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Financial Statements
Lesprit Limited

For the period ended 28 February 2013

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COMPANIES HOUSE

Company No. 8020588

Company information

Company registration number:	8020588
Registered office:	Apollo House 6 Bramley Road Mount Farm MILTON KEYNES MK1 1PT
Directors:	A McMurray M E Hall R J Curwen
Secretary:	Maclay Murray & Spens LLP 1 George Square GLASGOW G2 1AL
Bankers:	National Westminster Bank plc 501 Silbury Boulevard Saxon Gate East MILTON KEYNES MK9 3ER
Solicitors:	Maclay Murray & Spens LLP 1 George Square GLASGOW G2 1AL
Auditor:	Grant Thornton UK LLP Chartered Accountants Statutory Auditor Grant Thornton House 202 Silbury Boulevard CENTRAL MILTON KEYNES MK9 1LW

Index to the financial statements

Report of the directors

The directors present their report together with financial statements for the period ended 28 February 2013

Principal activities

The company was incorporated on 4 April 2012 as MM & S (5701) Limited and subsequently changed its name on 25 May 2012 to Lesprit Limited The company acquired the entire share capital of Seckloe 280 Limited and Atrium MS International Limited on 1 June 2012

The company acts as a holding company The group provides effective, trustworthy and quality services in the fields of Facilities Management, Process Re-Engineering, Procurement, Financial Control, CSR and Energy Efficiencies, Asset Tagging and Software Solutions to major commercial and retail groups in the UK and overseas

Business review

Lesprit Limited was founded in June 2012 as the holding company to acquire the operating companies outlined in note 8 to the financial statements

The Group provides high quality services in the Facilities Management sector to major national and international organisations The Group has been acquired during the year by Lloyds Development Capital (LDC) to consolidate the services to existing clients and use the current operations to provide additional services to current clients and expand operations in both the UK and Continental Europe

The last full financial year has been a year of change for the group companies In addition to normal trading, the companies experienced a degree of restructuring with all the associated costs this involves This included the previous owners and management team leaving the company and a new management team joining The costs of these restructuring changes have been reported as exceptional costs within the financial statements (£463,129) LDC has provided additional banking facilities to the Group in order to fund the restructuring changes and implement the new strategy for the Group

The Board are pleased to report that the trend in trading performance since the end of the financial year shows that the Group is now trading profitably and is cash generative In terms of key financial indicators the focus is on generating an acceptable EBITDA performance and ensuring that the Group maintains a balanced cash flow position ensuring management fees are received on a timely basis to coincide with cash outflows which are primarily people salary costs

In terms of key risks, the Board expect pricing pressure in the current competitive climate to remain intense and the Group is constantly looking for efficiencies to provide a value for money service to clients As the client base is large, blue-chip national and international operations the credit risk is a relatively low risk factor in this business Similarly cash flow risk is relatively easy to manage within the business as revenue streams are relatively predicable as are our people costs Timing issues can occur but the additional banking facilities provided by LDC allow the Group the flexibility to manage this within our agreed facilities

The Operating loss for the year was £315,254 which was increased by £463,129 of one-off restructuring costs and loan note interest of £247,514 The directors consider the loss for the year to be a temporary situation resulting from the restructuring and this is confirmed by the positive trading results reported so far in the financial year 2013-14

Directors

The directors who served the company during the period were as follows

C M McGilvray (appointed 17 May 2012, resigned 8 January 2013)
A P Hampson (appointed 17 May 2012, resigned 9 January 2013)
J R Poskitt (appointed 17 May 2012)
A McMurray (appointed 1 June 2012)
M E Hall (appointed 1 July 2012)
R J Curwen (appointed 3 October 2012)
C Truesdale (appointed 4 April 2012, resigned 26 April 2012)
Vindex Limited (appointed 4 April 2012, resigned 17 May 2012)
Vindex Services Limited (appointed 4 April 2012, resigned 17 May 2012)

Mr J R Poskitt resigned from the Board of Directors on 26 June 2013

Financial risk management objectives and policies

The group's principal financial instruments comprises cash loan notes and various items, such as trade debtors and trade creditors, that arise directly from its operations The main purpose of these financial instruments is to raise finance for the group's operations

