

## **Birch Developments Limited**

### **Directors' report and financial statements**

For the year ended 31 December 2011

Registered number 01917322

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## **Directors' report**

The directors present their annual report and the audited financial statements for the year ended 31 December 2011

## **Results and dividends**

The company made neither a profit nor loss during the year (2010 nil)

A dividend of £72,548 was paid during the year (2010 £nil) The directors do not recommend the payment of a final dividend (2010 nil)

## **Principal activity and business review**

The principal activity of the company is that of commercial property management

## **Directors**

The directors who held office during the year and at the date of signing were as follows

Keith Miller

Phil Miller

John Richards

Pamela Smyth (resigned 16 May 2012)

Euan Haggerty (appointed 1 July 2011)

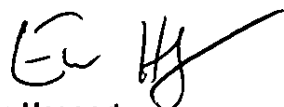
## **Disclosure of information to auditor**

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 auditor is 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 auditor is aware of that information

## **Auditor**

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore, continue in office

On behalf of the Board



**Euan Haggerty**

*Director*

20 June 2012

33 Bruton Street  
London  
W1J 6QU

## **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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

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 then apply them consistently,
- make judgements 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, 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 Birch Developments Limited**

We have audited the financial statements of Birch Developments Limited for the year ended 31 December 2011 set out on pages 4 to 7. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK 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 page 2, 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 web-site at [www.frc.org.uk/apb/scope/private.cfm](http://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 2011 and of its result 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

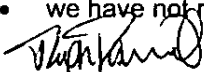
### **Opinion on other matter prescribed by the Companies Act 2006**

In our opinion the information given in the Director's 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



**Hugh Harvie**

**(Senior Statutory Auditor)**

**For and on behalf of KPMG LLP, Statutory Auditor**

*Chartered Accountants*

22.6.12

**Profit and loss account**

During the year, the company did not trade. The company received no income and incurred no expenditure. Consequently, during the current year and the previous year, it made neither a profit nor a loss.

**Balance sheet**  
**As at 31 December 2011**

	Note	2011 £	2010 £
<b>Current assets</b>			
Debtors	4	-	72,548
		<hr/>	<hr/>
<b>Net assets</b>		-	72,548
		<hr/>	<hr/>
<b>Capital and reserves</b>			
Called up share capital	5	-	72,516
Profit and loss account	6	-	32
		<hr/>	<hr/>
<b>Shareholders' funds</b>	7	-	72,548
		<hr/>	<hr/>

The notes on pages 6 to 7 form part of these financial statements

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

**Euan Haggerty**

Director

20 June 2012



**Notes**  
**(forming part of the financial statements)**

**1 Accounting policies**

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

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements except as noted below

***Basis of preparation***

As the company is a wholly owned subsidiary of The Miller Group Limited, the company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the group. The consolidated financial statements of The Miller Group Limited, within which the company is included, can be obtained from the address shown in note 8

The directors are satisfied the company has sufficient resources available to it to be able to continue to fund the company's operations and accordingly the financial statements continue to be prepared on a going concern basis

***Cashflow statement***

The company is exempt from the requirement of Financial Reporting Standard 1 to prepare a cash flow statement as it is a wholly owned subsidiary undertaking of The Miller Group Limited and its cash flows are included within the consolidated cash flow statement of that company

***Dividends on shares presented within shareholders' funds***

Dividends unpaid at the balance sheet date are only recognised as a liability at that date to the extent that they are appropriately authorised and are no longer at the discretion of the company. Unpaid dividends that do not meet these criteria are disclosed in the notes to the financial statements

**2 Auditor's remuneration**

Auditor's remuneration is paid by a fellow subsidiary company, Miller Developments Limited and is disclosed in the accounts of that company

**3 Remuneration of directors and employees**

There were no emoluments paid to directors during the year (2010 nil)

There were no employees or staff costs during the year (2010 nil)

**4 Debtors**

	2011 £	2010 £
Amounts owed by group undertakings	-	72,548
	<u>          </u>	<u>          </u>

**5 Called up share capital**

	2011 £	2010 £
<b><i>Authorised</i></b>		
10,000,000 ordinary shares of 10p each	1,000,000	1,000,000
	<u>          </u>	<u>          </u>



**Notes (continued)**

	2011 £	2010 £
<b>Allocated, called up and fully paid</b>		
1 Ordinary share of 10p (2010 725,160 Ordinary shares of 10p)	-	72,516

In December 2011 a special resolution was passed to reduce the share capital of the company by cancelling 725,160 ordinary shares. The total amount was transferred to distributable reserves, following registration of cancellation by the Registrar of Companies.

**6 Reserves**

	Special reserve £	Profit and loss account £
At beginning of year	-	32
Cancellation of share capital (note 5)	72,516	-
Dividend paid	(72,516)	(32)
At end of year	-	-

**7 Reconciliation of movements in shareholders' funds**

	2011 £	2010 £
Opening shareholders' funds	72,548	72,548
Dividend paid	(72,548)	-
<b>Closing shareholders' funds</b>	<b>-</b>	<b>72,548</b>

**8 Immediate and ultimate parent company**

At 31 December 2011, the company's immediate parent company is Miller Developments Holdings Limited and its ultimate parent company is The Miller Group Limited. Both companies are registered in Scotland and incorporated in the United Kingdom.

The largest group in which the results of the company are consolidated is that headed by The Miller Group Limited. The consolidated financial statements of The Miller Group Limited and the financial statements of Miller Developments Holdings Limited are available to the public and may be obtained from the Registrar of Companies, Companies House, 4<sup>th</sup> Floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, EH3 9FF.

At the date of approval of these financial statements the company was controlled by GSO Capital Partners LP, a division of the Blackstone Group LP.