

Registration number: 00675355

County & District Properties Limited

Annual Report and Financial Statements

for the Year Ended 31 December 2016

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County & District Properties Limited

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County & District Properties Limited

Company Information

Directors	A Wyllie A O Bickerstaff T G Bowen
Company secretary	T A Wood
Registered office	Costain House Wanwall Business Park Maidenhead Berkshire SL6 4UB
Auditors	KPMG LLP 15 Canada Square London E14 5GL

County & District Properties Limited

Directors' Report for the Year Ended 31 December 2016

The directors present their report and the financial statements for the year ended 31 December 2016.

Directors' of the company

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

A Wyllie

A O Bickerstaff

T G Bowen

Principal activity

The principal activity of the company is land development.

Dividends

The directors do not recommend the payment of a dividend for the year ended 31 December 2016 (2015: £Nil).

Business review

Fair review of the business

The profit before tax for the year ended 31 December 2016 is £5,307 (2015: Profit of £113,383).

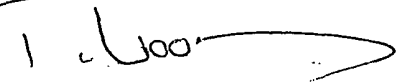
Disclosure of information to the auditors

Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditor is unaware.

Reappointment of auditors

During 2016, Costain Group PLC, the company's ultimate parent, decided to change its auditors in recognition of good governance. A number of firms were approached to tender for the audit and it has been recommended to the Board that PricewaterhouseCoopers LLP be proposed as auditor of Costain Group PLC and its subsidiary companies. As a result of the tender, KPMG LLP's appointment will expire following the approval of these accounts by the directors and appointment of PricewaterhouseCoopers LLP as the company's auditor for the financial year ending 31 December 2017 will be proposed at the company's AGM.

Approved by the Board on 26 April 2017 and signed on its behalf by:



.....
T A Wood
Company secretary

County & District Properties Limited

Statement of 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 Accounting Standards and applicable law (United Kingdom Generally Accepted Accounting Practice), including FRS 101 'Reduced Disclosure Framework' ('FRS 101').

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 apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Independent Auditor's Report to the members of County & District Properties Limited

We have audited the financial statements of County & District Properties Limited for the year ended 31 December 2016, set out on pages 6 to 16. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice), including FRS 101 *'Reduced Disclosure Framework'*.

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 Statement of Directors' Responsibilities (set out on page 3), 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 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.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year is consistent with the financial statements.

Based solely on the work required to be undertaken in the course of the audit of the financial statements and from reading the Directors' Report:

- we have not identified material misstatements in that report; and
- in our opinion, that report has been prepared in accordance with the Companies Act 2006.

Opinion on the financial statements

In our opinion the financial statements:

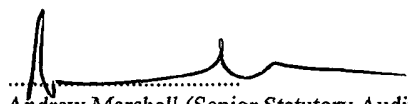
- give a true and fair view of the state of the company's affairs as at 31 December 2016 and of its profit for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Independent Auditor's Report to the members of County & District Properties 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; 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 take advantage of the small companies exemption from the requirement to prepare a strategic report.



.....
Andrew Marshall (Senior Statutory Auditor)
For and on behalf of KPMG LLP, Statutory Auditor
15 Canada Square
London
E14 5GL

26 April 2017.

County & District Properties Limited

Profit and Loss Account for the Year Ended 31 December 2016

	Note	2016 £	2015 £
Turnover		10,517	331,798
Cost of sales		<u>1,806</u>	<u>(211,911)</u>
Operating profit	3	12,323	119,887
Finance costs	6	<u>(7,016)</u>	<u>(6,504)</u>
Profit before tax		<u>5,307</u>	<u>113,383</u>
Profit for the year		<u><u>5,307</u></u>	<u><u>113,383</u></u>

The above results were derived from continuing operations.

The notes on pages 10 to 16 form an integral part of these financial statements.

County & District Properties Limited

Statement of Comprehensive Income for the Year Ended 31 December 2016

	Note	2016 £	2015 £
Profit for the year		<u>5,307</u>	<u>113,383</u>
Total comprehensive income for the year		<u><u>5,307</u></u>	<u><u>113,383</u></u>

The notes on pages 10 to 16 form an integral part of these financial statements.

