

UL LEARNING RESOURCES LIMITED

FINANCIAL STATEMENTS

31 JULY 2011

**UL LEARNING RESOURCES LIMITED
TRUSTEES' AND DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JULY 2011**

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**UL LEARNING RESOURCES LIMITED
TRUSTEES' AND DIRECTORS' REPORT**

The trustees, who are also directors of the charity for the purposes of the Companies Act, present the annual report and the audited financial statements for the year ended 31 July 2011. The trustees have adopted the provisions of the Statement of Recommended Practice (SORP)

**UL LEARNING RESOURCES LIMITED
TRUSTEES' AND DIRECTORS' REPORT**
(continued)

The University of Lincoln holds 100% of the ordinary share capital of the company.

All strategic and operating activities of the company, including recruitment, appointment, induction and training of trustees and all decision making are undertaken by the University of Lincoln, which is also a charity, regulated by the Higher Education Funding Council for England.

The company is administered by the finance department of the University of Lincoln.

The trustees have identified the major risks to which the company is exposed and systems have been established to mitigate those risks.

Public benefit

To further its charitable purpose, the company grants free use of the Architecture Building to the University of Lincoln.

Political and charitable contributions

The company made no political or charitable donations during the year (2010: £nil).

Liability insurance

During the year the company maintained liability insurance for its officers.

Principal advisers

Bankers	LloydsTSB 202 High Street Lincoln LN5 7AP
External auditors	Deloitte LLP 4 Brindley Place Birmingham B1 2HZ

UL LEARNING RESOURCES LIMITED
TRUSTEES' AND DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JULY 2011

Disclosure of information to auditors

At the date of making this report each of the company's directors confirm the following:

- So far as the directors are aware, there is no relevant information needed by the company's auditor in connection with preparing their report of which the company's auditor is unaware, and
- The directors have taken all steps that they ought to have taken as a director in order to make themselves aware of any relevant information needed by the company's auditor in connection with preparing their report and to establish that the company's auditors are aware of that information.

By Order of the Board



Professor M. Stuart
Director
15/11/11

Registered Office:
UL Learning Resources Limited
Company number: 323911
Bridford Pool
Lincoln
LN6 7JL
21 November 2011

UL LEARNING RESOURCES LIMITED STATEMENT OF TRUSTEES' RESPONSIBILITIES

The trustees (who are also directors of UL Learning Resources Limited for the purposes of company law) are responsible for preparing the Trustees' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the trustees to prepare financial statements for each financial year. Under company law the trustees 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 charitable company and of the incoming resources and application of resources, including the income and expenditure, of the charitable company for that period. In preparing these financial statements, the trustees are required to:

- select suitable accounting policies and then apply them consistently;
- observe the methods and principles in the Charities SORP;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charitable company will continue in business.

The trustees are responsible for keeping adequate accounting records that are sufficient to show and explain the charitable company's transactions and disclose with reasonable accuracy at any time the financial position of the charitable 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 charitable company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In so far as the trustees are aware:

- there is no relevant audit information of which the charitable company's auditor is unaware;
- and
- the trustees 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 trustees are responsible for the maintenance and integrity of the corporate and financial information included on the charitable company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

INDEPENDENT AUDITOR'S REPORT TO THE TRUSTEES OF UL LEARNING RESOURCES LIMITED

We have audited the financial statements of UL Learning Resources Limited for the year ended 31 July 2011 which comprise the accounting policies, statement of financial activities, balance sheet, and notes 1 to 18. 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 charitable 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 charitable 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 charitable company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of trustees and auditors

As explained more fully in the Trustees' Responsibilities Statement, the trustees (who are also the directors of the charitable company for the purposes of company law) 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 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

**INDEPENDENT AUDITOR'S REPORT TO THE TRUSTEES OF
SCHOOL LEARNING RESOURCES LIMITED**

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;
 - the financial statements are not in agreement with the accounting records and returns; or
 - certain disclosures of trustees' remuneration specified by law are not made; or
 - we have not received all the information and explanations we require for our audit.
- or the trustees were not enabled to prepare the financial statements in accordance with the Companies Act 2006.

David Hall, 12/11



David Hall FCA
Senior Statutory Auditor
for and on behalf of
Chartered Accountants
31 Abchurch Lane
London EC4N 3DF
Date: 23 October 2011

UL LEARNING RESOURCES LIMITED
COMPANY NUMBER: 3023911
BALANCE SHEET AS AT 31 JULY 2011

	Note	2011		2010	
		£	£	£	£
Fixed assets					
Tangible fixed assets	9		11,49,939		12,026,890
Current assets					
Debtors	10	167		254	
Cash at bank and in hand		1,049		5,539	
		<u>1,016</u>		<u>5,793</u>	
Creditors Amounts falling due within the year	11	(837,095)		(842,618)	
Net current liabilities			(1,36,079)		(336,861)
Total assets less current liabilities			11,11,360		11,110,029
Called up share capital	12		13,940,037		13,940,037
Unrealised funds	13		(2,01,777)		(2,01,777)
Equity attributable to shareholders	13		11,91,360		11,110,029

These financial statements are prepared in accordance with the special provisions of small companies under Part 25 of the Companies Act 2006.

