

Company number 00499495

Shaftesbury Square Properties Limited
Directors' report and financial statements
31 December 2010

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Directors

J D Burns
N Q George
S P Silver
D G Silverman
P M Williams
D M A Wisniewski

Secretary and registered office

T J Kite
25 Savile Row
London
W1S 2ER

Company number

499495

Auditors

BDO LLP
55 Baker Street
London
W1U 7EU

Directors' report

Principal activities and future developments

The Company holds an investment in a joint venture. The directors foresee no material change in the nature of the Company's activities.

Financial review and dividends

The results for the year are set out in the profit and loss account on page 4. The directors do not recommend payment of a dividend (2009: £nil).

Charitable and political contributions

There were no charitable donations or political contributions in the year (2009: £nil).

Directors

The directors who held office during the year were as follows:

J D Burns

N Q George

C J Odom (resigned 1 February 2010)

S P Silver

D G Silverman

P M Williams

D M A Wisniewski (appointed 1 February 2010)

Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Business review exemption

This report has been prepared in accordance with the special provisions for small companies under Part 15 and section 417(1) of the Companies Act 2006.

Auditors

BDO LLP have expressed their willingness to continue in office. Under the Companies Act 2006 section 487(2) they will be automatically re-appointed as auditors 28 days after these accounts are sent to the members, unless the members exercise their rights under the Companies Act 2006 to prevent their re-appointment.

Statement of directors' responsibilities in respect of the directors' report and the financial statements

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 those 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,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- 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.

By order of the board



T J Kite
Secretary
25 Savile Row
London
W1S 2ER

16 June 2011

Independent auditors' report to the members of Shaftesbury Square Properties Limited

We have audited the financial statements of Shaftesbury Square Properties Limited for the year ended 31 December 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 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 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 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 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 company's affairs as at 31 December 2010 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 requirements of the Companies Act 2006.

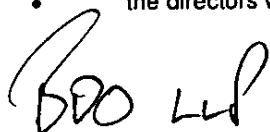
Opinion on other matters prescribed by the Companies Act 2006

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.

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, or
- the directors were not entitled to prepare the directors' report in accordance with the small companies' regime.



Richard Kelly (senior statutory auditor)
For and on behalf of BDO LLP, statutory auditor
London
United Kingdom

16 June 2011

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

Shaftesbury Square Properties Limited

Profit and loss account for the year ended 31 December 2010

	Note	2010 £	2009 £
Interest receivable and similar income	4	110,526	-
Dividend receivable		-	70,000
Write-down of investment in joint venture	6	-	(33,958)
		<hr/>	<hr/>
Profit on ordinary activities		110,526	36,042
Tax on profit on ordinary activities	5	-	-
		<hr/>	<hr/>
Profit for the year after tax		110,526	36,042
		<hr/>	<hr/>

All amounts relate to continuing activities

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

There are no differences between the results presented above and those on a historic cost basis

The notes on pages 6 to 9 form part of these financial statements

Shaftesbury Square Properties Limited

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Balance sheet at 31 December 2010

	Note	2010 £	2009 £
Non-current assets			
Investment in joint ventures	6	2,087	2,087
		<u>2,087</u>	<u>2,087</u>
Current assets			
Debtors falling due within one year	7	2,356,977	2,232,701
		<u>2,356,977</u>	<u>2,232,701</u>
Current liabilities			
Creditors falling due within one year	8	(13,750)	-
		<u>2,343,227</u>	<u>2,232,701</u>
Net current assets			
		<u>2,343,227</u>	<u>2,232,701</u>
Net assets		<u>2,345,314</u>	<u>2,234,788</u>
Capital and reserves			
Called up share capital	9	10,000	10,000
Profit and loss account	10	2,335,314	2,224,788
		<u>2,345,314</u>	<u>2,234,788</u>
Equity shareholders' funds		<u>2,345,314</u>	<u>2,234,788</u>

These financial statements were approved by the board of directors on 16 June 2011 and were signed on its behalf by