County & District Properties Limited

(Registration number: 00675355)
Balance Sheet as at 31 December 2016

	Note	2016 £	2015 £
Fixed assets			
Tangible assets	8	199,889	199,889
Current assets			
Debtors	9	24,009,000	24,000,000
Creditors: Amounts falling due within one year			
Trade and other creditors	11	(292,232)	(281,867)
Net current assets		<u>23,716,768</u>	<u>23,718,133</u>
Total assets less current liabilities		23,916,657	23,918,022
Provisions for liabilities	13, 7	(20,000)	(26,672)
Net assets		<u>23,896,657</u>	<u>23,891,350</u>
Capital and reserves			
Called up share capital	14	93,650,203	93,650,203
Share premium reserve		1,064,434	1,064,434
Profit and loss account		(70,817,980)	(70,823,287)
Shareholders' funds		<u>23,896,657</u>	<u>23,891,350</u>

Approved by the Board on 26 April 2017 and signed on its behalf by:



T G Bowen
Director

County & District Properties Limited

Statement of Changes in Equity for the Year Ended 31 December 2016

	Share capital £	Share premium £	Retained earnings £	Total £
At 1 January 2016	93,650,203	1,064,434	(70,823,287)	23,891,350
Profit for the year	-	-	5,307	5,307
Total comprehensive income	-	-	5,307	5,307
At 31 December 2016	93,650,203	1,064,434	(70,817,980)	23,896,657

	Share capital £	Share premium £	Retained earnings £	Total £
At 1 January 2015	93,650,203	1,064,434	(70,936,670)	23,777,967
Profit for the year	-	-	113,383	113,383
Total comprehensive income	-	-	113,383	113,383
At 31 December 2015	93,650,203	1,064,434	(70,823,287)	23,891,350

The notes on pages 10 to 16 form an integral part of these financial statements.

County & District Properties Limited

Notes to the Financial Statements for the Year Ended 31 December 2016

1 General information

The company is a private company limited by share capital incorporated in England and Wales and domiciled in England.

The address of its registered office is:

Costain House
Wanwall Business Park
Maidenhead
Berkshire
SL6 4UB
UK

These financial statements were authorised for issue by the Board on 26 April 2017.

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of preparation

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework.

County & District Properties Limited

Notes to the Financial Statements for the Year Ended 31 December 2016 (continued)

2 Accounting policies (continued)

Summary of disclosure exemptions

The company has taken advantage of the following disclosure exemptions under FRS 101:

- (a) The requirements of IAS 1 to provide a Balance Sheet at the beginning of the year in the event of a prior year adjustment;
- (b) The requirements of IAS 1 to provide a Statement of Cash flows for the year;
- (c) The requirements of IAS 1 to provide a statement of compliance with IFRS;
- (d) The requirements of IAS 1 to disclose information on the management of capital;
- (e) The requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors to disclose new IFRS's that have been issued but are not yet effective;
- (f) The requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member;
- (g) The requirements of paragraph 17 of IAS 24 Related Party Disclosures to disclose key management personnel compensation;
- (h) The requirements of IFRS 7 to disclose financial instruments; and
- (i) The requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement to disclose information of fair value valuation techniques and inputs.

Disclosure exemptions for subsidiaries are permitted where the relevant disclosure requirements are met in the consolidated financial statements. Where required, equivalent disclosures are given in the group accounts of Costain Group PLC.

Going concern

The financial statements have been prepared on a going concern basis.

Changes in accounting policy

None of the standards, interpretations and amendments effective for the first time from 1 January 2016 have had a material effect on the financial statements.

Revenue recognition

Turnover represents gross rental and management income from properties (excluding value added tax).

The company recognises revenue when:

The amount of revenue can be reliably measured;
it is probable that future economic benefits will flow to the entity;
and specific criteria have been met for each of the company activities.

The notes on pages 10 to 16 form an integral part of these financial statements.

County & District Properties Limited

Notes to the Financial Statements for the Year Ended 31 December 2016 (continued)

2 Accounting policies (continued)

Tax

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.

Deferred tax is measured at the rates that are expected to apply in the periods when the timing differences are expected to reverse, based on the tax rates and law enacted at the balance sheet date.

A net deferred tax asset is regarded as recoverable and therefore recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Property, plant and equipment

Freehold land held for development is held at cost less impairment.

Trade debtors

Trade debtors are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of trade debtors is established when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the debt.

Trade creditors

Trade creditors are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

Provisions

Provisions are recognised when the company has a present obligation (legal or constructive) as a result of a past event, it is probable that the group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the directors' best estimate of the expenditure required to settle the obligation at the reporting date and are discounted to present value where the effect is material.

Leases

Leases in which substantially all the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

3 Operating profit

	2016	2015
	£	£
Operating lease expense - property	-	298,493

The notes on pages 10 to 16 form an integral part of these financial statements.

County & District Properties Limited

Notes to the Financial Statements for the Year Ended 31 December 2016 (continued)

4 Auditor's remuneration

The deemed audit fee for the company was £2,000 (2015: £2,000).

There are no fees paid to KPMG LLP for other services other than the statutory audit of the company. The audit fee was borne by another group company.