These financial statements were approved by the Board of Directors on 21 November 2011 and were signed on its behalf by:


 Director

 Director

UL LEARNING RESOURCES LIMITED
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2011
(continued)

1 Accounting policies

The following accounting policies have been applied consistently in the current and prior period in dealing with items which are considered material in relation to the company's financial statements.

Basis of accounting

The financial statements have been prepared in accordance with applicable accounting standards and the Statement of Recommended Practice (SORP), "Accounting and Reporting by Charities", published in 2005 and under the historical cost accounting rules. The charity adapted the Companies Act formats to reflect the special nature of the charity's activities.

The company has also taken advantage of the exemption from preparing a cash flow statement conferred by Financial Reporting Standard No. 1 on the grounds that it is a wholly owned subsidiary.

Going concern

It is intended to transfer the assets of the company to the University of Lincoln and wind up the company.

As a result the directors have prepared the financial statements on the basis other than going concern. No material adjustments arose as a result of ceasing to apply the going concern basis.

Company status

The charity is a company limited by shares.

Incoming Resources

Incoming resources represents the amounts, excluding value added tax, derived from the provision of property letting during the year. All income is within the United Kingdom.

Fixed assets and depreciation

Depreciation is provided by the company to write off the cost less the estimated residual value of tangible fixed assets by equal instalments over their estimated useful economic lives as follows:

Land and buildings - 2% per annum

Operating leases

Rental income and costs on operating leases are recognised in the Statement of Financial Activities in equal annual amounts over the period of the leases.

Taxation

The company is a registered charity and the financial statements are prepared on the basis that its activities are not liable to Income Tax or Corporation Tax.

UL LEARNING RESOURCES LIMITED
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2011
(continued)

1 Accounting policies (continued)

Resources expended

All expenditure is accounted for on an accruals basis and has been classified under headings that aggregate all costs related to the category. Note 5 of the 'Notes on the financial statements' shows a breakdown of items included in 'Management and administration'. These are costs which do not directly relate to the main activities of the company.

2 Activities in furtherance of the charity's objects

	2011	2010
	£	£
Property lease rental income	<u>2,000</u>	<u>159,320</u>

UL LEARNING RESOURCES LIMITED
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2011
(continued)

6 Total resources expended

	Depreciation	Other direct costs	2011 Total	2010 Total
	£	£	£	£
Provision of learning facilities costs	276,951	-	276,951	276,950
Property leasing and licensing costs	-	-	-	170,365
Management and administration costs	<u>-</u>	<u>1,245</u>	<u>1,245</u>	<u>1,284</u>
	<u>276,951</u>	<u>1,245</u>	<u>278,196</u>	<u>448,599</u>

Other direct costs include:

	2011	2010
	£	£
Auditor's remuneration	1,000	1,170
Operating lease rentals	<u>-</u>	<u>170,365</u>

7 Remuneration of trustees

The trustees did not receive any remuneration from the company during the year (2010: £nil).

8 Employees

The company has no employees (2010: nil).

9 Tangible fixed assets

	Freehold land and buildings £
Cost	
At 1 August 2010 and 31 July 2011	<u>13,841,716</u>
Depreciation	
At 1 August 2010	1,814,826
Charge for the year	<u>276,951</u>
At 31 July 2011	<u>2,091,777</u>
Net book value at 31 July 2011	<u>11,749,939</u>
Net book value at 31 July 2010	<u>12,026,890</u>
All fixed assets are held for direct charitable purposes.	

Freehold land and buildings with a net book value of £9,691,391 are subject to a charge in respect of an external loan granted to the University of Lincoln.

UL LEARNING RESOURCES LIMITED
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2011
(continued)

9 Tangible fixed assets (continued)

It is not practicable to quantify the difference between the carrying value and the market value of freehold land and buildings.

10 Debtors: amounts falling due within one year

	2011 £	2010 £
Prepayments and accrued income	<u>167</u>	<u>254</u>

11 Creditors: amounts falling due within one year

	2011 £	2010 £
Trade creditors	-	294
Amounts owed to the University of Lincoln	829,368	827,868
Taxation	6,476	13,041
Accruals and deferred income	<u>1,251</u>	<u>1,455</u>
	<u>837,095</u>	<u>842,658</u>

12 Called up share capital

	2011 £	2010 £
Allotted, called up and fully paid Ordinary shares of £1 each	<u>13,930,637</u>	<u>13,930,637</u>

13 Statement of funds

a) Reconciliation of movements in equity shareholders' funds

	2011 £	2010 £
Opening shareholders' funds	11,190,025	11,479,295
Net movement in funds for the year	<u>(276,165)</u>	<u>(289,270)</u>
Closing shareholders' funds	<u>10,913,860</u>	

UL LEARNING RESOURCES LIMITED
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2011
(continued)

14 Parent undertaking

The company is wholly owned by the University of Lincoln, a corporation set up in pursuance of the Education Reform Act 1988. Copies of the financial statements of the University of Lincoln may be obtained from the University.

15 Control of the company

Throughout the year, the company has been controlled by the directors, who are also the trustees.

16 Related Party Transactions

The company has taken advantage of the FRS8 exemption not to disclose rParty TTJ22.3257 ODT.15