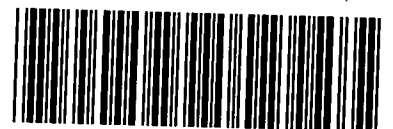


Derwent Developments Limited
Financial statements
30 September 2014

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Derwent Developments Limited

Financial statements

Year ended 30 September 2014

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Derwent Developments Limited

Officers and professional advisers

The board of directors

Andrew R Cunningham
Nick P On
Nicholas M F Jopling
Mark Greenwood

Company secretary

Michael P Windle

Registered office

Citygate
St James' Boulevard
Newcastle Upon Tyne
NE1 4JE

Auditor

PricewaterhouseCoopers LLP
Chartered Accountants
& Statutory Auditor
Central Square South
Orchard Street
Newcastle upon Tyne
NE1 3AZ

Bankers

Barclays Bank Plc
Barclays House
71 Grey Street
Newcastle Upon Tyne
NE99 1JP

Solicitors

Bond Dickinson LLP
St Ann's Wharf
112 Quayside
Newcastle Upon Tyne
NE99 1SB

Derwent Developments Limited

Directors' report

Year ended 30 September 2014

The directors present their report and the financial statements of the company for the year ended 30 September 2014.

Principal activities

The principal activity of the company during the year was property development and trading.

Directors

The directors who served the company during the year were as follows:

Andrew R Cunningham
Nick P On
Peter Q P Couch
Nicholas M F Jopling
Mark Greenwood

Peter Q P Couch resigned as a director on 31 January 2014.

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 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 year.

In preparing these 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;
- 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.

Each of the persons who is a director at the date of approval of this report confirm that:

- so far as each director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- each director has taken all steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditor

A tender process for the external audit has recently concluded and the Board of Grainger plc resolved to appoint KPMG LLP as auditors of the company for the year ended 30 September 2015.

Derwent Developments Limited

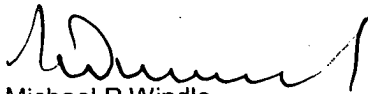
Directors' report *(continued)*

Year ended 30 September 2014

Small company provisions

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

Signed by order of the directors



Michael P Windle
Company Secretary

Approved by the directors on 23 February 2015

Derwent Developments Limited

Independent auditor's report to the shareholders of Derwent Developments Limited

Year ended 30 September 2014

Report on the financial statements

Our opinion

In our opinion, Derwent Developments Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 30 September 2014 and of its loss 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.
-

What we have audited

Derwent Developments Limited's financial statements comprise:

- the balance sheet as at 30 September 2014;
- the profit and loss account for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

Opinion on other matter 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.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: prepare financial statements in accordance with the small companies regime; take advantage of the small companies exemption in preparing the Directors' Report; and take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.

Derwent Developments Limited

Independent auditor's report to the shareholders of Derwent Developments Limited *(continued)*

Year ended 30 September 2014

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Directors' Responsibilities Statement, 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 ISAs (UK & Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

What an audit of financial statements involves

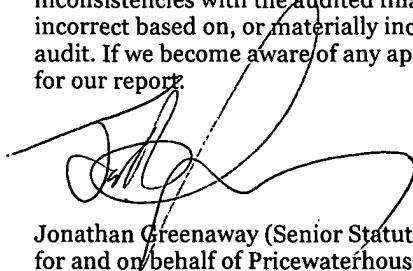
We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Financial statements to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.



Jonathan Greenaway (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Newcastle upon Tyne
23 February 2015

Derwent Developments Limited

Profit and loss account

Year ended 30 September 2014

	Note	2014 £	2013 £
Turnover	2	38,057	100,149
Cost of sales		(153,398)	(293,381)
Gross loss		(115,341)	(193,232)
Administrative expenses		(2,907,559)	(15,855)
Operating loss	3	(3,022,900)	(209,087)
Interest receivable	4	2,099,283	2,067,556
(Loss)/profit on ordinary activities before taxation		(923,617)	1,858,469
Tax on (loss)/profit on ordinary activities	5	203,196	(436,740)
(Loss)/profit for the financial year		(720,421)	1,421,729
Balance brought forward		32,823,848	31,402,119
Balance carried forward		32,103,427	32,823,848

All of the activities of the company are classed as continuing.