The existence of these financial instruments exposes the group to a number of financial risks The main risks arising from the group's financial instruments are credit risk and liquidity risk The directors review and agree policies for managing each of these risks and they are summarised below These policies have remained unchanged from previous years

Credit risk
The group seeks to manage its credit risk by dealing with blue-chip customers only, establishing clear contractual relationships with those customers, and by identifying and addressing any credit issues arising in a timely manner

Interest rate risk
The group's principal financial liability is a shareholder loan note Interest on the loan note is at a fixed rate Interest to date has been accrued in full and not paid, to assist group cashflows

Liquidity risk
The group seeks to manage financial risk by ensuring sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably

Statement of directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial period 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 laws) 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 and profit or loss of the company and group for that period In preparing these financial statements, the directors are required to

Statement of directors' responsibilities (continued)

- select suitable accounting policies and then apply them consistently
- make judgments 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
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group 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

In so far as each of the directors is aware

- there is no relevant audit information of which the group's auditor is unaware, and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information

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

Auditor

Grant Thornton UK LLP, having expressed their willingness to continue in office, will be deemed reappointed for the next financial year in accordance with section 487(2) of the Companies Act 2006 unless the company receives notice under section 488(1) of the Companies Act 2006

ON BEHALF OF THE BOARD

A McMurray
Director
27 November 2013

Grant Thornton

Independent auditor's report to the members of Lesprit Limited
(registered number 8020588)

We have audited the financial statements of Lesprit Limited for the period ended 28 February 2013 which comprise the principal accounting policies, consolidated profit and loss account, consolidated and company balance sheets, consolidated cash flow statement, the statement of total recognised gains and losses 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 members, as a body, 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 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 auditor

As explained more fully in the Directors' Responsibilities Statement set out on pages 4 and 5, 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 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 audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's website at www frc org uk/apb/scope/private cfm

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the group's and the parent company's affairs as at 28 February 2013 and of the group's loss for the period 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

Grant Thornton

Independent auditor's report to the members of Lesprit Limited

(registered number 8020588)

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

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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us, or
- the parent company 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

Grant Thornton UK LLP

Steve Robinson
Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
Milton Keynes
27 November 2013

Principal accounting policies

Basis of preparation

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

The principal accounting policies of the group are set out below

The group's business activities, together with the factors likely to affect its future development, performance and position are set out in the Business Review on page 3

Going concern

The results for this financial year have been poor largely as a result of one-off costs relating to the acquisition of the Group and the resulting one-off costs associated with previous senior management exiting the Group

The Group is now trading profitably and on a cash positive basis and the Board are pleased by the current improved trading performance of the Group In addition the investors have made additional bank facilities available

As a result, the financial statements have been prepared on a going concern basis, which assumes the continued support for the foreseeable future from the Group's bankers and financial investors

Basis of consolidation

The group financial statements consolidate those of the company and of its subsidiary undertakings (see note 8) drawn up to 28 February 2013

Acquisitions are accounted for under the acquisition method and goodwill on consolidation is capitalised and written off over its estimated useful economic life The results of companies acquired or disposed of during the period are included in the profit and loss account after or up to the date that control passes respectively As a consolidated profit and loss account is published, a separate profit and loss account for the parent company is omitted from the group financial statements by virtue of section 408 of the Companies Act 2006

Goodwill

Goodwill arising on acquisition of subsidiary and associated undertakings and businesses represents any excess of the fair value of the consideration given over the fair value of the identifiable assets and liabilities acquired Goodwill is capitalised and written off on a straight-line basis over the directors' estimated useful economic life of 20 years

The carrying value of goodwill is reviewed for impairment in periods if events or changes in circumstances indicate the carrying value may not be recoverable

Turnover

Turnover is the total amount receivable by the group for goods supplied and services provided, excluding VAT and trade discounts Turnover includes accrued costs recoverable under contractual agreements with third parties

Tangible Fixed Assets and Depreciation

Tangible fixed assets are stated at cost, net of depreciation Depreciation is calculated to write down the cost less estimated residual value of all tangible fixed assets by equal annual instalments over their expected useful lives The rates generally applicable are

Computer equipment	33% per annum
Plant and machinery	33% per annum
Office equipment	25% per annum
Fixtures and fittings	25% per annum