5 Staff costs

No emoluments are paid to the directors of the company during the period (2015: £Nil).

There were no staff employed during the year (2015: Nil).

6 Interest payable and similar charges

	2016 £	2015 £
Interest expense payable to group undertakings	<u>7,016</u>	<u>6,504</u>

7 Income tax

The tax on profit before tax for the year is the same as the standard rate of corporation tax in the UK (2015 - the same as the standard rate of corporation tax in the UK) of 20% (2015 - 20.25%).

The differences are reconciled below:

	2016 £	2015 £
Profit before tax	<u>5,307</u>	<u>113,383</u>
Corporation tax at standard rate	1,061	22,960
Increase (decrease) arising from group relief tax reconciliation	(1,061)	(5,545)
Increase (decrease) in current tax from unrecognised temporary difference from a prior period	<u>-</u>	<u>(17,415)</u>
Total tax charge/(credit)	<u>-</u>	<u>-</u>

The rate of corporation tax reduces to 19% with effect from 1 April 2017 and to 17% with effect from 1 April 2020.

The Company has other deferred taxation assets that have not been recognised on the basis that their future economic benefit was not assured as at the balance sheet date. Tax relief will be obtained if suitable profits arise in future accounting periods.

County & District Properties Limited

Notes to the Financial Statements for the Year Ended 31 December 2016 (continued)

7 Income tax (continued)

	2016 £	2015 £
Other timing differences	20,000	20,000
	<u>20,000</u>	<u>20,000</u>

8 Property, plant and equipment

	Land held for development £	Total £
Cost or valuation		
At 1 January 2016	<u>199,889</u>	<u>199,889</u>
At 31 December 2016	<u>199,889</u>	<u>199,889</u>
Depreciation		
Carrying amount		
At 31 December 2016	<u>199,889</u>	<u>199,889</u>
At 31 December 2015	<u>199,889</u>	<u>199,889</u>

9 Debtors

	2016 £	2015 £
Trade debtors	8,125	-
Amounts owed by group undertakings	24,000,860	24,000,000
Other debtors	15	-
	<u>24,009,000</u>	<u>24,000,000</u>

10 Cash and cash equivalents

The Company's bankers have the right to set off the Company's principal bank balance when in credit against borrowings by, a fellow subsidiary, Richard Costain Limited. In addition, these arrangements require that all cash balances are transferred to Richard Costain Limited on a daily basis; such arrangements are commonplace in large groups and facilitate effective cash management. The Company's cash balance is replaced with an inter-company receivable from Richard Costain Limited.

The directly held cash balance at 31 December 2016 was £Nil (2015: £Nil).

County & District Properties Limited

Notes to the Financial Statements for the Year Ended 31 December 2016 (continued)

11 Trade and other creditors

Current

	2016 £	2015 £
Trade creditors	1,901	3,224
Amounts owed to group undertakings	290,331	259,415
Other creditors	-	19,228
	<u>292,232</u>	<u>281,867</u>

12 Obligations under leases

Operating leases

The amount of non-cancellable operating lease payments recognised as an expense during the year was £Nil (2015 - £298,493)

13 Other provisions

	Other provisions £	Total £
At 1 January 2016	26,672	26,672
Provisions used	<u>(6,672)</u>	<u>(6,672)</u>
At 31 December 2016	<u>20,000</u>	<u>20,000</u>
Current liabilities	<u>20,000</u>	<u>20,000</u>

The outstanding provision is for dilapidations and it is expected to be utilised in the next year.

14 Share capital

Allotted, called up and fully paid shares

	2016		2015	
	No.	£	No.	£
Ordinary shares of £0.01 each	<u>9,365,020,300</u>	<u>93,650,203</u>	<u>9,365,020,300</u>	<u>93,650,203</u>

The notes on pages 10 to 16 form an integral part of these financial statements.

County & District Properties Limited

Notes to the Financial Statements for the Year Ended 31 December 2016 (continued)

15 Contingent liabilities

The Company has entered into cross guarantees together with the ultimate parent company and certain fellow group undertakings for borrowing facilities made available for the group. At 31 December 2016 these liabilities amounted to £69.9 million (2015: £38.5 million)

There are also contingent liabilities in respect of guarantees of performance bonds and other undertakings entered in the ordinary course of business by fellow group undertakings.

16 Parent and ultimate parent undertaking

The company's immediate parent is Costain Group PLC.

The ultimate parent is Costain Group PLC.

The parent of the largest group producing publicly available financial statements in which these financial statements are consolidated is Costain Group PLC. These financial statements are available upon request from Costain House, Vanwall Business Park, Maidenhead, Berkshire, SL6 4UB.

The ultimate controlling party is Costain Group PLC.