Statement of total recognised gains and losses

There are no recognised gains or losses other than the loss of £720,421 attributable to the shareholders for the year ended 30 September 2014 (2013 - profit of £1,421,729).

The notes on pages 8 to 11 form part of these financial statements.

Derwent Developments Limited

Balance sheet

30 September 2014

	Note	2014 £	2013 £
Fixed assets			
Investments	6		2
Current assets			
Stocks	7	4,556,616	4,253,797
Debtors	8	57,572,598	58,580,734
		62,129,214	62,834,531
Creditors: Amounts falling due within one year	9	(15,789)	(685)
Net current assets		62,113,425	62,833,846
Total assets less current liabilities		62,113,427	62,833,848
Capital and reserves			
Called-up equity share capital	11	30,010,000	30,010,000
Profit and loss account		32,103,427	32,823,848
Shareholders' funds	12	62,113,427	62,833,848

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

These accounts were approved by the directors and authorised for issue on 23 February 2015, and are signed on their behalf by:



Mark Greenwood
Director

Company Registration Number: 01899218

The notes on pages 8 to 11 form part of these financial statements.

Derwent Developments Limited

Notes to the financial statements

Year ended 30 September 2014

1. Accounting policies

Basis of accounting

The financial statements have been prepared under the historical cost convention, and in accordance with applicable UK accounting standards.

The financial statements are prepared on the going concern basis in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom, which have been applied consistently throughout the year.

Cash flow statement

The company is a wholly owned subsidiary of Grainger plc and the cash flows of the company are included in the consolidated cash flow statement of Grainger plc. Consequently, the company is exempt under the terms of Financial Reporting Standard No 1 (Revised 1996) from preparing a cash flow statement.

Turnover

Turnover comprises gross rentals, gross sale proceeds of trading properties and land, and sundry other income, exclusive of VAT. Sales of properties are only accounted for when the cash proceeds are received in full or the company has entered into a legally binding contract.

Investments

Fixed asset investments are stated at cost less provision for diminution in value.

Stocks

Development properties and development land are shown in the financial statements at the lower of cost to the company and net realisable value. Cost to the company includes legal and surveying charges incurred during the acquisition plus improvement costs. Net realisable value is calculated based on whether the land or property is to be sold in its current condition or whether it will be subject to further development. Where the land or property is to be further developed, net realisable value is based on the future expected value. Where the land or property is to be sold in its current condition, net realisable value is based on current market value.

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax, with the following exceptions:

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Group accounts

The financial statements contain information about Derwent Developments Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of the ultimate parent company, Grainger plc, a company registered in England and Wales.

Derwent Developments Limited

Notes to the financial statements

Year ended 30 September 2014

2. Turnover

The total turnover of the company has been derived from its principal activity wholly undertaken in the UK as defined in the directors' report.

3. Operating loss

Operating loss is stated after charging:

	2014 £	2013 £
Directors' remuneration	<u>—</u>	<u>—</u>

Audit fees are statutory audit fees only and are borne by another Group company.

There are no persons holding service contracts with the company. None of the directors received any remuneration from the company during the year, or in the previous year.

4. Interest receivable

	2014 £	2013 £
Interest from group undertakings	<u>2,099,283</u>	<u>2,067,556</u>

5. Taxation on ordinary activities

(a) Analysis of charge in the year

	2014 £	2013 £
Current tax:		
UK Corporation tax based on the results for the year at 22% (2013 - 23.50%)	<u>(203,196)</u>	<u>436,740</u>
Total current tax	<u>(203,196)</u>	<u>436,740</u>

There is no unprovided deferred tax liability or unrecognised deferred tax asset in these financial statements.