Director

DMA WISNIEWSKI

The notes on pages 6 to 9 form part of these financial statements

Shaftesbury Square Properties Limited

1 Basis of Preparation

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules, as modified by the revaluation of certain properties and in accordance with the Companies Act 2006

Under FRS 1 the Company is exempt from the requirement to prepare a cash flow statement on the grounds that its ultimate parent undertaking includes the Company in its own published consolidated financial statements

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements

2 Accounting policies

Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19

Investment in Joint Venture

The Company's investment in the joint venture is stated at directors' valuation on a basis which takes account of the net assets of the joint venture at 31 December 2010 which will include, where applicable, the investment property valued at open market

3 Operating profit

Audit fees are paid by Derwent London plc

The Company does not have any employees (2009 nil) and there were no directors' emoluments (2009 £nil)

4 Interest receivable and similar income

	2010 £	2009 £
Intercompany interest	110,526	-
	<hr/>	<hr/>
	110,526	-
	<hr/>	<hr/>

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5 Tax on profit on ordinary activities

There is no tax charge for the period (2009 nil)

Factors affecting the tax for the year

The current tax charge for the period is lower (2009 lower) than the standard rate of corporation tax in the UK. The differences are explained below

	2010 £	2009 £
Current tax reconciliation		
Profit on ordinary activities before taxation	110,526	36,042
Current tax at 28% (2009 28%)	30,947	10,092
Effects of		
Impairment of investment property	-	9,508
Group relief claimed not paid	(30,947)	(31,013)
Transfer pricing adjustment	-	31,013
Group dividends	-	(19,600)
Current tax charge for the year	-	-

6. Investment in Joint Venture

Name	Percentage Holding	Country of registration	Activity
Miller (Swinton) Limited	50	England and Wales	Property investment

The joint venture investment has sold the property it owned

Valuation	£
At 1 January 2010	2,087
	2,087
At 31 December 2010	

The financial results of the joint venture are as follows

- Net profit for the year ended 31 December 2010 £nil (2009 £72,083)
- Total net assets as at 31 December 2010 £4,173 (2009 £4,173)

7. Debtors

	2010 £	2009 £
Falling due within one year		
Amounts due from group undertakings	2,356,977	2,232,701
	2,356,977	2,232,701

8 Creditors

	2010 £	2009 £
Falling due within one year		
Other creditors	13,750	-
	<u>13,750</u>	<u>-</u>
	<u>13,750</u>	<u>-</u>

9 Called up share capital

	2010 £	2009 £
Authorised		
10,000 ordinary shares of £1 each	10,000	10,000
	<u>10,000</u>	<u>10,000</u>
	<u>10,000</u>	<u>10,000</u>
Allotted, called up and fully paid		
10,000 ordinary shares of £1 each	10,000	10,000
	<u>10,000</u>	<u>10,000</u>

10 Reserves

	Profit and loss account £
At 1 January 2010	2,224,788
Profit for the financial year	110,526
	<u>2,335,314</u>
At 31 December 2010	<u>2,335,314</u>

11 Reconciliation of movements in equity shareholders' funds

	2010 £	2009 £
Profit for the financial year	110,526	36,042
	<u>110,526</u>	<u>36,042</u>
Net movement in shareholders' funds	2,234,788	2,198,746
Opening shareholders' funds	<u>2,345,314</u>	<u>2,234,788</u>
Closing shareholders' funds	<u>2,345,314</u>	<u>2,234,788</u>

12 Related party transactions

As a wholly owned subsidiary of Derwent London plc the Company has taken advantage of the exemption contained in FRS 8 "Related party disclosures" and has therefore not disclosed transactions or balances with entities which form part of the group

13 Parent company

The Company's immediate parent undertaking is Derwent Valley Limited, a company incorporated in England and Wales

The Company's ultimate parent company is Derwent London plc, a company incorporated in England and Wales, whose registered office is at 25 Savile Row, London, W1S 2ER. Copies of the consolidated group accounts can be obtained from this address