation for the debts or liabilities of the LLP. Any distributions shall be distributed once the relevant amounts have been received by the LLP and following prior written consent of each Member which will not be unreasonably withheld or delayed and at all times subject to the working capital requirements of the LLP and only after all amounts which may have been loaned to the LLP by the Members have been repaid together with accrued interest.

## Notes to the financial statements

### 1. Turnover

The turnover and operating loss are attributable to the one principal activity of the LLP. All turnover is derived from within the United Kingdom.

### 2. Operating profit

Operating profit is stated after charging:

	2014 £	2013 £
Depreciation	8,693	5,024
Operating lease rentals:		
– land and buildings	69,066	51,638
– plant and machinery	76,241	62,661
– motor vehicles	5,732	6,537
	<u>150,732</u>	<u>125,860</u>

No Member received remuneration from the LLP during the year.

### 3. Auditor's remuneration

Fees payable to the auditors for the year:

	2014 £	2013 £
For the audit of the company's financial statements	6,000	5,000
For taxation compliance fees	–	1,000
	<u>6,000</u>	<u>6,000</u>

### 4. Average number of Members

The LLP was incorporated on 30 August 2011. Mears Limited and Just Call 24/7 Limited were appointed as joint equal corporate Members and held office continuously throughout the current year and the prior period.

### 5. Employees

#### Staff Costs

	2014 £	2013 £
Wages and salaries	1,441,977	1,011,822
Social security costs	153,059	82,319
Pension	6,285	5,113
	<u>1,601,321</u>	<u>1,099,254</u>

#### Average monthly number of employees during the period

	No.	No.
Administrative and call-centre staff	<u>103</u>	<u>65</u>

## Notes to the financial statements - continued

### 6. Tangible Fixed Assets

	Total £
<b>Cost</b>	
At 1 January 2014	38,444
Additions	11,098
	<hr/>
At 31 December 2014	49,542
	<hr/>
<b>Depreciation</b>	
At 1 January 2014	7,908
Charge for the year	8,693
	<hr/>
At 31 December 2014	16,601
	<hr/>
<b>Net book value</b>	
At 31 December 2014	32,941
	<hr/>
At 31 December 2013	30,536
	<hr/>

### 7. Stock

	2014 £	2013 £
Work in Progress	87,612	—
	<hr/>	<hr/>

### 8. Debtors

	2014 £	2013 £
Trade debtors	93,037	123,689
Amounts due from Members	182,026	198,288
Other debtors	13,000	—
Prepayments	7,890	1,684
	<hr/>	<hr/>
	295,953	323,661
	<hr/>	<hr/>

### 9. Creditors: amounts falling due within one year

	2014 £	2013 £
Trade creditors	7,514	8,896
Amounts due to Members	133,944	159,552
Accruals	86,393	80,629
Social Security and other taxes	142,223	97,447
Other creditors	3,707	15,488
	<hr/>	<hr/>
	373,781	362,012
	<hr/>	<hr/>

## Notes to the financial statements - continued

### 10. Related Party Transactions

During the year the LLP provided call centre related services to Mears Limited, one of its designated Members, totalling £1,698,813 (2013: £1,724,715). At 31 December 2014 the LLP was owed £182,026 (2013: £198,288) by Mears Limited.

The LLP purchased services from Mears Limited totalling £756,408 (2013: £800,208) relating to support service functions, shared office costs and purchased goods. At 31 December 2014 the LLP owed £33,489 (2013: £79,059) to Mears Limited.

During the period, Mears Limited made nine loans totalling £620,000 (2013: two loans totalling £90,000) to the LLP for short term working capital requirements. Loans were repaid with interest of £3,414 (2013: £805). At 31 December 2014 the LLP owed Mears Limited £90,000 (2013: £40,000) in respect of short term working capital loans.

During the period the LLP shared property costs with Just Call 24/7 Limited, one of its designated Members totalling £75,890 (2013: £58,596). At 31 December 2014 the LLP owed £10,454 (2013: £40,493) to Just Call 24/7 Limited.

During the period the LLP provided call centre related services to Morrison Facilities Services Limited, a fellow subsidiary of Mears Limited, totalling £202,151 (2013: £108,966). At 31 December 2014 the LLP was owed £19,674 (2013: £37,678) by Morrison Facilities Services Limited.

Morrison Facilities Services Limited is a company shareholder of Manchester Working Limited. During the period the LLP provided call centre related services to Manchester Working Limited totalling £28,120 (2013: £28,120). At 31 December 2014 the LLP was owed £9,641 (2013: £9,641) by Manchester Working Limited.

During the period the LLP shared property costs with Manchester Working Limited totalling £66,671 (2013: £12,821). At 31 December 2014 the LLP owed £6,154 (2013: £6,154) to Manchester Working Limited.

During the period the LLP provided call centre related services to Asert LLP, a fellow subsidiary of Mears Limited, totalling £11,203 (2013: £nil). At 31 December 2014 the LLP was owed £nil (2013: £nil) by Asert LLP.

During the period the LLP purchased fixed assets at net book value from Asert LLP totalling £7,844 (2013: £nil) and goods of £949 (2013: £nil). At 31 December 2014 the LLP owed £nil (2013: £nil) to Asert LLP.

### 11. Leasing commitments

At 31 December the Company had annual commitments under non-cancellable operating leases as set out below.

	2014	2013
	£	£
<b>Other operating leases</b>		
Operating leases which expire:		
Within 1 year	—	—
Within 2 to 5 years	4,875	—
After more than 5 years	—	—
	<hr/>	<hr/>