(b) Factors affecting current tax charge

The tax assessed on the (loss)/profit on ordinary activities for the year is the same as the standard rate of corporation tax in the UK of 22% (2013 - 23.50%).

	2014 £	2013 £
(Loss)/profit on ordinary activities before taxation	<u>(923,617)</u>	<u>1,858,469</u>
(Loss)/profit on ordinary activities by rate of tax	<u>(203,196)</u>	<u>436,740</u>
Total current tax (note 5(a))	<u>(203,196)</u>	<u>436,740</u>

Derwent Developments Limited

Notes to the financial statements

Year ended 30 September 2014

5. Taxation on ordinary activities *(continued)*

(c) Factors that may affect future tax charges

No provisions have been made for tax that would become payable if the company's properties were sold at their year end replacement values. The total unprovided deferred tax in respect of this is £1,287,477 (2013: £643,840).

There are no factors that are expected to significantly affect the taxation charge in future years.

6. Investments

	Subsidiary undertakings shares £	Participating interests shares £	Total £
Cost			
At 1 October 2013 and 30 September 2014	<u>2</u>	<u>140,998</u>	<u>141,000</u>
Amounts written off			
At 1 October 2013 and 30 September 2014	<u>-</u>	<u>140,998</u>	<u>140,998</u>
Net book value			
At 30 September 2014 and 30 September 2013	<u>2</u>	<u>-</u>	<u>2</u>

Principal interests of the company

Subsidiary undertakings

The company owns 100% of the share capital of the following companies, which are all incorporated in England and Wales:

	Nature of business
Derwent Nominees (No 2) Limited	Dormant
Derwent Developments (Curzon) Limited	Investment company

Participating interests

The company owns 8% of the share capital of N & D London Investments, a dormant company incorporated in England and Wales.

7. Stocks

	2014 £	2013 £
Development land	<u>4,556,616</u>	<u>4,253,797</u>

The replacement value of stock is £10,994,000 (2013: £7,473,000) based on market value at 30 September 2014.

Stock is stated in the balance sheet at the lower of cost and net realisable value. Net realisable value is the net sales proceeds which the company expects on sale of the development. The directors have reviewed the expected net sales valuations of the development. They have concluded that a provision against the carrying value of stock of £nil (2013: £59,000) is required.

Derwent Developments Limited

Notes to the financial statements

Year ended 30 September 2014

8. Debtors

	2014	2013
	£	£
Trade debtors	5,495	1,705
Amounts owed by group undertakings	55,242,893	54,249,638
VAT recoverable	—	13,583
Other debtors	2,324,210	4,315,808
	<u>57,572,598</u>	<u>58,580,734</u>

9. Creditors: Amounts falling due within one year

	2014	2013
	£	£
Trade creditors	<u>15,789</u>	<u>685</u>

10. Related party transactions

The company has taken advantage of the exemption available under Financial Reporting Standard No 8 and has not disclosed transactions with companies that are part of the Grainger plc group.

11. Share capital

Allotted, called up and fully paid:

	2014		2013	
	No	£	No	£
Ordinary shares of £1 each	<u>30,010,000</u>	<u>30,010,000</u>	<u>30,010,000</u>	<u>30,010,000</u>

12. Reconciliation of movements in shareholders' funds

	2014	2013
	£	£
(Loss)/Profit for the financial year	(720,421)	1,421,729
Opening shareholders' funds	<u>62,833,848</u>	<u>61,412,119</u>
Closing shareholders' funds	<u>62,113,427</u>	<u>62,833,848</u>

13. Ultimate parent undertaking and controlling party

The directors regard Grainger plc, a company registered in England and Wales, as the ultimate parent undertaking and the ultimate controlling party, being the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of the Grainger plc consolidated financial statements may be obtained from The Secretary, Grainger plc, Citygate, St James' Boulevard, Newcastle upon Tyne, NE1 4JE.

Grainger Housing & Developments Limited is the immediate controlling party and parent company by virtue of its 100% shareholding in the company.