Deferred taxation

Deferred tax is recognised on all timing differences where the transactions or events that give the group an obligation to pay more tax in the future, or a right to pay less tax in the future, have occurred by the balance sheet date Deferred tax assets are recognised when it is more likely than not that they will be recovered Deferred tax is measured on an undiscounted basis using rates of tax that have been enacted or substantively enacted by the balance sheet date

Foreign currencies

Transactions in foreign currencies are translated at the exchange rate ruling at the date of the transaction Monetary assets and liabilities in foreign currencies are translated at the rates of exchange ruling at the balance sheet date The financial statements of foreign subsidiaries are translated at the rate of exchange ruling at the balance sheet date The exchange differences arising from the retranslation of the opening net investment in subsidiaries are taken directly to reserves All other exchange differences are dealt with through the profit and loss account

Retirement benefits

Defined Contribution Pension Scheme
The pension costs charged against operating profits are the contributions payable to the scheme in respect of the accounting period

Operating lease agreements

Leases where substantially all of the risks and rewards of ownership are not transferred to the group are treated as operating leases Rentals under operating leases are charged against profits on a straight line basis over the period of the lease

Financial instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into An equity instrument 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 share 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 Finance costs and gains or losses relating to financial liabilities are included in the profit and loss account Finance costs are calculated so as to produce a constant rate of return on the outstanding liability

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument Dividends and distributions relating to equity instruments are debited direct to equity

Consolidated profit and loss account

	Note	04.04.12 to 28.02 13 £
Turnover	1	121,223,487
Cost of sales		(115,670,963)
Gross profit		5,552,524
Administrative expenses		(5,867,778)
Operating loss		(315,254)
Exceptional items.		
Restructuring costs of continuing operations		(463,129)
Net interest	3	(247,514)
Loss on ordinary activities before taxation	1	(1,025,897)
Tax on loss on ordinary activities	4	84,176
Loss transferred to reserves	16	(941,721)

There were no recognised gains or losses other than the loss for the financial period

All activities are classed as continuing

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

Consolidated balance sheet

	Note	28 February 2013 £	£
Fixed assets			
Intangible assets	6		3,850,313
Tangible assets	7		201,875
			4,052,188
Current assets			
Debtors	9	32,025,510	
Cash at bank		1,421,036	
		33,446,546	
Creditors: amounts falling due within one year	10	(34,406,543)	
Net current liabilities			(959,997)
Total assets less current liabilities			3,092,191
Creditors: amounts falling due after more than one year	11		(3,930,486)
Provisions for liabilities and charges	13		-
			(838,295)
Capital and reserves			
Share capital	15		47,500
Share premium	16		45,500
Profit and loss account	16		(931,295)
Shareholders' funds	17		(838,295)

These financial statements were approved and authorised for issue by the directors on 27 November 2013 and are signed on their behalf by

A McMurray
Director

Registration number 8020588

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

Balance sheet

	Note	28 February 2013 £	£
Fixed assets			
Investments	8		4,713,684
Current assets			
Debtors	9	108,570	
Cash at bank		-	
		108,570	
Creditors: amounts falling due within one year	10	(1,261,891)	
Net current liabilities			(1,153,321)
Total assets less current liabilities			3,560,363
Creditors amounts falling due after more than one year	11		(3,930,486)
			(370,123)
Capital and reserves			
Share capital	15		47,500
Share premium	16		45,500
Profit and loss account	16		(463,123)
Shareholders' funds	17		(370,123)

These financial statements were approved and authorised for issue by the directors on 27 November 2013 and are signed on their behalf by

A McMurray
Director

Registration number 8020588

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

Consolidated cash flow statement

	Note	04.04 12 to 28.02 13 £
Net cash inflow from operating activities	18	**1,118,120**
Returns on investments and servicing of finance		
Interest received		1,033
Interest paid		-
Net cash inflow from returns on investments and servicing of finance		**1,033**
Taxation		**(70,597)**
Capital expenditure and financial investment		
Purchase of tangible fixed assets		(112,524)
Sale of tangible fixed assets		303
Net cash outflow from capital expenditure and financial investment		**(112,221)**
Acquisitions		
Purchase of subsidiary undertakings	22	(2,834,467)
Financing		
Issue of loan note		3,255,000
Issue of shares		66,008
Net cash inflow from financing		**3,321,008**
Increase in cash	20	**1,422,876**

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

Other primary statements

Statement of total recognised gains and losses

	04.04.12 to 28.02 13 £
Loss for the financial year	(941,721)
Exchange movement relating to net assets of subsidiary undertakings	10,426
Total gains and losses recognised since the last financial statements	(931,295)

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

Notes to the financial statements

1 Turnover and loss on ordinary activities before taxation

The turnover and loss on ordinary activities before taxation are attributable to providing integrated maintenance and support services to the retail sector

The loss on ordinary activities is stated after

		04.04.12 to 28.02.13 £
Auditors' remuneration		
Audit services		7,500
Non-audit services	- audit of subsidiary undertakings	27,500
	- taxation services	6,500
	- other services	1,500
Depreciation		
Tangible fixed assets owned		97,918
Amortisation – goodwill		150,012
Hire of plant and machinery		141,214
Other operating lease rentals		138,579

2 Directors and employees

Staff costs during the period were as follows

	04.04 12 to 28.02.13 £
Wages and salaries	4,071,811
Social security costs	531,151
Other pension costs	81,884
	4,684,846

The average number of employees of the group, including directors, during the period was

	04.04.12 to 28 02 13 Number
Management and administration	241

Directors and employees (continued)

Remuneration in respect of the directors was as follows

	04 04.12 to 28.02.13 £
Emoluments	300,583

The amounts set out above include remuneration in respect of the highest paid director as follows

	04 04.12 to 28.02.13 £
Emoluments	147,158

3 Net interest

	04 04.12 to 28 02.13 £
Interest payable and similar charges	248,547
Interest receivable and similar income	(1,033)
	247,514

4 Tax on loss on ordinary activities

The tax credit represents

	04.04.12 to 28.02.13 £
Corporation tax	(71,630)
Overseas taxation	1,390
Total current tax	(70,240)
Origination and reversal of timing allowances - deferred tax	(13,936)
Tax on loss on ordinary activities	(84,176)

Tax on loss on ordinary activities (continued)

The tax assessed for the period is higher than the standard rate of corporation tax in the UK of 24% The differences are explained as follows

	04.04 12 to 28.02 13 £
Loss on ordinary activities before tax	(1,025,897)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 24%	(246,215)
Effect of	
Expenses not deductible for tax purposes	56,385
Differences between capital allowances and depreciation	12,583
Unutilised tax losses	111,393
Other timing differences	(3,996)
Differences in overseas tax rates	(390)
Current tax credit for the period	(70,240)

5 Loss for the financial year

The parent company has taken advantage of section 408 of the Companies Act 2006 and has not included its own profit and loss account in these financial statements The parent's loss for the period is £463,123

6 Intangible fixed assets

The group

	Goodwill on consolidation £
Cost	
At 4 April 2012	-
Additions	4,000,325
At 28 February 2013	4,000,325
Amortisation	
At 4 April 2012	-
Charge for the period	150,012
At 28 February 2013	150,012
Net book value	
At 28 February 2013	3,850,313

The company had no intangible fixed assets

7 Tangible fixed assets

The group

	Computer equipment £	Plant and machinery £	Office equipment £	Fixtures and fittings £	Total £
Cost					
On acquisition	333,265	25,081	157,872	71,089	587,307
Additions	51,885	-	49,706	10,933	112,524
Disposals	(49,237)	-	(27,999)	(7,905)	(85,141)
Exchange difference	-	-	282	-	282
At 28 February 2013	335,913	25,081	179,861	74,117	614,972
Depreciation					
On acquisition	243,892	7,681	90,470	55,331	397,374
Provided in the period	51,956	4,819	34,914	6,229	97,918
Eliminated on disposal	(48,623)	-	(25,920)	(7,880)	(82,423)
Exchange difference	-	-	228	-	228
At 28 February 2013	247,225	12,500	99,694	53,680	413,097
Net book amount at 28 February 2013	**88,687**	**12,581**	**80,168**	**20,437**	**201,875**

The company had no tangible fixed assets

8 Fixed asset investments

The company

	Shares in subsidiary undertakings £
Cost and net book value	
At 4 April 2012	-
Additions	4,713,684
At 28 February 2013	**4,713,684**

At 28 February 2013 the company held more than 20% of the allotted share capital of the following undertakings

Subsidiary undertakings	Country of incorporation	Class of share capital held	Proportion held	Nature of business
Seckloe 280 Limited	England	Ordinary	100%	Holding company
Maintenance Management Limited	England	Ordinary	100%*	Retail maintenance and support
Atrium MS International Limited	England	Ordinary	100%	Holding company
Atrium Maintenance France SAS	France	Ordinary	100%*	Retail maintenance and support

* shares held by intermediate holding companies

9 Debtors

	The group 28.02 13 £	The company 28.02 13 £
Amounts falling due within one year		
Trade debtors	31,542,164	-
Amounts owed by group undertakings	-	81,578
Corporation tax	110,837	
Other debtors	156,002	-
Prepayments and accrued income	133,105	-
Called up share capital not paid	26,992	26,992
Deferred tax asset	56,410	-
	32,025,510	108,570

The deferred tax asset is recoverable after more than one year

10 Creditors: amounts falling due within one year

	The group 28 02.13 £	The company 28.02 13 £
Trade creditors	31,246,855	-
Amounts owed to group undertakings	-	341,891
Social security and other taxes	720,497	-
Deferred consideration	900,000	900,000
Other creditors	339,032	20,000
Accruals and deferred income	1,200,159	-
	34,406,543	1,261,891

11 Creditors: amounts falling due after more than one year

	The group 28.02.13 £	The company 28 02 13 £
Shareholder loan	3,503,547	3,503,547
Other creditors	426,939	426,939
	3,930,486	3,930,486

12 Borrowings

Borrowings are repayable as follows

	The group 28.02.13 £	The company 28.02 13 £
After two and within five years		
Shareholder loan	3,503,547	3,503,547

The shareholder loan represents an Unsecured Loan Note of £3,255,000 Interest is payable at 10% per annum and to date has been accrued, compounded and added to, the loan principal The loan is repayable on 1 June 2015

13 Provisions for liabilities and charges

	The group Deferred taxation (note 13) £	The company Deferred taxation (note 13) £
On acquisition – asset	42,474	-
Credit during the period	13,936	-
At 28 February 2013 - asset	**56,410**	**-**

14 Deferred tax

Deferred taxation recognised as an asset in the financial statements is set out below

	28.02.13 £
Differences between capital allowances and depreciation	10,762
Other timing differences	45,648
	56,410

15 Share capital

	28 02.13 £
Authorised	
65,000 A ordinary shares of 30p each	**19,500**
28,000 B ordinary shares of £1 each	**28,000**
	47,500
Allotted, called up and fully paid	
65,000 A ordinary shares of 30p each	**19,500**
Allotted, called up and partly paid	
28,000 B ordinary shares of £1 each	
- unpaid	**26,992**
- paid	**1,008**
	28,000

Allotments during the period

On 1 June 2012, the company allotted 65,000 A ordinary shares at £1 per share and 23,998 B ordinary shares at £1 per share On 20 June 2012 the company issued 4,000 B ordinary shares at £1 per share The A ordinary shares were paid up on issue and the premium arising has been credited to share premium account The B ordinary shares are partly paid Two ordinary shares of £1 each (later re-designated as B ordinary shares) were issued at par value on incorporation

16 Reserves

The group

	Share premium account £	Profit and loss account £
Loss for the period	-	(941,721)
Premium on allotments during the period	45,500	-
Exchange movements	-	10,426
At 28 February 2013	**45,500**	**(931,295)**

The company

	Share premium account £	Profit and loss account £
Loss for the period	-	(463,123)
Premium on allotments during the period	45,500	-
At 28 February 2013	**45,500**	**(463,123)**

17 Reconciliation of movements in shareholders' funds

The group

	£
Loss for the financial period	(941,721)
Dividends paid	-
	(941,721)
Issue of shares	93,000
Exchange movements	10,426
Shareholders' funds at 28 February 2013	**(838,295)**

The company

	£
Loss for the financial period	(463,123)
Dividends paid	-
	(463,123)
Issue of shares	93,000
Shareholders' funds at 28 February 2013	**(370,123)**

18 Reconciliation of operating profit to net cash inflow from operating activities

	28.02.13
	£
Operatıng loss	**(315,254)**
Depreciatıon	**97,918**
Loss on dısposal of fixed assets	**2,414**
Amortısatıon	**150,012**
Exchange movements	**379**
Increase ın debtors	**(9,595,933)**
Increase ın creditors	**11,241,713**
Exceptıonal ıtems	**(463,129)**
Net cash ınflow from operatıng actıvıtıes	**1,118,120**

19 Reconciliation of net cash flow to movement in net debt

	28.02.13
	£
Increase ın cash ın the perıod	1,422,876
Cash ınflow from financıng	(3,255,000)
Change ın net debt resultıng from cash flows	(1,832,124)
Foreıgn exchange movements	(1,840)
Non-cash ıtems	(248,547)
Net debt at 28 February 2013	**(2,082,511)**

20 Analysis of changes in net debt

	On acquısıtıon	Cash flows	Non-cash ıtems	Exchange movements	At 28 February 2013
	£	£	£	£	£
Net cash					
Cash ın hand and at bank	-	1,420,561	-	475	**1,421,036**
Overdraft	-	2,315	-	(2,315)	-
	-	1,422,876	-	(1,840)	**1,421,036**
Debt fallıng due after more than one year	-	(3,255,000)	(248,547)		**(3,503,547)**
	-	(1,832,124)	(248,547)	(1,840)	**(2,082,511)**

21 Non-cash transactions

Interest accrued but not paıd on the shareholder loan note durıng the perıod amounted to £248,547

22 Acquisitions

On 1 June 2012, the company acquired the entire share capital of Seckloe 280 Limited and Atrium M S International Limited for a consideration of £4,266,745

The assets and liabilities acquired were as follows

	Book value £	Adjustments £	Fair value £
Book value and fair value at date of acquisition			
Intangible fixed assets			
Tangible fixed assets	189,933	-	189,933
Debtors	22,195,676	-	22,195,676
Deferred tax asset	39,474	3,000	42,474
Cash at bank	564,274	-	564,274
Total assets	22,989,357	3,000	22,992,357
Bank loans and overdrafts	31,996	-	31,996
Creditors	22,878,002	(661,000)	22,217,002
Corporation tax	69,000	(39,000)	30,000
Total liabilities	22,317,998	(700,000)	22,278,998
Net assets			713,359
Goodwill			4,000,325
			4,713,684
Satisfied by			
Cash			3,000,000
Deferred consideration			900,000
Expenses			813,684
			4,713,684

Fair value adjustments have been made for the release of various liabilities recorded in the pre-acquisition period but have not subsequently crystallised (£661,000) and the recognition of current and deferred tax credits which are attributable to the pre-acquisition period (£42,000)

The deferred consideration has been settled since the period end

Acquisitions (continued)

The subsidiary undertakings acquired during the period made the following contributions to, and utilisations of, group cash flow

	28.02.13
	£
Net cash inflow from operating activities	1,332,931
Returns on investment and servicing of finance	1,033
Taxation	(70,597)
Capital expenditure and financial investment	(112,221)
	1,151,147

Analysis of net outflow of cash in respect of the purchase of the subsidiary undertakings

	28.02.13
	£
Cash at bank and in hand acquired	(564,274)
Bank overdrafts acquired	31,996
	(532,278)
Cash consideration	3,000,000
Expenses paid	366,745
	2,834,467

23 Capital commitments

The company and group had no capital commitments at 28 February 2013

24 Contingent liabilities

There were no contingent liabilities at 28 February 2013

25 Retirement benefits

Defined Contribution Pension Schemes
The group operates defined contribution pension schemes for the benefit of its employees The assets of the schemes are administered by trustees in funds independent from those of the company

25 Related party transactions

The group's principal subsidiary undertaking, Maintenance Management Limited, purchased goods and services from Emprise Services plc during the period from 1 June 2012 to 8 January 2013 to the value of £9,202,485 These companies were subject to common directorships during this period These transactions were conducted in the normal course of business and on an arm's length basis

The group is principally funded by a loan from its main shareholder The terms of the loan are described in note 11 of the financial statements